

in Ordinance 121940; and

WHEREAS, the City has recently updated the standard form of its bond ordinances and desires to conform Ordinance 121940 to reflect those changes; NOW, THEREFORE,

BE IT ORDAINED BY THE CITY OF SEATTLE AS FOLLOWS:

Section 1. Amendment to Ordinance 121940. Each section of Ordinance 121940, as amended by Ordinance 122498 (the “Ordinance”), is amended and restated as set forth in Sections 2 through 37 of this amendatory ordinance. Additions are double underlined and deletions are enclosed in double parentheses and struck through. Section references in the amended text are made with reference to the Ordinance as amended and restated by this ordinance. With respect to any Bonds authorized by the Ordinance, which are outstanding as of the effective date of this amendatory ordinance, the amendments contained herein shall be of no force or effect and the provisions of the Ordinance prior to the effective date of this amendatory ordinance shall continue in effect with respect to those outstanding Bonds.

Section 2. Amendments to Section 1 of the Ordinance. Section 1 of Ordinance 121940, as amended by Ordinance 122498, is amended and restated as follows:

Section 1. Definitions. As used in this ordinance, the following ~~((words and phrases))~~ capitalized terms shall have the following meanings ~~((set forth below.))~~:

“**Accreted Value**” means with respect to any Capital Appreciation Bond ~~((s))~~ (a) as of any Valuation Date, the amount set forth for such date in any Parity Bond ~~((Ordinance))~~ Legislation authorizing such Capital Appreciation Bond ~~((s))~~ and (b) as of any date other than a Valuation Date, the sum of (i) the Accreted Value on the preceding Valuation Date and (ii) the product of (A) a fraction, the numerator of which is the number of days having elapsed from the preceding Valuation Date and the denominator of which is the number of days from such preceding Valuation Date to the next succeeding Valuation Date, calculated based on the assumption that Accreted Value accrues during any semiannual period in equal daily amounts on

the basis of a year of twelve 30-day months, ~~((times))~~ multiplied by (B) the difference between the Accreted Values for such Valuation Dates.

“**Acquired Obligations**” means those Government Obligations purchased to accomplish the ~~((refunding of the Refunded Bonds))~~ Refunding Plan, consistent with the Refunded Bond Legislation and any applicable agreements with ~~((providers))~~ a provider of ~~((Qualified))~~ Bond Insurance or Qualified Letters of Credit.

“**Adjusted Annual Debt Service**” for any fiscal year means Annual Debt Service minus ~~((1))~~ a) an amount equal to earnings from investments in the Reserve Subaccount and ~~((2))~~ b) Annual Debt Service provided for by Parity Bond proceeds.

“**Adjusted Gross Revenue**” for any period means Gross Revenue, plus withdrawals from the Rate Stabilization Account made during that period, and minus ~~((1))~~ a) earnings from investments in the Reserve Subaccount and ~~((2))~~ b) deposits into the Rate Stabilization Account made during that period.

“**Adjusted Net Revenue**” means Adjusted Gross Revenue less Maintenance and Operation Expenses.

“**Annual Debt Service**” for any calendar year means the sum of the amounts required in such calendar year to pay ~~((: (a)))~~ the interest due in such calendar year on all Parity Bonds outstanding, excluding interest to be paid from the proceeds of the sale of Parity Bonds or other bonds; ~~((and (b)))~~ the principal of all outstanding Serial Bonds due in such calendar year; and ~~((c)))~~ the Sinking Fund Requirement, if any, for such calendar year.

(a) For purposes of this definition, the principal and interest portions of the Accreted Value of Capital Appreciation Bonds becoming due at maturity or by virtue of a Sinking Fund Requirement shall be included in the calculations of accrued and unpaid and accruing interest or principal in such manner and during such period of time as is specified in any Parity Bond ((

~~Ordinance~~)Legislation authorizing such Capital Appreciation Bonds.

(b) For purposes of calculating and determining compliance with ~~(the Reserve Requirement,)~~the Coverage Requirement, the Reserve Requirement and the conditions for the issuance of Future Parity Bonds and/or entering into Parity Payment Agreements, the following shall apply:

(i) Generally. Except as otherwise provided by ~~((sub))~~paragraph (ii) of this subsection with respect to Variable Interest Rate Bonds and by ~~((sub))~~paragraph (iii) ~~((below))~~of this subsection with respect to Parity Bonds with respect to which a Payment Agreement is in force, interest on any issue of Parity Bonds shall be calculated based on the actual amount of accrued, accreted or otherwise accumulated interest that is payable in respect of that issue taken as a whole, at the rate or rates set forth in the applicable Parity Bond ~~((Ordinance;))~~Legislation.

(ii) Interest on Variable Interest Rate Bonds. The amount of interest deemed to be payable on any issue of Variable Interest Rate Bonds shall be calculated on the assumption that the interest rate on those bonds would be equal to the rate that is ~~((ninety percent (90%)))~~90%~~((90%))~~ of the average RBI during the four calendar quarters preceding the quarter in which the calculation is made ~~((;))~~.

(iii) Interest on Parity Bonds With Respect to Which a Payment Agreement is in Force. Debt service on Parity Bonds with respect to which a Payment Agreement is in force shall be based on the net economic effect on the City expected to be produced by the terms of the Parity Bonds and the terms of the Payment Agreement, including but not limited to the effects produced by the following: (A) Parity Bonds that would, but for a Payment Agreement, be treated as obligations bearing interest at a Variable Interest Rate instead shall be treated as obligations bearing interest at a fixed interest rate, and (B) Parity Bonds that would, but for a Payment Agreement, be treated as obligations bearing interest at a fixed interest

rate instead shall be treated as obligations bearing interest at a Variable Interest Rate. Accordingly, the amount of interest deemed to be payable on any Parity Bonds with respect to which a Payment Agreement is in force shall be an amount equal to the amount of interest that would be payable at the rate or rates stated in those Parity Bonds plus Payment Agreement Payments minus Payment Agreement Receipts. For the purposes of calculating as nearly as practicable Payment Agreement Receipts and Payment Agreement Payments under a Payment Agreement that includes a variable rate component determined by reference to a pricing mechanism or index that is not the same as the pricing mechanism or index used to determine the variable rate interest component on the Parity Bonds to which the Payment Agreement is related, it shall be assumed that the fixed rate used in calculating Payment Agreement Payments will be equal to 105% of the fixed rate specified by the Payment Agreement and that the pricing mechanism or index specified by the Payment Agreement is the same as the pricing mechanism or index specified by the Parity Bonds. Notwithstanding the other provisions of this ~~((sub))~~ paragraph ~~((iii))~~, the City shall not be required to (but may in its discretion) take into account in determining Annual Debt Service the effects of any Payment Agreement that has a term of ten ~~((10))~~ years or less ~~((;))~~.

(iv) Parity Payment Agreements. No additional debt service shall be taken into account with respect to a Parity Payment Agreement for any period during which Payment Agreement Payments on that Parity Payment Agreement are taken into account in determining Annual Debt Service on related Parity Bonds under ~~((sub))~~ paragraph (iii) of this definition. However, for any period during which Payment Agreement Payments are not taken into account in calculating Annual Debt Service on any outstanding Parity Bonds because the Parity Payment Agreement is not then related to any outstanding Parity Bonds, payments on that Parity Payment Agreement shall be taken into account by assuming:

(A) City Obligated To Make Payments Based On Fixed Rate. If the City is obligated to make Payment Agreement Payments based on a fixed rate and the Qualified Counterparty is obligated to make payments based on a variable rate index, that payments by the City will be based on the assumed fixed payor rate, and that payments by the Qualified Counterparty will be based on a rate equal to the average rate determined by the variable rate index specified by the Parity Payment Agreement during the four calendar quarters preceding the quarter in which the calculation is made, and

(B) City Obligated To Make Payments Based On Variable Rate Index. If the City is obligated to make Payment Agreement Payments based on a variable rate index and the Qualified Counterparty is obligated to make payments based on a fixed rate, that payments by the City will be based on a rate equal to the average rate determined by the variable rate index specified by the Parity Payment Agreement during the four calendar quarters preceding the quarter in which the calculation is made, and that the Qualified Counterparty will make payments based on the fixed rate specified by the Parity Payment Agreement.

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

“Average Annual Debt Service” means, at the time of calculation, the sum of the Annual Debt Service remaining to be paid to the last scheduled maturity of the applicable series of Parity Bonds divided by the number of years such bonds are scheduled to remain outstanding.

“Beneficial Owner” means, with regard to a Bond, the owner of any beneficial interest in that Bond.

“Bond Account” means ((that special account known as))the Solid Waste System Revenue Bond Account, created in the Solid Waste Fund by Ordinance 118975 for the payment of the principal of and interest on ((the))Parity Bonds.

“Bond Counsel” means a lawyer or a firm of lawyers, selected by the City, of nationally recognized ((and accepted as bond counsel and so employed by the City for any purpose under this ordinance applicable to the use of that term))standing in matters pertaining to bonds issued by states and their political subdivisions.

“Bond Insurance” means any bond insurance, guaranty, surety bond or similar credit enhancement device providing for or securing the payment of all or part of the principal of and interest on any Parity Bonds.

“Bond Purchase Contract” means a written offer to purchase a Series, which offer has been accepted by the City in accordance 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 comprise the offer and the award by the City in accordance with this ordinance shall be deemed the acceptance of that offer for purposes of this ordinance.

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

“Bond Registrar” ((or “Registrar”))means the Fiscal Agent ((of the State of Washington))(unless the Bond Resolution provides for a different Bond Registrar with respect to a particular Series), or any successor bond registrar selected ((by the City, whose duties include the registration and authentication of the Bonds, maintenance of the Bond Register, effecting transfer of ownership of the Bonds, and paying the principal of and premium, if any, and interest on the Bonds))in accordance with the Registration Ordinance.

“Bond Resolution” means ((the))a resolution((or resolutions)) of the City Council adopted pursuant to this ordinance ((to specify certain additional provisions of each series of the Bonds and their sale))approving the Bond Sale Terms and taking other actions consistent with this ordinance.

“Bond Sale Terms” means the terms and conditions for the sale of a Series 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 set forth in Section 4.

“Bonds” means the Solid Waste System refunding revenue bonds issued ((in one or more series from time to time))pursuant to((, under the authority of and for the purposes provided in)) this ordinance.

“Capital Appreciation Bond((s))” means any Parity Bond((s)), all or a portion of the ((as to which))interest on which is compounded and accumulated at the rates or in the manner, and on the dates, set forth in the applicable Parity Bond Legislation and is payable only ((at the maturity or prior))upon redemption or on the maturity date of such Parity Bond((s)). ((For the purpose of (a) receiving payment of the redemption premium, if any, of a Capital Appreciation Bond that is redeemed prior to maturity, or (b) computing the principal amount of Parity Bonds held by the owner of a Capital Appreciation Bond in giving to the City or the paying agent for those bonds any notice, consent, request, or demand pursuant to this ordinance or for any purpose whatsoever, the principal amount of a Capital Appreciation Bond shall be deemed to be its Accreted Value.))A Parity Bond that is issued as a Capital Appreciation Bond, but which later converts to an obligation on which interest is paid periodically, shall be a Capital Appreciation Bond until the conversion date and thereafter shall no longer be a Capital Appreciation Bond, but shall be treated as having a principal amount equal to its Accreted Value on the conversion date.

“City” means The City of Seattle, Washington, a municipal corporation duly organized and existing under the laws of the State.

((“City Clerk” means the City Clerk of the City, or any other officer who succeeds to

~~substantially all of the responsibilities of that office specified in this ordinance.))~~

“City Council” means the City Council of the City, as duly and regularly constituted from time to time.

~~((“Closing Date” means the date on which a series of Bonds is delivered to the initial purchaser or purchasers thereof upon payment in full therefor.))~~

“Code” means the Internal Revenue Code of 1986, or any successor thereto, as it has been and may be amended from time to time, ~~((and applicable rules))~~and regulations ~~((promulgated))~~thereunder.

“Contract Resource Obligation” means an obligation of the City, designated as a Contract Resource Obligation and entered into ~~((pursuant to))~~in accordance with Section 20 ~~((of this ordinance, to make payments for collection, transportation, treatment and disposal of solid waste, or other commodity or service related to the Solid Waste System, to another person or entity (including without limitation a separate utility system created pursuant to Section 19 of this ordinance))).~~

“Coverage Requirement” ~~((in any fiscal year))~~means ~~((the amount of))~~ Adjusted Net Revenue equal to at least 1.25 times Adjusted Annual Debt Service ~~((in that year))~~on all Parity Bonds then ~~((Outstanding))~~outstanding.

“DTC” means The Depository Trust Company, New York, New York ~~((, as initial Securities Depository for the Bonds)).~~

“Director of Finance” means the Director of the Finance Division of the Department of Finance and Administrative Services of the City, or any other officer who succeeds to substantially all of the responsibilities of that office ~~((specified in this ordinance)).~~

“Event of Default” ~~((means an Event of Default as defined in Section 23 of this ordinance))~~shall have the meaning assigned to that term in Section 26(a).

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

“Future Parity Bond Legislation” means any ordinance or resolution passed or adopted by the City Council providing for the issuance and sale of a series of Future Parity Bonds, and any other ordinance or resolution amending or supplementing the provisions of any such ordinance or resolution.

“Future Parity Bonds” means ~~((any fixed or variable rate))~~, with reference to any Series, all revenue bonds and obligations of the ~~((City (other than the Bonds) issued hereafter having a charge or lien upon the Net Revenue for payment of the principal thereof and interest thereon equal in priority to the charge or lien upon the Net Revenue for the payment of the principal of and interest on the Outstanding Parity Bonds and the Bonds.))~~ Solid Waste System (other than that Series and any other Parity Bonds then outstanding) issued or entered into after the Issue Date of such Series, the payment of which constitutes a charge and lien on the Net Revenue equal in rank with the charge and lien upon such revenue required to be paid into the Bond Account in accordance with Section 16. Future Parity Bonds may include Parity Payment Agreements and any other obligations issued in compliance with Section ~~((17))~~18.

“Government Obligations” ~~((means those government obligations defined by))~~ has the meaning given in RCW 39.53.010~~((9))~~ as ~~((it))~~ now ~~((reads))~~ in effect or as may hereafter ~~((may))~~ be amended ~~((or replaced))~~.

“Gross Revenue” means (a) all income, revenues, receipts and profits derived by the City through the ownership and operation of the Solid Waste System; (b) Payment Agreement Receipts, to the extent that such receipts are not offset by Payment Agreement Payments; and (c) the investment income set aside for or earned on money held in any fund or account of the City, including any bond redemption funds and the accounts therein, in connection with the ownership

and operation of the Solid Waste System. Gross Revenue does not include: ~~((A))~~(a) income derived from investments irrevocably pledged to the payment of any defeased bonds payable from Gross Revenue; ~~((B))~~(b) investment income earned on money in any fund or account created or maintained solely for the purpose of complying with the arbitrage rebate provisions of the Code; ~~((C))~~(c) any gifts, grants, donations or other funds received by the City from any State or federal agency or other person if such gifts, grants, donations or other funds are the subject of any limitation or reservation imposed by the donor or grantor or imposed by law or administrative regulation to which the donor or grantor is subject, limiting the application of such funds in a manner inconsistent with the application of Gross Revenue hereunder; ~~((D))~~(d) the proceeds of any borrowing for capital improvements (or the refinancing thereof); ~~((E))~~ the earnings of any separate utility system acquired or constructed by the City pursuant to Section 19 of this ordinance; and ~~((F))~~(f) the proceeds of any liability or other insurance, including but not limited to insurance proceeds compensating the City for the loss of a capital asset, but excluding business interruption insurance or other insurance of like nature insuring against the loss of revenues; and (e) the earnings of any separate utility system acquired or constructed by the City pursuant to Section 20.

“Independent Utility Consultant” means an independent person or firm having a favorable reputation for skill and experience with solid waste systems of comparable size and character to the Solid Waste System in such areas as are relevant to the purpose for which they were retained.

“Issue Date” means, with respect to a Bond, the date, as determined by the Director of Finance, on which that Bond is issued and delivered to the Purchaser in exchange for its purchase price.

“Letter of Representations” means ~~((; for each series of Bonds;))~~ the Blanket Issuer

Letter of Representations (~~relating to the Bonds to be delivered by the City to DTC~~)between the City and DTC dated October 4, 2006, as it may be amended from time to time, or an agreement with a substitute or successor Securities Depository.

“Maintenance and Operation Expenses” means all expenses incurred by the City in causing the Solid Waste System to be operated and maintained in good repair, working order and conditions, including without limitation: (a) deposits, premiums, assessments or other payments for insurance (other than payments out of proceeds of Parity Bonds), if any, on the Solid Waste System; (b) payments into pension funds; (c) State-imposed taxes; (d) amounts due under Contract Resource Obligations (but only at the times described in Section ((20 of this ordinance))21); (e) payments made to any other person or entity for the collection, transportation, treatment or disposal of solid waste or other commodity or service related to the Solid Waste System; and (f) payments with respect to any other expenses of the Solid Waste System that are properly treated as operation and maintenance expenses under generally accepted accounting principles. Maintenance and Operation Expenses does not include any depreciation, amortization, or other similar recognitions of non-cash expense items made for accounting purposes only; taxes levied or imposed by the City or payments ((to the City)) in lieu of City taxes((;)); payments of claims or judgments; or capital additions or capital replacement.

“Maximum Annual Debt Service” means, at the time of calculation, the maximum amount of Annual Debt Service ((that will))on the Parity Bonds then outstanding which shall become due in ((any))the current calendar year or in any future calendar year ((on all then-outstanding Parity Bonds)).

~~((“Mayor” means the Mayor of the City.))~~

~~((“Moody’s” means Moody’s Investors Service, Inc.))~~

“MSRB” means the Municipal Securities Rulemaking Board.

“Net Revenue” means, for any period, the Gross Revenue less Maintenance and Operation Expenses.

“Outstanding Parity Bonds” means, with reference to any Series, the then-outstanding ((1999A Bonds and 1999B Bonds, as))Parity Bonds described in Exhibit A and any other Parity Bonds outstanding as of the Issue Date of that Series of the Bonds.

“Owner” means, without distinction, the Registered Owner and the Beneficial Owner of a Bond.

“Parity Bond ((Ordinance))Legislation” means any ordinance or resolution ((duly enacted))passed or adopted by the City Council providing for the issuance and sale of a series of Parity Bonds, and any other ordinance or resolution amending or supplementing the provisions of any Parity Bond ((Ordinance as originally enacted or as therefore amended or supplemented)) Legislation.

“Parity Bonds” means the Outstanding Parity Bonds, the Bonds and any Future Parity Bonds and Parity Payment Agreements.

“Parity Conditions” means the conditions for issuing Future Parity Bonds under the Parity Bond Legislation.

“Parity Payment Agreement” means a Payment Agreement~~((;))~~ under which the City’s payment obligations are expressly stated to constitute a charge and lien on the Net Revenue equal in rank with the charge and lien upon such ((Net Revenue))revenue required to be paid into the Bond Account to pay ((and secure the payment of the principal of and))interest on Parity Bonds.

“Payment Agreement” means a written ((contract entered into,))agreement for the purpose of managing or reducing the City’s exposure to fluctuations or levels of interest rates or for other interest rate, investment, asset or liability management purposes, entered into on either

a current or forward basis by the City and a Qualified Counterparty(~~on either a current or forward basis~~) as authorized by any applicable laws of the State in connection with, or incidental to, the issuance, incurring or carrying of particular bonds, notes, bond anticipation notes, commercial paper or other obligations for borrowed money, or lease, installment purchase or other similar financing agreements or certificates of participation therein, that provides for an exchange of payments based on interest rates, ceilings or floors on such payments, options on such payments, or any combination thereof or any similar device.

“Payment Agreement Payments” means the amounts(~~(s)~~) periodically required to be paid by the City to the Qualified Counterparty pursuant to a Payment Agreement.

“Payment Agreement Receipts” means the amounts periodically required to be paid by the Qualified Counterparty to the City pursuant to a Payment Agreement.

“Permitted Investments” means any investments or investment agreements permitted for the investment of City funds under the laws of the State as amended from time to time.

“Principal and Interest Subaccount” means the subaccount of that name created in the Bond Account by Ordinance 118975 for the payment of the principal of and interest on Parity Bonds.

~~(“Professional Utility Consultant” means the independent person(s) or firm(s) selected by the City having a favorable reputation for skill and experience with solid waste systems of comparable size and character to the Solid Waste System in such areas as are relevant to the purposes for which they were retained.)~~

“Purchaser” means the entity or entities who have been selected in accordance with this ordinance to serve as underwriter, purchaser or successful bidder in a sale of any Series.

“Qualified Counterparty” means a party (other than the City or a ~~(person)~~party related to the City) who is the other party to a Payment Agreement, (a)(i) whose senior debt

obligations are rated in one of the three highest rating categories of each Rating Agency (without regard to any gradations within a rating category, or (ii) whose obligations under the Payment Agreement are guaranteed for the entire term of the Payment Agreement by a bond insurer or other institution which has been assigned a credit rating in one of the two highest rating categories of each Rating Agency; and (b) who is otherwise qualified to act as the other party to a Payment Agreement under any applicable laws of the State.

“Qualified Insurance” means any municipal bond insurance policy or surety bond issued by any insurance company licensed to conduct an insurance business in any state of the United States (or by a service corporation acting on behalf of one or more such insurance companies) which insurance company or companies, as of the time of issuance of such policy or surety bond, are rated in one of the two highest rating categories by Moody’s Investors Service and ~~((S&P))~~Standard & Poor’s Ratings Services or their comparably recognized business successors.

“Qualified Letter of Credit” means any letter of credit issued by a financial institution for the account of the City ~~((on behalf of the owners))~~in connection with the issuance of Parity Bonds, which institution maintains an office, agency or branch in the United States and as of the time of issuance of such letter of credit is rated in one of the two highest rating categories by Moody’s Investors Service and ~~((S&P))~~Standard & Poor’s Ratings Services or their comparably recognized business successors.

“RBI” means *The Bond Buyer* Revenue Bond Index or comparable index, or, if no comparable index can be obtained, ~~((eighty percent ()))~~80%~~((+))~~ of the interest rate for actively traded ~~((thirty ()))~~30~~((+))~~-year United States Treasury obligations.

“Rate Stabilization Account” means the account of that name ~~((created in the Solid Waste Fund pursuant to))~~originally established by Ordinance 118975.

“Rating ((Agencies))Agency” means ~~((Moody’s and S&P, and their successors and))any ((other))nationally-recognized ((securities))rating agency ((or agencies))~~then maintaining a rating on a series of Parity Bonds at the request of the City.

“Record Date” means, unless otherwise defined in the Bond Resolution, in the case of each interest or principal payment date, the Bond Registrar’s close of business on the 15th day of the month preceding the interest or principal payment date. With regard to redemption of a Bond prior to its maturity, the Record Date shall mean the Bond Registrar’s close of business on the day prior to the date on which the Bond Registrar sends the notice of redemption.

“Refundable Bonds” means, collectively, all ~~((or a portion of any Outstanding Parity Bonds and the Bonds, and all or a portion of those Future Parity Bonds designated))~~Parity Bonds that the City may from time to time designate as Refundable Bonds((in the applicable Parity Bond Ordinance)).

~~((“Refunded Bonds” means those Refundable Bonds included in a Refunding Plan.))~~

“Refunded Bond Legislation” means the respective ~~((Parity Bond Authorizing Ordinances))~~ordinance and resolution, including all amendatory or supplemental ordinances and resolutions, pursuant to which ((the))a series of Refunded Bonds ((were))was issued.

“Refunded Bonds” means those Refundable Bonds included in a Refunding Plan.

~~((“Refunding Parity Bonds” means Parity Bonds issued for the purpose of refunding bonds of any prior series of Parity Bonds.))~~

“Refunding Plan” means~~((; with respect to the issuance of each series of Bonds, the refunding of all or a portion of the Refundable Bonds through the issuance of such series, as more particularly described in the Bond Resolution))~~ the plan approved in a Bond Resolution to issue a Series, and to apply the proceeds of the sale of such Series and any other available money included in the plan, to redeem, or to defease and redeem, those Refundable Bonds

identified in the plan.

“Refunding Trust Agreement” means, with respect to each ~~((series of Bonds))~~Series, a refunding trust or escrow agreement, dated as of the Issue Date of such Series, between the City and a Refunding Trustee~~((, dated as of the Closing Date of such series,))~~ and providing for the ~~((safekeeping))~~irrevocable deposit of ((certain))Bond proceeds and ((the refunding of all or a portion of the Refundable Bonds))other available money of the City, to be used to carry out a Refunding Plan.

“Refunding Trustee” means, for each ~~((series of Bonds))~~Series, the Director of Finance ~~((,))~~ or ~~((the trustee or escrow agent designated))~~a financial institution selected by the Director of Finance((, consistent with the Refunded Bond Legislation and any applicable agreements with Bond Insurers)) to serve as refunding trustee or escrow agent under a Refunding Trust Agreement.

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

“Registration Ordinance” means City Ordinance 111724 establishing a system of registration for the City’s bonds and other obligations pursuant to Seattle Municipal Code Chapter 5.10, as that chapter now exists or may hereafter be amended.

“Reserve Requirement” means, at any time, the lesser of (a) Maximum Annual Debt Service~~((; or (b) the maximum amount permitted by the Code as a “reasonably required reserve or replacement fund.”))~~ on all Parity Bonds outstanding at the time of calculation, (b) 1.25 times Average Annual Debt Service on all Parity Bonds outstanding at the time of calculation, or (c) 10% of the proceeds of each series of Parity Bonds then outstanding, as of the delivery of each

such series.

“Reserve Security” means any Qualified Insurance or Qualified Letter of Credit obtained by the City to satisfy part or all of the Reserve Requirement, and which is not cancelable on less than three years’ notice.

“Reserve Subaccount” means the subaccount of that name created in the Bond Account by Ordinance 118975 for the purpose of securing the payment of the principal of and interest on Parity Bonds.

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

((“S&P” means Standard & Poor’s Ratings Services, a Division of The McGraw-Hill Companies, Inc.))

“Securities Depository” means((any one of the following registered securities depositories which has been designated by the City: (i) DTC; (ii) Midwest Securities Trust Company, Chicago, Illinois, (iii) Philadelphia Depository Trust Company, Philadelphia, Pennsylvania; or (iv) such other securities depositories as the City may designate in a certificate of the City delivered to the Bond Registrar)) DTC, any successor thereto, any substitute securities depository selected by the City, or the nominee of any of the foregoing. Any successor or substitute Securities Depository must be qualified under applicable laws and regulations to provide the services proposed to be provided by it.

“Serial Bonds” means Parity Bonds maturing in specified years, for which no Sinking Fund Requirements are mandated.

“Series” means a series of the Bonds issued pursuant to this ordinance.

((**“Sinking Fund Subaccount”** means any subaccount created in the Bond Account to amortize the principal or make mandatory redemptions of Term Bonds.))

“Sinking Fund Requirement” means, for any calendar year, the principal amount and premium, if any, of Term Bonds required to be purchased, redeemed, paid at maturity or paid into any ~~((Sinking Fund Subaccount))~~Bond Account for such calendar year, as established by the Parity Bond ~~((Ordinance))~~Legislation authorizing the issuance of such Term Bonds.

“Solid Waste Fund” means the ~~((special fund))~~“Garbage Collection and Disposal Fund” of the City ~~((of that name heretofore created and established by the City Council))~~created by Ordinance 90379 and subsequently renamed the “Solid Waste Fund.”

“Solid Waste System” means the entire solid waste collection, transportation and disposal system of the City, created by Ordinance 90379, as amended, together with all additions thereto and betterments and extensions thereof at any time made, acquired or constructed, together with any other utility systems of the City hereafter combined with the Solid Waste System. The Solid Waste System shall not include any separate utility system acquired or constructed by the City pursuant to Section ~~((19 hereof))~~20.

“State” means the State of Washington.

“State Auditor” means the office of the Auditor of the State or such other department or office of the State authorized and directed by State law to make audits.

“Tax Credit Subsidy Bond” means any bond that is designated by the City as a tax credit bond pursuant to the Code, and which is further designated as a “qualified bond” under Section 6431 or similar provision of the Code, and with respect to which the City is eligible to claim a Tax Credit Subsidy Payment.

“Tax Credit Subsidy Payment” means a payment by the federal government with respect to a Tax Credit Subsidy Bond.

“Tax-Exempt Bond” means any Bond, the interest on which is intended on the Issue Date to be excluded from gross income for federal income tax purposes.

“Term Bond(s)” means ~~((any Parity Bonds identified as such in the Parity Bond Ordinance authorizing the issuance thereof, which Parity Bond Ordinance requires that such bonds be purchased, redeemed or paid prior to maturity in a schedule established thereby))any Bond that is issued subject to mandatory redemption prior to its maturity in periodic mandatory redemption payments.~~

“Undertaking” means the ~~((City’s))~~undertaking ~~((in the Bond Resolution, to the extent applicable,))~~to provide ~~((certain))~~continuing disclosure ~~((as provided by))~~entered into pursuant to Section ~~((25 of this ordinance))~~24, in substantially the form attached as Exhibit B.

“Valuation Date” means, with respect to any Capital Appreciation Bond(s), the date or dates set forth in ~~((any))~~the relevant Parity Bond ~~((Ordinance authorizing such Parity Bonds))~~Legislation or Bond Purchase Contract on which specific Accreted Values are assigned to ~~((the))~~that Capital Appreciation Bond(s).

“Variable Interest Rate” means any variable interest rate or rates to be borne by any Parity Bonds. The method of computing such a variable interest rate shall be ~~((as specified in the Parity Bond Ordinance authorizing or specifying the terms of such Parity Bonds, which Parity Bond Ordinance also))~~set in accordance with the applicable Parity Bond Legislation, which shall specify either ~~((i))~~(a) the particular period or periods of time or manner of determining such period or periods of time for which each value of such variable interest rate shall remain in effect or ~~((ii))~~(b) the time or times upon which any change in such variable interest rate shall become effective.

“Variable Interest Rate Bond(s)” means, for any period of time, any Parity Bond(s) that bears a Variable Interest Rate during that period, except that a Parity Bond(s) shall not be treated as a Variable Interest Rate Bond(s) if the net economic effect of interest rates on particular Parity Bonds of ~~((an issue))~~a series and interest rates on other Parity Bonds of the

same ~~((issue))series~~, as set forth in the applicable Parity Bond ~~((Ordinance))Legislation~~, or the net economic effect of a Payment Agreement with respect to a particular Parity Bond~~((s))~~, in either case is to produce obligations that bear interest at a fixed interest rate; and a Parity Bond~~((s))~~ with respect to which a Payment Agreement is in force shall be treated as a Variable Interest Rate Bond~~((s))~~ if the net economic effect of the Payment Agreement is to produce an obligation~~((s))~~ that bears interest at a Variable Interest Rate.

Section 3. Amendment to Section 2 of the Ordinance. Section 2 of Ordinance 121940 is amended and restated as follows:

Section 2. Authorization ((and Description))of Bonds. ~~((The City is authorized to issue Bonds for the purpose of providing all or a part of the funds with which to pay the cost of refunding, defeasing, or refunding and defeasing, the Refunded Bonds and to pay all or part of the costs of issuing and selling the Bonds. The Bonds may be issued in one or more series at any time on or before December 31, 2015, and may be combined with other Parity Bonds authorized separately. The maximum principal amount of any series of the Bonds shall not exceed 125% of the then-outstanding principal amount of the Refundable Bonds refunded by that series of Bonds))~~ The City is authorized to borrow money and issue Solid Waste System revenue bonds, payable from the sources described in Section 14, in principal amounts not to exceed the limits stated in Section 4 to carry out one or more Refunding Plans, including paying the administrative costs of carrying out each such Refunding Plan, and to pay the costs of issuance of the Bonds. The Bonds may be issued in one or more Series, and may be combined with other Parity Bonds authorized separately.

The Bonds shall be ~~((dated and have such year and series or other designation as determined by the Director of Finance or as specified by the Bond Resolution; shall be in the denomination of \$5,000 or any integral multiple thereof within a single maturity or such other~~

denomination specified in the Bond Resolution; and shall be numbered separately, in the manner and with any additional designation as the Bond Registrar deems necessary for the purpose of identification. The Bonds shall mature on the dates and in the amounts and bear interest payable on the dates and at the rates specified in the Bond Resolution, except that the net interest cost shall not exceed a weighted average rate of ten percent per annum; and as specified by the Bond Resolution. All or some of the Bonds may be Term Bonds, as specified by the Bond Resolution. The final maturity of any series of Bonds shall not exceed 40 years from the issue date for that series.))designated Solid Waste System revenue bonds and shall be numbered separately and shall have any name, year and series or other label as deemed necessary or appropriate by the Director of Finance.

Section 4. Amendment to Section 3 of the Ordinance. Section 3 of Ordinance 121940 is amended and restated as follows:

Section 3. ((Bond Resolution))Manner of Sale of Bonds. With respect to each series of Bonds, the City Council may adopt the Bond Resolution and in that resolution may provide for the matters described in this ordinance, including the manner of sale and delivery of and payment for the Bonds, the refunding of the Refunded Bonds, and such other matters that the City Council deems necessary and appropriate to carry out the purposes of this ordinance. Once adopted, the Bond Resolution shall be deemed a part of this ordinance as if set forth herein.))

((For each series of Bonds, the Bond Resolution may provide for Qualified Insurance or a Qualified Letter of Credit, and conditions or covenants relating thereto, including additional terms, conditions and covenants relating to the Bonds that are required by the bond insurer or letter of credit provider and are consistent with the provisions of this ordinance, including but not limited to restrictions on investments and requirements of notice to and consent of the bond

~~insurer or letter of credit provider.))~~

~~((For each series of Bonds, the Bond Resolution may approve and authorize the execution and delivery on behalf of the City of any contracts consistent with the provisions of this ordinance for which the City's approval is necessary or to which the City is a party and that are related or incidental to the initial issuance and sale of the Bonds, the initial establishment of the interest rate or rates on the Bonds and any redemption of the Bonds, including but not limited to Payment Agreements and similar contracts for such purposes.))~~

~~((The Bond Resolution for each series of Bonds shall identify the Refunded Bonds to be refunded by that series, shall establish the terms and conditions upon which the Refunded Bonds are to be refunded, and shall confirm the Director of Finance as, or the Director of Finance's appointment of, the Refunding Trustee. The City Council may specify in the Bond Resolution the amount, if any, from the proceeds of or accrued interest on the Bonds to be deposited into specified funds, subfunds, accounts and subaccounts. In the absence of such a determination and specification in the Bond Resolution, the Director of Finance may make such determination and specification.))~~

At least ten days before the date selected by the Director of Finance for the sale of a Series, the Director of Finance shall notify the President of the City Council, in writing, of the Director of Finance's determination that the issuance of the Series is consistent with the then-current financial policies of the City. The notice shall set forth the reasons for the Director of Finance's determination. Upon giving such notice, the Director of Finance may provide for the sale of each Series (or any portion thereof) by public sale, or by a negotiated sale, limited offering or private placement with a Purchaser chosen through a selection process acceptable to the Director of Finance. The City Council's adoption of the Bond Resolution shall be conclusive evidence that proper notice was provided to the President of the City Council. The Director of

Finance is authorized to specify a date and time of sale of and a date and time for delivery of each Series, to give notice of that sale, to determine any bid parameters or other bid requirements and criteria for determining the award of the bid; to provide for the use of an electronic bidding mechanism; and to specify other matters in his or her determination necessary, appropriate, or desirable in order to carry out the sale of each Series. Each Series must be sold on Bond Sale Terms in accordance with Section 4.

Section 5. Amendment to Section 4 of the Ordinance. Section 4 of Ordinance 121940 is amended and restated as follows:

Section 4. ~~((Allocation of the Bonds to the Refunded Bonds))~~Bond Sale Terms; Bond Resolution. ~~((With respect to each series of Bonds, the City Council shall, by the Bond Resolution, provide for the allocation of that series of Bonds to the various series of the Refunded Bonds in a manner consistent with the Code. Such allocation shall be reflected in schedules attached to the Bond Resolution.))~~The Director of Finance is appointed to serve as the City's designated representative in connection with the issuance and sale of the Bonds in accordance with RCW 39.46.040(2) and this ordinance. The Director of Finance is authorized to accept, on behalf of the City, an offer to purchase the Bonds on Bond Sale Terms consistent with the parameters set forth in this section. No such acceptance shall be effective until adoption of a Bond Resolution approving the Bond Sale Terms. Once adopted, the Bond Resolution shall be deemed a part of this ordinance as if set forth herein.

(a) Maximum Principal Amount. ~~The Bonds may be issued in one or more Series and may be combined with other Parity Bonds authorized separately. The aggregate principal amount of the Bonds allocated to each Refunding Plan shall not exceed 125% of the stated principal amount (or Accreted Value, if applicable) of the Refunded Bonds included in that Refunding Plan.~~

(b) Date or Dates. Each Bond shall date its Issue Date as determined by the Director of Finance, which shall be determined by the Director of Finance.

(c) Denominations. The Bonds shall be issued in Authorized Denominations.

(d) Interest Rate(s); Payment Dates. Each Bond shall bear interest from the Issue Date or from the most recent date to which interest has been paid or duly provided for, whichever is later, and shall be payable on dates determined by the Director of Finance. One or more rates of interest shall be established for each maturity of each Series, which rate or rates may be fixed interest rates or Variable Interest Rates. Fixed interest rates shall be computed on the basis of a 360-day year of twelve 30-day months and the net interest cost shall not exceed a weighted average rate of 10% per annum. Principal payments shall commence on a date and shall be payable at maturity or have Sinking Fund Requirements on dates determined by the Director of Finance.

(e) Final Maturity. The Bonds shall mature no later than 4 years after the Issue Date.

(f) Redemption Rights. The Bonds shall include provisions for the optional and mandatory redemption of Bonds determined by the Director of Finance, subject to the following:

(i) Optional Redemption. A Bond may be designated as being (A) subject to redemption at the option of the City prior to its maturity date on the dates and at the redemption prices set forth in the Bond Purchase Contract; or (B) not subject to redemption prior to its maturity date. If a Bond is subject to optional redemption prior to its maturity, it must be subject to such redemption on one or more dates occurring not more than 10½ years after the Issue Date.

(ii) Mandatory Redemption. Any bond may be designated as a Term Bond,

subject to mandatory redemption prior to its maturity on the dates and in Sinking Fund Requirements consistent with Section 7(b).

(g) Price. The purchase price for each Series shall be acceptable to the Director of Finance.

(h) Other Terms and Conditions.

(i) As of the Issue Date of each Series, (A) the Finance director must determine that the Parity Conditions have been met or satisfied, so that such Series may be issued as Parity Bonds, and (B) the City Council must find in the Bond Resolution that, in creating the Bond Account and in fixing the amounts to be paid into it in accordance with this ordinance, the City Council has had due regard for the cost of maintenance and operation of the Solid Waste System, and is not setting aside into the Bond Account a greater amount than in the judgment of the City Council, based on the rates to be established from time to time consistent with Section 17(a), will be available over and above such cost of maintenance and operation.

(ii) A Series may not be issued unless the Bond Resolution with respect to that Series sets forth a Refunding Plan and includes the findings that:

(A) The Refunding Plan (1) will pay or discharge the City's obligations with respect to Refundable Bonds that are in arrears or about to become due, and for which sufficient funds are not available; (2) is necessary or in the best interest of the City to modify debt service requirements, sources of payment covenants or other terms of the Refunded Bonds; or (3) will effect a savings to the City, giving consideration to the fixed maturities of the Series to be issued and of the Refunded Bonds, the costs of issuance of that Series and the known earned income from the investment of the sale proceeds and other money of the City used in the Refunding Plan; and

(B) the irrevocable deposit of money and securities with the

Refunding Trustee in accordance with the Refunding Plan will discharge and satisfy the obligations of the City as to the Refunded Bonds, including all pledges, charges, trusts, covenants and agreements under the Refunded Bond Legislation, and immediately upon such deposit, the Refunded Bonds will no longer be deemed to be outstanding under the Refunded Bond Legislation.

(iii) The Bond Sale Terms for any Series may provide for Bond Insurance, a Reserve Security or other credit enhancement, or for a Parity Payment Agreement. To that end, the Bond Sale Terms may include such additional terms, conditions and covenants as may be necessary or desirable, including but not limited to restrictions on investment of Bond proceeds and pledged funds, and requirements to give notice to or obtain the consent of a credit enhancement provider or a Qualified Counterparty.

(iv) The Bond Sale Terms must establish the method of providing for the Reserve Requirement, consistent with Section 16(d).

(v) Any Series may be designated or qualified as Tax-Exempt Bonds, taxable bonds, or Tax Credit Subsidy Bonds, and may include such additional terms and covenants relating to federal tax matters as the Director of Finance deems necessary or appropriate, consistent with Section 23.

Section 6. Amendment to Section 5 of the Ordinance. Section 5 of Ordinance 121940 is amended and restated as follows:

Section 5. Bond Registrar; Registration and Transfer ((~~or Exchange~~)) of Bonds.

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

(b) Bond Registrar; Transfer and Exchange of Bonds. 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 Register shall contain the name and mailing address of the Registered Owner of each Bond and the principal amount and number of each of the Bonds held by each Registered Owner. 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 the Bond Registrar's powers and duties under this ordinance and the Registration Ordinance.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's certificate of authentication on the Bonds. The Bond Registrar may become an Owner of Bonds 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. Bonds surrendered to the Bond Registrar may be exchanged for Bonds in any ~~((a))~~Authorized ~~((d))~~Denomination of an equal aggregate principal amount and of the same ~~((s))~~S series, interest rate and maturity. Bonds 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 ~~((Registered))~~Owner or transferee. The Bond Registrar shall not be obligated to exchange or transfer any Bond during ~~((fifteen (15) days preceding any principal or))~~the period between the Record Date and the corresponding interest payment or redemption date~~((or other record date established by the Bond Registrar)))~~.

(c) Securities Depository; Book-Entry Form. The Bonds initially shall be registered in the name of the Securities Depository. The Bonds so registered shall be held fully immobilized in book-entry form by the Securities Depository in accordance with the provisions of the Letter of Representations. Neither the City nor the Bond Registrar shall have any

responsibility or obligation to participants of the Securities Depository or the persons for whom they act as nominees with respect to the Bonds regarding accuracy of any records maintained by the Securities Depository or its participants of any amount in respect of principal of or interest on the Bonds, or any notice which is permitted or required to be given to Owners hereunder (except such notice as is required to be given by the Bond Registrar to the Securities Depository). Registered ownership of a Bond initially held in book-entry form, or any portion thereof, may not be transferred except: (i) to any successor Securities Depository; (ii) to any substitute Securities Depository appointed by the City or such substitute Securities Depository's successor; or (iii) to any person if the Bond is no longer held in book-entry form.

Upon the resignation of the Securities Depository from its functions as depository, or upon a City determination to discontinue services of the Securities Depository, the City may appoint a substitute Securities Depository. If (i) the Securities Depository resigns from its functions as depository and no substitute Securities Depository can be obtained, or (ii) the City determines that the Bonds are to be in certificated form, then ownership of Bonds may be transferred to any person as provided herein and the Bonds no longer shall be held in book-entry form.

~~((The City appoints DTC as initial Securities Depository for the Bonds. For so long as DTC is the Securities Depository for the Bonds, DTC or its nominee shall be deemed to be the Registered Owner of the Bonds for all purposes hereunder, and all references in this ordinance or the Bond Resolution to the Registered Owners of the Bonds shall mean DTC or its nominee and shall not mean the owners of any beneficial interests in the Bonds. Payments of principal of, premium, if any, and interest on all outstanding Bonds registered in the name of the nominee of DTC, or its registered assign, shall be made as provided in the Letter of Representations.))~~

~~((Bonds executed and delivered in fully immobilized form shall be executed and~~

delivered in the form of one fully-registered immobilized certificate for each series and maturity of the Bonds representing the aggregate principal amount of the Bonds of that series and maturity, which Bonds shall (except as provided below for the discontinuation or substitution of Securities Depository) be registered in the name of Cede & Co., as nominee of DTC; however, if DTC shall request that the Bonds be registered in the name of a different nominee, the Bond Registrar shall exchange all or any portion of the Bonds for an equal aggregate principal amount of Bonds registered in the name of such other nominee or nominees of DTC. No person other than DTC or its nominee shall be entitled to receive from the City or the Bond Registrar any Bond or any other evidence of ownership of the Bonds, or any right to receive any payment in respect thereof, unless DTC or its nominee shall transfer record ownership of all or any portion of the Bonds on the Bond Register, in connection with discontinuing the book entry system as provided below or otherwise.))

((So long as the Bonds are registered in the name of DTC or any nominee thereof, all payments of the principal or interest with respect to the Bonds shall be made to DTC or its nominee in immediately available funds on the dates provided for such payments under this ordinance and the Bond Resolution and at such times and in the manner provided in the Letter of Representations. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of the City or the Bond Registrar with respect to the principal or interest with respect to the Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Bonds of any series and maturity, the Bond Registrar shall not require surrender by DTC or its nominee of the Bonds so redeemed, and DTC or its nominee may retain such Bonds and make an appropriate notation thereon as to the amount of such partial redemption. DTC shall deliver to the Bond Registrar, upon request, a written confirmation of such partial redemption. The records maintained by the Bond Registrar shall be conclusive as to

~~the amount of the Bonds of such series and maturity that have been redeemed.))~~

~~((All transfers of beneficial ownership interests in Bonds registered in the name of DTC or its nominee shall be effected by the procedures of DTC's participants and/or indirect participants for recording and transferring the ownership of beneficial interests in bonds.))~~

~~((The City and the Bond Registrar may treat DTC (or its nominee) as the sole and exclusive Registered Owner of the Bonds registered in its name for the purposes of payment of the principal of, premium, if any, or interest with respect to those Bonds, selecting Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Registered Owners under this ordinance or the Bond Resolution, registering the transfer of Bonds, obtaining any consent or other action to be taken by Registered Owners of Bonds and for all other purposes whatsoever; and the City and the Bond Registrar shall not be affected by any notice to the contrary. The City and the Bond Registrar shall not have any responsibility or obligation to any direct or indirect DTC participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such participant, or any other person which is not shown on the Bond Register as being a Registered Owner of Bonds, with respect to: (1) the Bonds; (2) any records maintained by DTC or any such participant; (3) the payment by DTC or any such participant of any amount in respect of the principal of, premium, if any, or interest with respect to the Bonds; (4) any notice which is permitted or required to be given to Registered Owners of Bonds under this ordinance or the Bond Resolution; (5) the selection by DTC or any such direct or indirect participant of any person to receive payment in the event of a partial redemption of the Bonds; or (6) any consent given or other action taken by DTC as Registered Owner of the Bonds.))~~

~~((So long as the Bonds are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given to the registered owners of such Bonds under this~~

ordinance or the Bond Resolution shall be given to DTC as provided in the Letter of Representations, in form and content satisfactory to DTC, the City and the Bond Registrar.))

((In connection with any notice or other communication to be provided to registered owners pursuant to this ordinance or the Bond Resolution by the City or the Bond Registrar with respect to any consent or other action to be taken by registered owners of the Bonds, DTC shall consider the date of receipt of notice requesting such consent or other action as the record date for such consent or other action; however, the City or the Bond Registrar may establish a special record date for such consent or other action and shall give DTC notice of such special record date not less than fifteen (15) calendar days in advance of such special record date to the extent possible.))

((Any successor Bond Registrar, in its written acceptance of its duties under this ordinance and the Bond Resolution, shall agree to take any actions necessary from time to time to comply with the requirements of the Letter of Representations.))

((The book-entry system for registration of the ownership of the Bonds in fully immobilized form may be discontinued at any time if: (1) after notice to the City and the Bond Registrar, DTC determines to resign as Securities Depository for the Bonds; or (2) after notice to DTC and the Bond Registrar, the City determines that a continuation of the system of book-entry transfers through DTC (or through a successor Securities Depository) is not in the best interests of the City. In each of such events (unless, in the case described in clause (1) above, the City appoints a successor Securities Depository), the Bonds shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the City or the Bond Registrar for the accuracy of such designation. Whenever DTC requests the City and the Bond Registrar to do so, or whenever the City requests DTC and the Bond Registrar to do so after the determination by the

City to replace DTC with a successor Securities Depository, the City and the Bond Registrar shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another Securities Depository to maintain custody of certificates evidencing the Bonds.))

Section 7. Amendment to Section 6 of the Ordinance. Section 6 of Ordinance 121940 is deleted in its entirety:

~~((Section 6. Mutilated, Lost, Stolen and Destroyed Bonds. In case any Bonds issued hereunder shall become mutilated or be destroyed, stolen or lost, the City may, if not then prohibited or otherwise required by law, cause to be executed and delivered a new Bond of like amount, series, interest rate, maturity date and tenor in exchange and substitution for and upon cancellation of such mutilated Bonds, or in lieu of and in substitution for such destroyed, stolen or lost Bonds, upon payment by the Registered Owner thereof of the reasonable expenses and charges of the City and the Bond Registrar in connection therewith, and in the case of a Bond destroyed, stolen or lost, the filing with the Bond Registrar of evidence satisfactory to the City that such Bond was destroyed, stolen or lost, and of the ownership thereof, and furnishing the City and the Bond Registrar with indemnity satisfactory to each of them. If the mutilated, destroyed, stolen or lost Bond already has matured or been called for redemption in accordance with its terms it shall not be necessary to issue a new Bond prior to payment. If the provisions of State law at any time differ from the provisions of this Section 6 with respect to the requirements or procedures for replacing or otherwise handling mutilated, lost, stolen or destroyed Bonds, then the provisions of State law shall prevail.))~~

Section 8. Amendment to Section 7 of the Ordinance. Section 7 of Ordinance 121940 is renumbered as Section 6 and is amended and restated as follows:

~~**Section ((7))6. Payment of Bonds((Principal and Interest)).** Principal of((, premium, if any,)) and interest on ((the))each Bond((s)) shall be payable solely out of the Bond Account,~~

in lawful money of the United States ~~((of America. Interest on the Bonds shall be paid by checks or drafts mailed by the Bond Registrar)).~~ 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 ~~((~~the~~))Registered ~~((~~the~~))Owner~~((s))~~~~ at the address~~((es))~~ appearing on the Bond Register on the ~~((fifteenth day of the month preceding the interest payment date (or other record date established in the Bond Resolution, the “Record Date”) or, at))Record Date.~~ However, the City is not required to make electronic transfers except pursuant to a request ~~((of the))~~by a ~~((~~the~~))Registered ~~((~~the~~))Owner ~~((of One Million Dollars (\$1,000,000) or more in aggregate principal amount of Bonds, by wire transfer to an account in the United States designated in writing by such registered owner))~~in writing received at least ten days prior to the Record Date and at the sole expense of the Registered Owner. Principal of ~~((and premium, if any, on the Bonds shall be))~~each Bond not registered in the name of the Securities Depository is payable upon presentation and surrender of the Bond~~((s))~~ by the ~~((~~the~~))Registered ~~((~~the~~))Owner~~((s~~~~ at either of the principal offices of the Bond Registrar at the option of the registered owners. Notwithstanding the foregoing, payment of any Bonds registered in the name of DTC or its nominee, shall be made in accordance with the Letter of Representations.)) to the Bond Registrar. The Bonds are not subject to acceleration under any circumstances. ~~((The Bonds shall be payable solely out of the Bond Account and shall not be general obligations of the City.))~~~~~~~~~~

Section 9. Amendment to Section 8 of the Ordinance. Section 8 of Ordinance 121940 is renumbered as Section 7 and is amended and restated as follows:

Section ~~((8))7. Redemption and ~~((Open Market))Purchase of Bonds.~~~~

(a) Optional Redemption. All or some of the Bonds may be subject to redemption prior to their stated maturity dates at the option of the City at the times and on the terms ~~((set forth in the Bond Resolution))~~ approved in accordance with Section 4.

(b) Mandatory Redemption. ~~((The City shall redeem any Term Bonds, if))~~ If not redeemed ~~((under the optional redemption provisions set forth in the Bond Resolution or purchased in the open market under the provisions set forth below, by lot (or in such other manner as the Bond Registrar shall determine) at par))~~ or purchased at the City's option prior to maturity, Term Bonds (if any) shall be redeemed, at a price equal to the principal amount thereof to be redeemed plus accrued interest, on the dates and in the ~~((years and principal amounts))~~ Sinking Fund Requirements as set forth in the Bond Resolution. If the City redeems ~~((Term Bonds under the optional redemption provisions set forth in the Bond Resolution))~~ or purchases Term Bonds ~~((in))~~ at the ~~((open market as set forth below))~~ City's option prior to maturity, the Term Bonds so redeemed or purchased (irrespective of their redemption or purchase prices) shall be credited at the par amount thereof against the remaining ~~((mandatory redemption requirements in a manner to be))~~ Sinking Fund Requirements as determined by the Director of Finance ~~((or, if no such))~~. In the absence of a determination ~~((is made,))~~ by the Director of Finance or other direction in the Bond Resolution, credit shall be allocated on a pro rata basis.

(c) Selection of Bonds for Redemption; Partial Redemption. ~~((Whenever less than all of the Bonds of a single series and maturity are to be redeemed, the Bond Registrar shall select the Bonds or portions thereof to be redeemed from the Bonds of that series and maturity by lot, or in such other manner as the Bond Registrar shall determine, except that, for so long as the Bonds are))~~ If fewer than all of the outstanding Bonds are to be redeemed at the option of the City, the Director of Finance shall select the Series and maturity or 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 ((DTC or its nominee, DTC shall select the Bonds or portions thereof))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. ((In no event shall any Bond be outstanding in a principal amount that is not an authorized denomination.))

((Portions of the principal amount of any Bond, in integral amounts of Five Thousand Dollars (\$5,000)) All or a portion of the principal amount of any Bond that is to be redeemed may be redeemed((, unless otherwise provided in the Bond Resolution)) in any Authorized Denomination. If less than all of the outstanding principal amount of any Bond is redeemed, upon surrender of that Bond ((at either of the principal offices of))to the Bond Registrar((,)) there shall be issued to the Registered Owner, without charge((therefor)), a new Bond (or Bonds, at the option of the Registered Owner) of the same ((s))Series, maturity and interest rate in any ((of the denominations authorized by the Bond Resolution))Authorized Denomination in the aggregate ((total))principal amount ((remaining-unredeemed))to remain outstanding.

(d) ((Open Market))Purchase. The City reserves the right and option to purchase any or all of the Bonds ((in))offered to the ((open market))City at any time at any price acceptable to the City plus accrued interest to the date of purchase.((The principal amount of Term Bonds purchased pursuant to this Section shall be credited at the par amount thereof against the next mandatory redemption requirement that is at least sixty (60) days after the date of purchase, or as otherwise directed by the Director of Finance.))

((e) Bonds to be Canceled. All Bonds purchased or redeemed under this Section shall be canceled.))

Section 10. Amendment to Section 9 of the Ordinance. Section 9 of Ordinance 121940 is

renumbered as Section 8 and is amended and restated as follows:

Section ~~((9))~~8. Notice of Redemption. The City shall cause notice of any intended redemption of Bonds to be given not less than ~~((thirty (30)))~~20 nor more than ~~((sixty (60)))~~60 days prior to the date fixed for redemption by first class mail, postage prepaid, to the ~~((R))~~Registered ~~((Owner))~~Owner of any Bond to be redeemed at the address appearing on the Bond Register ~~((at the time the Bond Registrar prepares the notice))~~on the Record Date, and the requirements of this sentence shall be deemed to have been fulfilled when notice has been mailed as so provided, whether or not it is actually received by the ~~((registered Owner))~~Owner of any Bond. Interest on Bonds called for redemption shall cease to accrue on the date fixed for redemption unless the Bond or Bonds called are not redeemed when presented pursuant to the call. ~~((In addition, the redemption notice shall be mailed by the Bond Registrar within the same period, postage prepaid, to the Rating Agencies at their offices in New York, New York, or their successors, to any bond insurer for the Bonds, and to such other persons and with such additional information as the Director of Finance shall determine or as specified in the Bond Resolution, but these additional mailings shall not be a condition precedent to the redemption of Bonds.))~~

In the case of an optional redemption, the notice may state that the City retains the right to rescind the redemption notice and the related optional redemption of Bonds 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 rescinded by the Director of Finance shall be of no effect, and the Bonds for which the notice of optional redemption has been rescinded shall remain outstanding.

Section 11. Amendment to Section 10 of the Ordinance. Section 10 of Ordinance 121940 is renumbered as Section 9 and is amended and restated as follows:

Section ((10))9. Failure to ((Redeem))Pay Bonds. If any Bond is not ((redeemed))paid when properly presented at its maturity or ((call))redemption date, the City shall be obligated to pay, solely from the Bond Account and other sources pledged in this ordinance, interest on that Bond at the same rate provided in ((the))that Bond from and after its maturity or ((call))redemption date until that Bond, principal, premium((;)) (if any), and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Bond Account and ((the))that Bond has been called for payment by giving notice of that call to the Registered Owner of ((each of those unpaid Bonds))that Bond.

Section 12. Amendment to Section 11 of the Ordinance. Section 11 of Ordinance 121940 is renumbered as Section 10 and is amended and restated as follows:

Section ((11))10. Form and Execution of Bonds. The Bonds shall be typed, ((photocopied,))printed or ((lithographed on good bond paper))reproduced in a form consistent with the provisions of this ordinance, the Bond Resolution and State law((;)); shall be signed by the Mayor and Director of Finance, 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.

Only Bonds bearing a ((C))certificate of ((A))authentication in substantially the following form (with the designation, year((;)) and ((s))Series ((of the Bonds completed))adjusted consistent with this ordinance), 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 The City of Seattle, Washington, [Solid Waste Refunding Revenue Bonds], [Year], [Series], described in ((the Bond Ordinance-))[this ordinance].” ((Bond Registrar By: ___Authorized Signer))The authorized signing of a ((C))certificate of ((A))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.

If any officer whose manual or facsimile signature appears on ~~((the))~~a Bond~~((s))~~ ceases to be an officer of the City authorized to sign bonds before the Bond~~((s))~~ bearing his or her manual or facsimile signature ~~((are))~~is authenticated or delivered by the Bond Registrar or issued by the City, ~~((those))~~that Bond~~((s))~~ nevertheless may be authenticated, delivered and issued 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 the date of issuance of the Bonds.

Section 13. New Section 11 Added to the Ordinance. A new section is added to Ordinance 121940, to be numbered Section 11, as follows:

Section 11. Deposit and Use of Proceeds. Unless provided otherwise in the Bond Resolution, the principal proceeds and premium, if any received from the sale of each Series, in the amount necessary to carry out the Refunding Plan (including payment of costs of issuance and administrative costs of carrying out the refunding) approved in connection with such Series, shall be deposited with the Refunding Trustee and used in accordance with the provisions of Section 12 and the Refunding Plan to discharge the obligations of the City relating to the Refunded Bonds.

To the extent not necessary to carry out the Refunding Plan, excess proceeds received from the sale of a Series (including interest earnings thereon) shall be deposited into such funds, subfunds, accounts and subaccounts as the Director of Finance shall determine, consistent with the Bond Resolution. The Director of Finance may apply any amounts remaining after the costs

of issuance and the administrative costs of the Refunding Plan have been paid (or after the City Council has determined that the expenditure of such amounts for those purposes is no longer necessary or appropriate) to pay principal of and interest on that Series or for any other purposes approved by ordinance or by the Bond Resolution.

Section 14. Amendment to Section 12 of the Ordinance. Section 12 of Ordinance 121940 is deleted in its entirety:

~~((Section 12. **Bond Registrar.** The Bond 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 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 and SMC Chapter 5.10 establishing a system of registration for the City's bonds and obligations, as that chapter now exists or may be amended. The City reserves the right in its discretion to appoint special paying agents, registrars or trustees in connection with the payment of some or all of the principal of or interest on the Bonds. If a new Bond Registrar is appointed by the City, notice of the name and address of the new Bond Registrar shall be mailed to the registered owners of the Bonds. The notice may be mailed together with the next interest payment due on the Bonds, but, to the extent practicable, shall be mailed not less than fifteen (15) days prior to a maturity date of the principal of any Bond.))~~

~~((The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's Certificate of Authentication on the Bonds. The Bond Registrar may become the registered owner of Bonds 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 the registered owners of the Bonds.))

Section 15. Amendment to Section 13 of the Ordinance. Section 13 of Ordinance 121940 is deleted in its entirety:

((**Section 13. Finding of Sufficiency of Gross Revenue.** A series of Bonds will be issued only if the City finds and determines by the Bond Resolution (a) that the issuance and sale of such Bonds is in the best interest of the City and in the public interest, and (b) that the Gross Revenue, at the rates charged and to be charged from time to time upon the Solid Waste System consistent with Section 16(a) hereof, will be sufficient, in the judgment of the City, to meet all Maintenance and Operation Expenses and to provide the amounts previously pledged to pay and secure the payment of the principal of and interest on all outstanding obligations that are payable out of such Gross Revenue and the principal and interest on the Bonds authorized. In making such findings and determinations, the City shall have due regard to the cost of operation and maintenance of the Solid Waste System and to any portion of the Gross Revenue pledged for the payment of any bonds, warrants or other indebtedness.))

Section 16. Amendment to Subsection 14(a) of the Ordinance. Subsection 14(a) to Ordinance 121940 is renumbered as Section 14 and is amended and restated as follows:

Section 14. Security for ((Parity))the Bonds. (((a) Pledge of Net Revenue))The Bonds shall be special limited obligations of the City payable from and secured solely by the Net Revenue and by money in the Bond Account and the subaccounts therein, (including, without limitation, the Reserve Subaccount). ((The)) Net Revenue is pledged to make the payments into the Bond Account and the Reserve Subaccount required by ((paragraphs (b) and (c) of this Section))subsections (b), (c) and (d) of Section 15, which pledge shall constitute a lien and charge upon such Net Revenue prior and superior to all other liens and charges whatsoever.

The Bonds shall be on a parity with the Outstanding Parity Bonds and all Future Parity Bonds, without regard to date of issuance or authorization and without preference or priority of right or lien. Nothing in this ordinance prevents the City from issuing revenue bonds or other obligations which are a lien or charge upon Net Revenue subordinate to the payments required to be made from Net Revenue into the Bond Account and the subaccounts therein.

The Bonds shall not in any manner or to any extent constitute general obligations of the City, the State or any political subdivision of the State or a lien or charge upon any general fund or upon any money or other property of the City, the State or any political subdivision of the State not specifically pledged thereto by this ordinance.

Section 17. Amendment to Subsections 14(b) and (c) of the Ordinance. Subsections 14(b) and (c) of Ordinance 121940 are renumbered as Section 16 and are amended and restated as follows:

~~(([Section 14] (b)))~~**Section 16. Bond Account(;; Principal and Interest Subaccount)).**

A special account of the City known as the “Bond Account” has been created and shall be maintained as a separate account within the Solid Waste Fund, for the sole purpose of paying the principal of and premium, if any, and interest on the Parity Bonds as the same shall become due. The Bond Account consists of the Principal and Interest Subaccount and the Reserve Subaccount and such additional subaccounts as the Director of Finance may deem necessary. ~~((The Parity Bonds shall be payable, p))~~Principal of, premium((;)) (if any)((;)) and interest on the Parity Bonds((;)) shall be payable out of the Bond Account.

(a) Required Payments Into the Bond Account. From and after the issuance of the Bonds, and so long thereafter as any Parity Bonds are outstanding against the Bond Account (including any Payment Agreement Payments required to be made under any Parity Payment Agreements), the Director of Finance shall set aside and pay into the Principal and Interest Subaccount on or prior to the respective dates on which the interest on or principal of and

interest on the Parity Bonds shall become due and payable certain fixed amounts out of the Net Revenue sufficient to pay such interest or principal and interest as the same shall become due.

(b) Reserve Subaccount. The Reserve Subaccount previously has been created and maintained as a subaccount within the Bond Account for the purpose of securing the payment of the principal of and interest on all Parity Bonds outstanding (including amounts due under any Parity Payment Agreements if required under such agreement).

(c) Investment of Money in Bond Account. Money in the Principal and Interest Subaccount shall, to the fullest extent practicable and reasonable, be invested and reinvested at the direction of the Director of Finance solely in, and obligations deposited in such accounts shall consist of, Permitted Investments. Earnings on money and investments in the Principal and Interest Subaccount shall be deposited in and used for the purposes of that subaccount.

~~((c) Reserve Subaccount. (i) Creation; Investment.~~ The Reserve Subaccount has been created and maintained as a subaccount within the Bond Account for the purpose of securing the payment of the principal of and interest on all Parity Bonds outstanding (including amounts due under any Parity Payment Agreements if required under such agreement).)) Money held in the Reserve Subaccount shall, to the fullest extent practicable and reasonable, be invested and reinvested at the direction of the Director of Finance solely in, and obligations deposited in such accounts shall consist of, Permitted Investments. Earnings on money and investments in the Reserve Subaccount shall be deposited in that fund and credited against amounts required to be deposited therein until the Reserve Subaccount is fully funded, and thereafter such earnings shall be deposited in the Principal and Interest Subaccount.

(d) ~~((ii)(A))~~ Funding of Reserve Requirement. The City shall provide in the Bond Resolution with respect to the Bonds or in the Parity Bond ~~((Ordinance or resolution))~~ Legislation authorizing the issuance of any Future Parity Bonds for the deposit into the Reserve

Subaccount out of the Net Revenue (or out of any other funds of the City on hand and legally available therefor, including proceeds of the Bonds or of the Future Parity Bonds being issued or any other Future Parity Bonds) of periodic payments so that by five (~~(5)~~) years from the date of such Future Parity Bonds there will have been paid into the Reserve Subaccount an amount which, together with the money already on deposit therein, will be at least equal to the Reserve Requirement for all Parity Bonds outstanding at the end of that five-year period.

~~((B))~~ Notwithstanding the foregoing, the Bond Resolution or any Parity Bond (~~Ordinance~~) Legislation may provide for the City to obtain Qualified Insurance or a Qualified Letter of Credit for specific amounts required to be paid into the Reserve Subaccount. The amount available to be drawn upon under such Qualified Insurance or Qualified Letter of Credit shall be credited against the amounts required to be maintained in the Reserve Subaccount by (~~Section 14(e)(ii)(A))~~) this subsection.

~~((C))~~ Such Qualified Letter of Credit or Qualified Insurance shall not be cancelable on less than three (~~(3)~~) years' notice. If the City receives any such notice of cancellation, the City shall substitute Qualified Insurance or a Qualified Letter of Credit in the amount required pursuant to (~~Section 14(e)(ii)(B))~~) this subsection or in the alternative shall create a special account in the Solid Waste Fund and deposit therein, on or before the (~~(twenty-fifth ())~~) 25th(~~())~~) day of each of the (~~(thirty-six ())~~) 36(~~())~~) succeeding calendar months, (~~(one thirty-six ())~~) 1/36th(~~())~~) of the amount

~~((D))~~ If the amount in the Reserve Subaccount shall be less than the Reserve Requirement (taking into account the five-~~(5)~~) year period referred to in (~~Section 14(e)(ii)(A))~~) this subsection, the City shall transfer to the Reserve Subaccount money in an amount sufficient to restore the Reserve Subaccount to the Reserve Requirement within (~~(twelve ())~~) 12(~~())~~) months after the date of such deficiency. The City shall transfer such amounts from money in the Solid Waste Fund (after making provision for payment of Maintenance and Operation

Expenses and for the required payments into the Principal and Interest Subaccount). If the amount in the Reserve Subaccount shall be greater than the Reserve Requirement, then and only then may the City withdraw such excess from the Reserve Subaccount and deposit such excess in the Solid Waste Fund to be used for any lawful purpose.

~~((iii))~~**(e) Use of Reserve Subaccount for Refunding Bonds.** If any Parity Bonds are refunded, the money set aside in the Reserve Subaccount to secure the payment of such Parity Bonds may be used to retire such Parity Bonds or may be transferred to any Reserve Subaccount or account which may be created to secure the payment of any bonds issued to refund such Parity Bonds, as long as the money left remaining in the Reserve Subaccount is at least equal, together with any Qualified Insurance or Qualified Letters of Credit, to the Reserve ~~((Subaccount))~~Requirement.

~~((iv))~~**(f) Use of Reserve Subaccount for Payment of Debt Service.** If the money in the Principal and Interest Subaccount is insufficient to meet maturing installments of either interest on or principal of and interest on the Parity Bonds payable out of the Bond Account (including amounts payable under any Parity Payment Agreement), such deficiency shall be made up from the Reserve Subaccount by the withdrawal of money or proceeds of Qualified Insurance or Qualified Letters of Credit therefrom, as the case may be. Any deficiency created in the Reserve Subaccount by reason of any such withdrawal or claim against Qualified Insurance or a Qualified Letter of Credit shall then be made up out of the Net Revenue, after making necessary provision for the payments required to be made for debt service on any outstanding Parity Bonds consistent with Section 15~~((of this ordinance))~~.

~~((v))~~**(g) Withdrawals From Reserve Subaccount.** Money in the Reserve Subaccount may be withdrawn by the City for any lawful purpose as long as the aggregate of any money, Qualified Insurance and Qualified Letters of Credit left remaining on deposit in the Reserve

Subaccount is at least equal to the Reserve Requirement for the Parity Bonds then outstanding.

The City reserves the right to substitute Qualified Insurance or a Qualified Letter of Credit for money previously deposited in the Reserve Subaccount and to withdraw such money to the extent described in the preceding paragraph.

Any withdrawals from subaccounts within the Reserve Subaccount shall be made on a pro rata basis except when the provider of a Qualified Letter of Credit or Qualified Insurance requires all cash and investments in the Reserve Subaccount to be withdrawn before draws are made on the Qualified Letter of Credit or Qualified Insurance, or unless the City receives an opinion of Bond Counsel to the effect that such pro rata withdrawal is not required to maintain the exclusion of interest on the Parity Bonds then outstanding from gross income for federal income tax purposes.

Section 18. Amendment to Section 15 of the Ordinance. Section 15 of Ordinance 121940 is amended and restated as follows:

Section 15. Flow of Funds. ((The))Gross Revenue of the Solid Waste System shall be used for the following purposes only and shall be applied in the following order of priority:

- (a) To pay Maintenance and Operation((s)) Expenses;
- (b) To pay interest on Parity Bonds and Payment Agreement Payments when due;
- (c) To pay the principal of Parity Bonds as it comes due at maturity or as the principal is required to be paid pursuant to mandatory redemption requirements applicable to Term Bonds;
- (d) To make all payments required to be made into the Reserve Subaccount;
- (e) To make all payments required to be made into any revenue bond, note, warrant or other revenue obligation redemption fund, debt service account or reserve account created to pay or secure the payment of the principal of and interest on any revenue bonds, notes, warrants

or other obligations of the City having a lien upon the Net Revenue junior and inferior to the lien thereon for the payment of the principal of and interest on the Parity Bonds; and

(f) To retire by redemption or purchase (~~in the open market~~) any outstanding revenue bonds or other revenue obligations of the Solid Waste System, to make necessary additional betterments, improvements and repairs to or extensions and replacements of the Solid Waste System, to make deposits into the Rate Stabilization Account, or for any other lawful purposes of the Solid Waste System.

The City may transfer any money from any funds or accounts of the Solid Waste System legally available therefor, except bond redemption funds, refunding escrow funds or defeasance funds, to meet the required payments to be made into the Bond Account.

Section 19. Amendment to Section 16 of the Ordinance. Section 16 of Ordinance 121940 is renumbered as Section 17 and is amended and restated as follows:

Section ~~(16)~~17. Parity Bond Covenants.

(a) Establishment and Collection of Rates and Charges. The City will establish, maintain and collect rates and charges for services and facilities provided by the Solid Waste System and will adjust those rates and charges from time to time so that:

(i) Gross Revenue will be sufficient to (A) pay all Maintenance and Operation Expenses, (B) pay when due all amounts that the City is obligated to pay into the Bond Account and the subaccounts therein, and (C) pay all taxes, assessments or other governmental charges lawfully imposed on the Solid Waste System or the revenue therefrom or payments in lieu thereof and any and all other amounts which the City may now or hereafter become obligated to pay from the Gross Revenue by law or contract; and

(ii) Adjusted Net Revenue in each fiscal year will be at least equal to the Coverage Requirement; and

(iii) Except to aid the poor or infirm, it will not furnish or supply or permit the furnishing or supplying of any service or facility in connection with the operation of the Solid Waste System free of charge to any person, firm or corporation, public or private.

The failure of the City to comply with ~~((sub))~~paragraphs (i) and (ii) of this ~~((Section 16 (a)))~~subsection shall not be an Event of Default under this ordinance if the City promptly retains ~~((a Professional))~~an Independent Utility Consultant to recommend to the City Council adjustments in the rates of the Solid Waste System necessary to meet the requirements of those ~~((sub))~~paragraphs and if the City Council adopts the recommended modifications within ~~((one hundred eighty-))~~180~~(())~~ days of the date the failure became known to the City Council.

(b) Maintenance and Operation of the Solid Waste System. The City will operate the properties of the Solid Waste System in an efficient manner and at a reasonable cost, and will maintain, preserve and keep, or cause to be maintained, preserved and kept, the properties of the Solid Waste System in good repair, working order and condition; and from time to time will make or cause to be made all necessary and proper repairs, renewals and replacements thereto so that at all times the business carried on in connection therewith will be properly and advantageously conducted.

(c) Liens Upon the Solid Waste System. Except as otherwise provided in this ordinance, ~~((#))~~the City will not at any time create or permit to accrue or to exist any lien or other encumbrance or indebtedness upon the Gross Revenue or any part thereof~~(())~~ prior or superior to the lien thereon for the payment of the Parity Bonds, and will pay and discharge, or cause to be paid and discharged, any and all lawful claims for labor, materials or supplies which, if unpaid, might become a lien or charge upon the Gross Revenue or any part thereof~~(())~~ prior or superior to, or on a parity with, the lien of the Parity Bonds, or which might impair the security of the Parity Bonds.

(d) Books and Accounts. ~~((#))~~The City will keep proper books, records and accounts with respect to the operations, income and expenditures of the Solid Waste System in accordance with generally accepted accounting practices applicable to governmental utilities and any applicable rules and regulations prescribed by the State. The City will prepare or cause to be prepared annual financial and operating statements as soon as practicable after the close of each fiscal year showing in reasonable detail the financial condition of the Solid Waste System as of the close of the previous year, and the income and expenses for such year, including the amounts paid into the Bond Account and into any and all special funds or accounts created pursuant to the provisions of this ordinance, the status of all funds and accounts as of the end of such year, and the amounts expended for maintenance, renewals, replacements and capital additions to the Solid Waste System. A copy of such annual financial statements shall be sent to any owner of Parity Bonds upon written request therefor being made to the City. The City may charge a reasonable cost for providing such financial statements.

(e) Collection of Delinquent Accounts. On at least an annual basis, ~~((#))~~the City will determine all accounts that are delinquent and will take such actions as the City determines are reasonably necessary to enforce payment of those delinquent accounts.

(f) Maintenance of Insurance. ~~((#))~~The City at all times will carry fire and extended coverage, public liability and property damage and such other forms of insurance with responsible insurers and with policies payable to the City on such of the buildings, equipment, works, plants, facilities and properties of the Solid Waste System as are ordinarily carried by municipal or privately owned utilities engaged in the operation of ~~((the))~~like systems, and against such claims for damages as are ordinarily carried by municipal or privately owned utilities engaged in the operation of like systems, or, in the City's sole discretion, it will self-insure or ~~((will))~~participate in an insurance pool or pools with reserves adequate, in the

reasonable judgment of the City, to protect the Solid Waste System against loss.

(g) Condemnation Award((s)) and Insurance Proceeds. If the City receives any condemnation award((s)) or proceeds of an insurance policy in connection with any loss of or damage to any property of the Solid Waste System, ~~((#))~~the City shall apply the condemnation award or insurance proceeds, in the City’s sole discretion, either ~~((#))~~ (i) to the cost of replacing or repairing the lost or damaged properties, (ii) to the payment, purchase or redemption of Parity Bonds, or (iii) to the cost of improvements to the Solid Waste System.

(h) Sale of System. The City will only sell, transfer or otherwise dispose of all or any part of the works, plant, properties, facilities or other component of the Solid Waste System or any real or personal property comprising a part of the Solid Waste System ~~((only))~~consistent with one or more of the following:

(i) The City in its discretion may carry out such a sale, transfer or disposition (each, as used in this ~~((paragraph (h)))~~subsection, a “transfer”) if the facilities or property transferred are not material to the operation of the Solid Waste System, or shall have become unserviceable, inadequate, obsolete or unfit to be used in the operation of the Solid Waste System or are no longer necessary, material or useful to the operation of the Solid Waste System; or

(ii) The City in its discretion may carry out such a transfer if the aggregate depreciated cost value of the facilities or property being transferred under this ~~((subparagraph (2)))~~paragraph in any fiscal year comprises no more than ~~((five percent ()))~~5%~~(())~~ of the total assets of the Solid Waste System; or

(iii) The City in its discretion may carry out such a transfer if the proceeds from such transfer are used to acquire new useful operating facilities or properties of the Solid Waste System, or are used to retire outstanding Parity Bonds or other revenue obligations of the

Solid Waste System, if, at the time of such transfer, there is on file with the City Clerk a certificate of ~~((a Professional Utility Consultant))~~the Director of Finance and the Director of Seattle Public Utilities demonstrating that in his or her professional opinion, upon such transfer and the use of proceeds of the transfer as proposed by the City, the remaining facilities of the Solid Waste System will retain their operational integrity and, based on the financial statements for the most recent fiscal year available, the proposed transfer would not prevent the Solid Waste System from complying with the rate covenants contained in Section ~~((16))~~17(a) during the five fiscal years following the fiscal year in which the transfer is to occur. The ~~((Professional Utility Consultant))~~Director of Finance and the Director of Seattle Public Utilities shall take into account, (A) the reduction in revenue and expenses, if any, resulting from the transfer; (B) the use of any proceeds of the transfer for the redemption of Parity Bonds, (C) the ~~((Professional Utility Consultant's))~~Director of Finance and the Director of Seattle Public Utilities' estimate of revenue from customers anticipated to be served by any additions to and betterments and extensions of the Solid Waste System financed in part by the proposed portion of the proceeds of the transfer, and (D) any other adjustment permitted in the preparation of a certificate under Section ~~((17))~~18(a)(ii)~~((of this ordinance))~~. Before such a transfer, the City also must obtain confirmation from each of the Rating Agencies to the effect that the rating then in effect will not be reduced or withdrawn upon such transfer.~~((Upon the redemption or defeasance of all the then-outstanding 1999A and 1999B Bonds, the certificate required under paragraph (h)(ii) of this section may be given by the Director of Finance and the Director of Seattle Public Utilities.~~
)

Section 20. Amendment to Section 17 of the Ordinance. Section 17 of Ordinance 121940 is renumbered as Section 18 and is amended and restated as follows:

Section ~~((17))~~18. **~~((Issuance of))~~Future Parity Bonds.**

(a) (~~General~~) Except as provided in (~~Section 17~~) subsection (b) of this (~~ordinance~~) section for the issuance of (~~R~~) refunding Parity Bonds, Future Parity Bonds may be issued (and Parity Payment Agreements may be entered into), from time to time in one or more series for any lawful purpose of the Solid Waste System, only if at the time of the delivery of each series of Future Parity Bonds to the initial purchasers thereof (or on the effective date of the Parity Payment Agreement):

(i) There is no deficiency in the Bond Account or in any of the accounts therein and provision has been made to meet the Reserve Requirement for all Parity Bonds then outstanding plus such proposed series of Future Parity Bonds; and

(ii) There shall have been filed with the City either:

(A) A certificate of both the Director of Finance and the Director of Seattle Public Utilities (or any officer who succeeds to substantially all of the responsibilities of either office) demonstrating that during any (~~twelve~~) 12 consecutive calendar months out of the immediately preceding (~~twenty-four (24)~~) (24) calendar months Adjusted Net Revenue was at least equal to the Coverage Requirement of all Parity Bonds plus the Future Parity Bonds proposed to be issued (and assuming that the debt service of the proposed Future Parity Bonds for that (~~twelve~~) 12-month period was the average Annual Debt Service for those proposed bonds); or

(B) a certificate of both the Director of Finance and the Director of Seattle Public Utilities (or any officer who succeeds to substantially all of the responsibilities of either office) that in their opinion the Adjusted Net Revenue for the five fiscal years next following the earlier of (i) the end of the period during which interest on those Future Parity Bonds is to be capitalized or, if no interest is capitalized, the fiscal year in which the Future Parity Bonds are issued, or (ii) the date on which the substantially all new facilities financed

with those Future Parity Bonds are expected to commence operations, such Adjusted Net Revenue further adjusted as provided in paragraphs ~~((w))~~(1) through ~~((z))~~(4) below~~((;))~~ will be at least equal to the Coverage Requirement. That certificate may take into account the following adjustments.

~~((w))~~(1) Any changes in rates in effect and being charged, or rates expected to be charged in accordance with a program of specific rates, rate levels or increases in overall rate revenue approved by ordinance or resolution;

~~((x))~~(2) Net revenue from customers of the Solid Waste System who have become customers during the ~~((twelve (12)))~~12~~((-))~~-consecutive~~(())~~-month period or thereafter, and their estimate of net revenue from any customers to be connected to the Solid Waste System who have paid the required connection charges, adjusted to reflect one year's net revenue from those customers.

~~((y))~~(3) Their estimate of net revenue from customers anticipated to be served by facilities or improvements financed in substantial part by those Future Parity Bonds (or additional Parity Bonds expected to be issued during the five-year period); and

~~((z))~~(4) Net revenue from any person, firm, corporation or municipal corporation under any executed contract for ~~((S))~~solid ~~((W))~~waste disposal or other utility service, which revenue was not included in the historical Net Revenue of the Solid Waste ~~((Utility))~~System.

(b) ~~((Issuance of Refunding Parity Bonds. (i)))~~Without complying with the provisions of ~~((Section 17))~~subsection (a) of this ~~((ordinance))~~section, the City may at any time and from time to time issue one or more series of ~~((R))~~refunding Parity Bonds, but only if there shall have been filed with the City a certificate of the Director of Finance stating that

immediately after the issuance of such ~~((R))~~refunding Parity Bonds the Annual Debt Service in any calendar year that Parity Bonds (other than such ~~((R))~~refunding Parity Bonds) are then outstanding shall not be increased by more than ~~((Five Thousand Dollars ()))~~\$5,000~~(())~~ by reason of the issuance of such ~~((R))~~refunding Parity Bonds.

~~((ii))~~ Parity Bonds of any one or more series or one or more maturities within a series may be refunded by a single series of ~~((R))~~refunding Parity Bonds, which Parity Bonds to be refunded shall be specified in the Parity Bond ~~((Ordinance))~~Legislation providing for the issuance of the ~~((R))~~refunding Parity Bonds, and the principal amount of such ~~((R))~~refunding Parity Bonds may include amounts necessary to pay the principal of the Parity Bonds to be refunded, interest thereon to the date of payment or redemption thereof, any premium payable thereon upon such payment or redemption, the costs of issuance of such ~~((R))~~refunding Parity Bonds and an amount, if any, required to fund the Reserve Requirement. The proceeds of the ~~((R))~~refunding Parity Bonds shall be held and applied in such manner as is provided in the Parity Bond ~~((Ordinance))~~Legislation providing for the issuance of such ~~((R))~~refunding Parity Bonds, so that upon the delivery of such ~~((R))~~refunding Parity Bonds, the Parity Bonds to be refunded thereby shall be deemed to be no longer outstanding in accordance with the provisions of the Parity Bond ~~((Ordinance))~~Legislation providing for the issuance of those Parity ~~((b))~~Bonds.

~~((iii))~~ Refunding Parity Bonds may also be issued upon compliance with the provisions of ~~((Section 17))~~subsection (a) of this ~~((ordinance))~~section.

~~((iv))~~ Nothing contained in this ordinance shall prohibit or prevent, or be deemed or construed to prohibit or prevent, the City from issuing ~~((R))~~refunding Parity Bonds to fund or refund maturing Parity Bonds of the City for the payment of which money is not otherwise available without complying with this ~~((Section 17))~~section.

(c) ~~((No Limitation on Junior Lien Bonds.))~~ Nothing in this ordinance shall prevent

the City from issuing revenue bonds or other obligations having a lien and charge on the Net Revenue subordinate to the lien and charge of the Parity Bonds.

Section 21. Amendment to Section 18 of the Ordinance. Section 18 of Ordinance 121940 is renumbered as Section 19 and is amended and restated as follows:

Section ~~((18))~~19. Rate Stabilization Account. There has been created in the Solid Waste Fund a separate account known as the Rate Stabilization Account. The City may at any time, as determined by the City and as consistent with Section 15, deposit in the Rate Stabilization Account Gross Revenue and any other money received by the Solid Waste System and available to be used therefor. The City may withdraw any or all of the money from the Rate Stabilization Account for inclusion in the Adjusted Gross Revenue for any fiscal year of the City. Such deposits or withdrawals may be made up to ~~((an))~~and including the date ~~((ninety (90)))~~90((9)) days after the end of the fiscal year for which the deposit or withdrawal will be included as Adjusted Gross Revenue. No deposit of Gross Revenue shall be made into the Rate Stabilization Account to the extent that such deposit would prevent the City from meeting the Coverage Requirement in the relevant fiscal year.

Section 22. Amendment to Section 19 of the Ordinance. Section 19 of Ordinance 121940 is renumbered as Section 20 and is amended and restated as follows:

Section ~~((19))~~20. Separate Utility Systems. The City may create, acquire, construct, finance, own and operate one or more additional systems for solid waste collection, transportation, treatment or disposal, or other commodity or service related to the Solid Waste System. The revenue of that separate utility system shall not be included in the Gross Revenue of the Solid Waste System and may be pledged to the payment of revenue obligations issued to purchase, construct, condemn or otherwise acquire or expand the separate utility system. Neither the Gross Revenue nor the Net Revenue of the Solid Waste System shall be pledged by the City

to the payment of any obligations of a separate utility system except (1) as a Contract Resource Obligation upon compliance with Section ~~((20 hereof))~~21 and/or (2)~~((5))~~ with respect to the Net Revenue, on a basis subordinate to the lien of the Parity Bonds on that Net Revenue.

Section 23. Amendment to Section 20 of the Ordinance. Section 20 of Ordinance 121940 is renumbered as Section 21 and is amended and restated as follows:

Section ~~((20))~~21. Contract Resource Obligations. The City may at any time enter into one or more Contract Resource Obligations for the acquisition, from facilities to be constructed, of solid waste collection, transportation, treatment or disposal, or other commodity or service relating to the Solid Waste System. The City may determine that, and may agree under a Contract Resource Obligation to provide that, all payments under that Contract Resource Obligation (including payments prior to the time that the solid waste collection, transportation, treatment or disposal or other commodity or service is being provided, or during a suspension or after termination of such other commodity or service) shall be Maintenance and Operation Expenses if the following requirements are met at the time such a Contract Resource Obligation is entered into:

(a) No event of default under a Parity Bond ~~((Ordinance))~~Legislation has occurred and is continuing.

(b) There shall be on file a certificate of an ~~((Professional))~~Independent Utility Consultant stating that (i) the payments to be made by the City in connection with the Contract Resource Obligation are reasonable for the commodities provided or services rendered; (ii) the source of any new commodities or services, and any facilities to be constructed to provide the commodities or services, are sound from a solid waste collection, transportation, treatment and disposal, or other commodity or service planning standpoint, are technically and economically feasible in accordance with prudent utility practice, and are likely to provide commodities or

services no later than a date set forth in the ~~((Professional))~~Independent Utility Consultant's certification; and (iii) the Adjusted Net Revenue (further adjusted by the ~~((Professional))~~Independent Utility Consultant's estimate of the payments to be made in accordance with the Contract Resource Obligation) for the five fiscal years following the year in which the Contract Resource Obligation is incurred, as such Adjusted Net Revenue is estimated by the ~~((Professional))~~Independent Utility Consultant in accordance with the provisions of and adjustments permitted in Section ~~((17))~~18(a)(ii)~~((of this ordinance))~~, will be at least equal to the Coverage Requirement.

Payments required to be made under Contract Resource Obligations shall not be subject to acceleration. Nothing in this ~~((S))~~section shall be deemed to prevent the City from entering into other agreements for the acquisition of solid waste collection, transportation, treatment or disposal, or other commodity or service, from existing facilities and from treating those payments as Maintenance and Operation Expenses. Nothing in this ~~((S))~~section shall be deemed to prevent the City from entering into other agreements for the acquisition of solid waste collection, transportation, treatment or disposal, or other commodity or service, from facilities to be constructed and from agreeing to make payments with respect thereto, such payments constituting a lien and charge on Net Revenue subordinate to that of Parity Bonds.

Section 24. Amendment to Section 21 of the Ordinance. Section 21 of Ordinance 121940 is renumbered as Section 22 and is amended and restated as follows:

Section ~~((21))~~22. Refunding ~~((or))~~and Defeasance of the Bonds. The Bonds are hereby designated "Refundable Bonds" for purposes of this ordinance, as it may be amended from time to time. The City may issue refunding bonds pursuant to the laws of the State or use money available from any other lawful source to pay when due the principal of ~~((and))~~ premium, if any, and interest on ~~((the))~~any Bond~~((s))~~, or ~~((any))~~portion thereof, included in a

refunding or defeasance plan, and to redeem and retire, release, refund or defease those Bonds (the “defeased Bonds”) and to pay the costs of such refunding or defeasance. If money and/or Government Obligations maturing at a time or times and in an amount sufficient(~~(in amount)~~), together with known earned income from the investment(~~(s)~~) thereof, to redeem and retire, release, refund or defease the defeased Bonds in accordance with their terms, are set aside in a special trust fund or escrow account irrevocably pledged to (~~(that)~~)such redemption, retirement or defeasance (the “trust account”), then all right and interest of the (~~(e)~~)Owners of the defeased Bonds in the covenants of this ordinance and in the (~~(Gross)~~)Net Revenue and the funds and accounts pledged to the payment of (~~(the)~~)such defeased Bonds, other than the right to receive the funds so set aside and pledged, thereafter shall cease and become void. Such Registered (~~(e)~~)Owners thereafter shall have the right to receive payment of the principal of and interest or redemption price on the defeased Bonds from the trust account. (~~(The City shall include in the refunding or defeasance plan such provisions as the City deems necessary for the random selection of any defeased Bonds that constitute less than all of a particular maturity of the Bonds, for notice of the defeasance to be given to the registered owners of the defeased Bonds and to such other persons as the City shall determine, and for any required replacement of Bond certificates for defeased Bonds.)~~)After (~~(the)~~)establishing and fully funding (~~(of)~~)such a trust account, the defeased Bonds shall be deemed to be no longer outstanding and the (~~(City)~~) Director of Finance then may apply any money in any other fund or account established for the payment or redemption of the defeased Bonds to any lawful purposes(~~(as it shall determine, subject only to the rights of the owners of any other Parity Bonds)~~). Notice of refunding or defeasance shall be given, and selection of Bonds for any partial refunding or defeasance shall be conducted, in the manner set forth in this ordinance for the redemption of Bonds.

If the refunding or defeasance plan provides that the defeased Bonds or the refunding

bonds to be issued be secured by money and/or Government Obligations pending the prior redemption of the defeased Bonds and if such refunding or defeasance plan also provides that certain money and/or Government Obligations are pledged irrevocably for the prior redemption of the defeased Bonds included in that refunding or defeasance plan, then only the debt service on the Bonds which are not defeased Bonds and the refunding bonds, the payment of which is not so secured by the refunding plan, shall be included in the computation of the ~~((€))~~Coverage ~~((£))~~Requirement for the issuance of Future Parity Bonds and the annual computation of the Coverage Requirement for determining compliance with rate covenants.

Section 25. Amendment to Section 22 of the Ordinance. Section 22 of Ordinance 121940 is renumbered as Section 25 and is amended and restated as follows:

Section ~~((22))~~25. ~~((Amendments))~~Supplemental or Amendatory Ordinances.

(a) ~~((Amendments Without Bond Owners' Consent.~~ The City Council from time to time and at any time may pass a resolution or resolutions, or ordinance or ordinances, supplemental hereto, which resolution or resolutions, ordinance or ordinances thereafter shall become a part of this ordinance, for any one or more of the following purposes:))This ordinance shall not be supplemented or amended in any respect subsequent to the Issue Date, except as provided in and in accordance with and subject to the provisions of this section.

(b) The City may, from time to time and at any time, without the consent of or notice to the owners of the Parity Bonds, pass supplemental or amendatory ordinances for any of the following purposes:

(i) To ~~((add to the covenants and agreements of the City contained in this ordinance other covenants and agreements thereafter to be observed which shall not adversely affect the interests of the owners of any Parity Bonds then outstanding, or to surrender any right or power herein reserved to or conferred upon the City.))~~cure any formal defect, omission,

inconsistency or ambiguity in this ordinance in a manner not adverse to the owners of any Parity Bonds;

(ii) To ~~((make such provisions for the purpose of curing any ambiguities or of curing, correcting or supplementing any defective provision contained in this ordinance in regard to matters or questions arising under this ordinance as the City Council may deem necessary or desirable and not inconsistent with this ordinance and which shall not adversely affect the interests of owners of any Parity Bonds then outstanding in any material respect.))~~
impose upon the Bond Registrar (with its consent) for the benefit of the owners of any Parity Bonds any additional rights, remedies, powers, authority, security, liabilities or duties which may lawfully be granted, conferred or imposed and which are not contrary to or inconsistent with this ordinance as theretofore in effect;

(iii) To ~~((make such changes as are necessary to permit the Bonds to be held in registered certificate form or in fully immobilized form by a Securities Depository other than DTC.))~~
add to the covenants and agreements of, and limitations and restrictions upon, the City in this ordinance other covenants, agreements, limitations and restrictions to be observed by the City which are not contrary to or inconsistent with this ordinance as theretofore in effect;

(iv) To confirm, as further assurance, any pledge under, and the subjection to
any claim, lien or pledge created or to be created by this ordinance of any other money, securities or funds;

(v) To authorize different denominations of the Bonds and to make correlative amendments and modifications to this ordinance regarding exchangeability of Bonds of different authorized denominations, redemptions of portions of Bonds of particular authorized denominations and similar amendments and modifications of a technical nature;

(vi) To comply with any future federal law or interpretation to preserve the

exclusion of the interest on the Tax-Exempt Bonds from gross income for federal income tax purposes and the entitlement of the City to receive from the United States Treasury the applicable Tax Credit Subsidy Payments in respect of any Series sold and issued as Tax Credit Subsidy Bonds;

(vii) To modify, alter, amend or supplement this ordinance in any other respect which is not materially adverse to the owners of the Parity Bonds and which does not involve a change described in subsection (c) of this section; and

(viii) To add to the covenants and agreements of, and limitations and restrictions upon, the City in this ordinance, other covenants, agreements, limitations and restrictions to be observed by the City which are requested by a provider of Bond Insurance or provider of a Reserve Security and which are not materially adverse to the owners of the Parity Bonds.

~~((Any such supplemental resolution or ordinance of the City may be passed without the consent of the owners of any Parity Bonds at any time outstanding, notwithstanding any of the provisions of Section 22(b), but only upon receipt by the City of an opinion of Bond Counsel to the effect that the amendment is permitted by the terms of this ordinance. The City shall deliver a copy of any such supplemental resolution or ordinance to the Rating Agencies prior to its passage by the City.))~~Before the City may pass any such supplemental or amendatory ordinance pursuant to this subsection, there must be delivered to the City an opinion of Bond Counsel, stating that such supplemental or amendatory ordinance is authorized or permitted by this ordinance and will, upon the effective date thereof, be valid and binding upon the City in accordance with its terms, and will not adversely affect the exclusion from gross income for federal income tax purposes of interest on any Tax-Exempt Bonds.

~~((b) Amendments With Bond Owners' Consent. The City Council may, with the~~

consent of the registered owners of not less than sixty percent (60%) in aggregate principal amount of the Parity Bonds then outstanding, pass a resolution or resolutions or ordinance or ordinances supplemental hereto for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of this ordinance or of any supplemental resolution or ordinance, except no such supplemental resolution or ordinance shall:))(c) Except for any supplemental or amendatory ordinance passed pursuant to subsection (b) of this section, the City may pass supplemental or amendatory ordinances subject to the terms and provisions contained in this subsection and not otherwise:

(i) ((Extend the fixed maturity of any Parity Bonds, or reduce the rate of interest thereon or extend the times of payment of interest from their respective due dates, or reduce the amount of the principal thereof, or reduce any premium payable on the redemption thereof, without the consent of the registered owner of each Parity Bond so affected; or)) With the consent of registered owners of not less than 60% in aggregate principal amount of the Parity Bonds then outstanding, the City Council may pass any supplemental or amendatory ordinance deemed necessary or desirable by the City for the purpose of modifying, altering, amending, supplementing or rescinding, in any particular, any of the terms or provisions contained in this ordinance. However, unless approved in writing by the registered owner of each Parity Bond then outstanding, nothing contained in this section shall permit, or be construed as permitting (A) a change in the times, amounts or currency of payment of the principal of or interest on any outstanding Parity Bond, or a reduction in the principal amount or redemption price of any outstanding Parity Bond or a change in the method of determining the rate of interest thereon, (B) a preference or priority of any Parity Bond over any other Parity Bond, or (C) a reduction in the aggregate principal amount of Parity Bonds.

(ii) ((Reduce the aforesaid percentage of registered owners required to

approve any such supplemental resolution or ordinance, without the consent of the registered owners of all of the Parity Bonds then outstanding. (ii) If at any time the City Council passes a supplemental or amendatory ordinance for any of the purposes of this subsection, the Bond Registrar shall cause notice of the proposed supplemental or amendatory ordinance to be given by first class United States mail to all registered owners of the then outstanding Parity Bonds, to each provider of Bond Insurance or a Reserve Security, and to each Rating Agency. Such notice shall briefly set forth the nature of the proposed supplemental or amendatory ordinance and shall state that a copy is on file at the office of the City Clerk for inspection by all owners of the outstanding Parity Bonds.

(iii) Within two years after the date of the mailing of such notice, such supplemental or amendatory ordinance, substantially as described in such notice may go into effect, but only if there shall have first been delivered to the Bond Registrar (A) the required consents, in writing, of registered owners of the Parity Bonds, and (B) an opinion of Bond Counsel stating that such supplemental or amendatory ordinance is authorized or permitted by this ordinance and, upon the effective date thereof, will be valid and binding upon the City in accordance with its terms and will not adversely affect the exclusion from gross income for federal income tax purposes of interest on any Tax-Exempt Bonds.

(iv) If registered owners of not less than the percentage of Parity Bonds required by this subsection shall have consented to and approved the passage of such a supplemental or amendatory ordinance, no owner of a Parity Bond shall have any right to object to the passage of such supplemental ordinance, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the passage thereof, or to enjoin or restrain the City from passing the same or the City, any authorized official thereof, or the Bond Registrar from taking any action pursuant to the

provisions thereof.

~~((For purposes of determining whether the registered owners of the requisite percentage of principal amount of Parity Bonds have consented to any amendment to this ordinance, the Accreted Value of Capital Appreciation Bonds shall be deemed to be the principal amount thereof.))~~

~~((It shall not be necessary for the consent of registered owners under this paragraph (b) to approve the particular form of any proposed supplemental ordinance or resolution, but it shall be sufficient if such consent shall approve the substance thereof.))~~

(d) The Registered Owners from time to time of the outstanding Bonds, by taking and holding the same, shall be deemed to have consented to the adoption by the City of any supplemental or amendatory ordinance or resolution passed pursuant to the provisions of this section for any one or more of the following purposes:

(i) When calculating “Annual Debt Service,” to permit or require Tax Credit Subsidy Payments expected to be received by the City in any period to be credited against amounts required to be paid in respect of interest on the Parity Bonds in that period; and

(ii) To permit or require Tax Credit Subsidy Payments to be deposited into the Principal and Interest Subaccount and credited against the Net Revenue otherwise required to be deposited into the Principal and Interest Subaccount.

~~((e) Effect of Amendment.))~~(e) Upon the ((~~passage~~)effective date of any supplemental ((~~resolution~~))or amendatory ordinance pursuant to the provisions of this ((~~S~~))s
ection, this ordinance shall be, and be deemed to be, modified and amended in accordance therewith, and the respective rights, duties and obligations((of the City)) under this ordinance of the City, the Bond Registrar and all owners of Parity Bonds then outstanding shall thereafter be determined, exercised and enforced ((~~thereunder~~,))under this ordinance subject in all respects to

such ~~((modification and amendments, and all the terms and conditions of any such supplemental resolution or ordinance shall be deemed to be a part of the terms and conditions of this ordinance for any and all purposes))~~ modifications and amendments.

~~(((d) Notation on Bonds. Parity Bonds executed and delivered after the execution of any supplemental resolution or ordinance passed pursuant to the provisions of this Section may have a notation as to any matter provided for in such supplemental resolution or ordinance, and if such supplemental resolution or ordinance shall so provide, new bonds modified to conform, in the opinion of the Director of Finance, to any modification of this ordinance contained in any such supplemental resolution or ordinance may be prepared by the City and delivered without cost to the owners of any affected Parity Bonds then outstanding, upon surrender for cancellation of such bonds in equal aggregate principal amounts.))~~

Section 26. Amendment to Section 23 of the Ordinance. Section 23 of Ordinance 121940 is renumbered as Section 26 and is amended and restated as follows:

Section ~~((23))~~26. Defaults and Remedies.

(a) Events of Default. The following shall constitute ~~(((Events of Default)))~~ Events of Default ~~((2))~~ with respect to the Bonds:

(i) If a default is made in the payment of the principal of or interest on any of the Bonds when the same shall become due and payable; or

(ii) If the City defaults in the observance and performance of any other of the covenants, conditions and agreements on the part of the City set forth in this ordinance or in any Parity Bond ~~(((Ordinance)))~~ Legislation (except as otherwise provided herein or in such Parity Bond ~~(((Ordinance)))~~ Legislation) and such default or defaults have continued for a period of six months after ~~(((they have)))~~ the City has received from the Bond Owners' Trustee (as defined below) or from the registered owners of not less than ~~(((twenty-five percent (25%)))~~ 25%((3)) in

principal amount of the Parity Bonds(~~(5)~~) a written notice specifying and demanding the cure of such default. However, if the default in the observance and performance of any other of the covenants, conditions and agreements is one which cannot be completely remedied within the six (~~(6)~~) months after written notice has been given, it shall not be an Event of Default with respect to the Bonds as long as the City has taken active steps within the six (~~(6)~~) months after written notice has been given to remedy the default and is diligently pursuing such remedy.

Notwithstanding anything in this section to the contrary, the failure of the City or any obligated person to comply with the Undertaking shall not constitute an Event of Default under this ordinance, the Bond Resolution or the Bonds, and the sole remedy of any holder of a Bond shall be to seek an order of specific performance from an appropriate court to compel the City to comply with the Undertaking.

(b) Bond Owners' Trustee. So long as such Event of Default has not been remedied, a (~~Bond Owners'~~) trustee (the "Bond Owners' Trustee") may be appointed by the registered owners of (~~twenty-five percent (5)~~) 25%(~~(5)~~) in principal amount of the then outstanding Parity Bonds, by an instrument or concurrent instruments in writing signed and acknowledged by such registered owners of the Parity Bonds or by their attorneys-in-fact duly authorized and delivered to such Bond Owners' Trustee, notification thereof being given to the City. That appointment shall become effective immediately upon acceptance thereof by the Bond Owners' Trustee. Any Bond Owners' Trustee appointed under the provisions of this (~~Section~~) subsection shall be a bank or trust company organized under the laws of the State of Washington or the State of New York or a national banking association. The bank or trust company acting as Bond Owners' Trustee may be removed at any time, and a successor Bond Owners' Trustee may be appointed, by the registered owners of a majority in principal amount of the Parity Bonds, by an instrument or concurrent instruments in writing signed and acknowledged by such registered

owners of the Parity Bonds or by their attorneys-in-fact duly authorized. The Bond Owners' Trustee may require such security and indemnity as may be reasonable against the costs, expenses and liabilities that may be incurred in the performance of its duties.

In the event that any Event of Default in the sole judgment of the Bond Owners' Trustee is cured and the Bond Owners' Trustee furnishes to the City a certificate so stating, that Event of Default shall be conclusively deemed to be cured and the City, the Bond Owners' Trustee and the registered owners of the Parity Bonds shall be restored to the same rights and position which they would have held if no Event of Default had occurred.

The Bond Owners' Trustee appointed in the manner herein provided, and each successor thereto, is declared to be a trustee for the registered owners of all the Parity Bonds and is empowered to exercise all the rights and powers herein conferred on the Bond Owners' Trustee.

(c) Suits at Law or in Equity. Upon the happening of an Event of Default and during the continuance thereof, the Bond Owners' Trustee may, and upon the written request of the registered owners of not less than ~~((twenty-five percent ()))~~25%~~(())~~ in principal amount of the Parity Bonds outstanding shall, take such steps and institute such suits, actions or other proceedings, all as it may deem appropriate for the protection and enforcement of the rights of the registered owners of the Parity Bonds, to collect any amounts due and owing to or from the City, or to obtain other appropriate relief, and may enforce the specific performance of any covenant, agreement or condition contained in this ordinance or in any of the Parity Bonds.

Nothing contained in this ~~((S))~~section shall, in any event or under any circumstance, be deemed to authorize the acceleration of the maturity of principal on the Parity Bonds, and the remedy of acceleration is expressly denied to the registered owners of the Parity Bonds under any circumstances including, without limitation, upon the occurrence and continuance of an Event of Default.

Any action, suit or other proceedings instituted by the Bond Owners' Trustee hereunder shall be brought in its name as the Bond Owners' ((~~the~~)Trustee ((~~for the Bond owners~~)) and all such rights of action upon or under any of the Parity Bonds or the provisions of this ordinance may be enforced by the Bond Owners' Trustee without the possession of any of those Parity Bonds and without the production of the same at any trial or proceedings relative thereto except where otherwise required by law. Any such suit, action or proceeding instituted by the Bond Owners' Trustee shall be brought for the ratable benefit of all of the registered owners of those Parity Bonds, subject to the provisions of this ordinance. The respective registered owners of the Parity Bonds, by taking and holding the same, shall be conclusively deemed irrevocably to appoint the Bond Owners' Trustee the true and lawful trustee of the respective registered owners of those Parity Bonds, with authority to institute any such action, suit or proceeding; to receive as trustee and deposit in trust any sums becoming distributable on account of those Parity Bonds; to execute any paper or documents for the receipt of money; and to do all acts with respect thereto that the registered owner himself or herself might have done in person. Nothing herein shall be deemed to authorize or empower the Bond Owners' Trustee to consent to accept or adopt, on behalf of any registered owner of the Parity Bonds, any plan of reorganization or adjustment affecting the Parity Bonds or any right of any registered owner thereof, or to authorize or empower the Bond Owners' Trustee to vote the claims of the registered owners thereof in any receivership, insolvency, liquidation, bankruptcy, reorganization or other proceeding to which the City is a party.

(d) Application of Money Collected by Bond Owners' Trustee. Any money collected by the Bond Owners' Trustee at any time pursuant to this ((~~S~~))section shall be applied in the following order of priority:

- (i) ((~~first,~~))to the payment of the charges, expenses, advances and

compensation of the Bond Owners' Trustee and the charges, expenses, counsel fees, disbursements and compensation of its agents and attorneys;~~((and))~~

(ii) ~~((second,))~~to the payment to the persons entitled thereto of all installments of interest then due on the Parity Bonds in the order of maturity of such installments and, if the amount available shall not be sufficient to pay in full any installment or installments maturing on the same date, then to the payment thereof ratably, according to the amounts due thereon to the persons entitled thereto, without any discrimination or preference; and

(iii) ~~((third,))~~to the payment to the persons entitled thereto of the unpaid principal amounts of any Parity Bonds which shall have become due (other than Parity Bonds previously called for redemption for the payment of which money is held pursuant to the provisions hereto), whether at maturity or by proceedings for redemption or otherwise, in the order of their due dates and, if the amount available shall not be sufficient to pay in full the principal amounts due on the same date, then to the payment thereof ratably, according to the principal amounts due thereon to the persons entitled thereto, without any discrimination or preference.

(e) Duties and Obligations of Bond Owners' Trustee. The Bond Owners' Trustee shall not be liable except for the performance of such duties as are specifically set forth herein. During an Event of Default, the Bond Owners' Trustee shall exercise such of the rights and powers vested in it hereby, and shall use the same degree of care and skill in its exercise~~((,))~~ as a prudent person would exercise or use under the circumstances in the conduct of his or her own affairs. The Bond Owners' Trustee shall have no liability for any act or omission to act hereunder except for the Bond Owners' Trustee's own negligent action, its own negligent failure to act or its own willful misconduct. The duties and obligations of the Bond Owners' Trustee shall be determined solely by the express provisions of this ordinance, and no implied powers,

duties or obligations of the Bond Owners' Trustee shall be read into this ordinance.

The Bond Owners' Trustee shall not be required to expend or risk its own funds or otherwise incur individual liability in the performance of any of its duties or in the exercise of any of its rights or powers as the Bond Owners' Trustee, except as may result from its own negligent action, its own negligent failure to act or its own willful misconduct.

The Bond Owners' Trustee shall not be bound to recognize any person as a registered owner of any Parity Bond until his or her title thereto, if disputed, has been established to its reasonable satisfaction.

The Bond Owners' Trustee may consult with counsel and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it hereunder in good faith and in accordance with the opinion of such counsel. The Bond Owners' Trustee shall not be answerable for any neglect or default of any person, firm or corporation employed and selected((-)) by it with reasonable care.

(f) Suits by Individual Parity Bond Owners Restricted. No owner of any one or more ((~~of~~))Parity Bonds shall have any right to institute any action, suit or proceeding at law or in equity for the enforcement of same unless:

(i) an Event of Default has happened and is continuing; and

(ii) a Bond Owners' Trustee has been appointed; and

(iii) such owner previously shall have given to the Bond Owners' Trustee written notice of the Event of Default on account of which such suit, action or proceeding is to be instituted; and

(iv) the registered owners of ((~~twenty-five percent~~ ())25%()) in principal amount of the Parity Bonds, after the occurrence of such Event of Default, ((~~has~~))have made written request of the Bond Owners' Trustee and have afforded the Bond Owners' Trustee a

reasonable opportunity to institute such suit, action or proceeding; and

(v) there have been offered to the Bond Owners' Trustee security and indemnity satisfactory to it against the costs, expenses and liabilities to be incurred therein or thereby; and

(vi) the Bond Owners' Trustee has refused or neglected to comply with such request within a reasonable time.

No owner of any Parity Bond shall have any right in any manner whatever by his or her action to affect or impair the obligation of the City to pay from the Net Revenue the principal of and interest on such Parity Bonds to the respective registered owners thereof when due.

~~((g) Failure to Comply With Undertaking. Notwithstanding anything in this Section to the contrary, the failure of the City or any obligated person to comply with any Undertaking adopted by the Bond Resolution pursuant to Section 25 of this ordinance shall not constitute an Event of Default hereunder, and the sole remedy of any holder of a Bond shall be to seek an order of specific performance from an appropriate court to compel the City to comply with the Undertaking.))~~

Section 27. Amendment to Section 24 of the Ordinance. Section 24 of Ordinance 121940 is renumbered as Section 23 and is amended and restated as follows:

**Section ~~((24))~~23. ~~((Preservation of Tax Exemption for Interest on Bonds))~~
Provisions Relating to Certain Federal Tax Consequences of the Bonds.**

(a) Tax-Exempt Bonds. The City covenants that it will take all actions consistent with the terms of ~~((the))~~any Series issued as Tax-Exempt Bonds, this ordinance, and the Bond Resolution, reasonably within its power and necessary to prevent interest on ~~((the Bonds))~~that Series from being included in gross income for federal income tax purposes, and ~~((it))~~the City will neither take any action nor make or permit any use of proceeds of ~~((the Bonds))~~that Series

or other funds of the City treated as gross proceeds of ((the Bonds))that Series at any time during the term of ((the Bonds,))such Series ((which))that will cause interest on ((the Bonds))such Series to be included in gross income for federal income tax purposes. The City also covenants that it will, to the extent the arbitrage rebate requirement of Section 148 of the Code is applicable to any Series issued as Tax-Exempt Bonds, take all actions necessary to comply (or to be treated as having complied) with that requirement in connection with that Series, including the calculation and payment of any penalties that the City has elected to pay as an alternative to calculating rebatable arbitrage, and the payment of any other penalties if required under Section 148 of the Code to prevent interest on such Series from being included in gross income for federal income tax purposes.

~~((The City has not been notified of any listing or proposed listing by the Internal Revenue Service to the effect that it is a bond issuer whose arbitrage certifications may not be relied upon.))~~

(b) Tax-Credit Subsidy Bonds or other Taxable Bonds. The Director of Finance may, without further action by the City Council, make provision in the Bonds or other written document for such additional covenants of the City as may be necessary or appropriate in order for the City to receive from the United States Treasury the applicable Tax Credit Subsidy Payments in respect of any Series issued as Tax Credit Subsidy Bonds, or in the instance that the Bonds otherwise become and remain eligible for tax benefits under the Code.

Section 28. Amendment to Section 25 of the Ordinance. Section 25 of Ordinance 121940 is renumbered as Section 24 and is amended and restated as follows:

Section ~~((25))24. Official Statement; Continuing Disclosure.~~ ~~((The City shall undertake to provide for the benefit of holders of the Bonds, to the extent applicable, disclosure of certain financial information and operating data of the type included in the final official~~

statement for the Bonds, as well as disclosure of certain material events respecting the Bonds, in the manner and to the extent required by United States Securities and Exchange Commission Rule 15c2-12(b)(5). The particular terms of the Undertaking shall be set forth in the Bond Resolution.)

(a) Preliminary Official Statement. The Director of Finance and other appropriate City officials are directed to cause the preparation of and review the form of a preliminary official statement in connection with each sale of one or more Series to the public. For the sole purpose of the Purchaser's compliance with paragraph (b)(1) of Rule 15c2-12, the Director of Finance 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 deemed final in accordance with this subsection.

(b) Final Official Statement. The City approves the preparation of a final official statement for each sale of one or more Series to be sold to the public in the form of the preliminary official statement with such modifications and amendments as the Director of Finance deems necessary or desirable, and further authorizes the Director of Finance to execute and deliver such final official statement to the Purchaser. The City authorizes and approves the distribution by the Purchaser of that final official statement to purchasers and potential purchasers of the Bonds.

(c) Undertaking to Provide Continuing Disclosure. To meet the requirements of paragraph (b)(5) of Rule 15c2-12, as applicable to a Purchaser of a Series, the Director of Finance is authorized to execute the Undertaking in substantially the form attached as Exhibit B.

Section 29. Amendment to Section 26 of the Ordinance. Section 26 of Ordinance 121940 is renumbered as Section 12 and is amended and restated as follows:

Section ~~((26))12. ~~((Execution of))The Refunding Plan.~~~~

(a) Approval of Refunding Plan; Appointment of Refunding Trustee. ~~((Consistent with the applicable requirements of the Refunded Bonds Legislation and any applicable agreements with bond insurers, the Director of Finance may serve as, or))The Bond Resolution shall approve a Refunding Plan for each Series, which shall provide for the issuance of the Series, shall identify the Refundable Bonds to be refunded, shall allocate the Bonds among the various Refunded Bonds, shall describe the method for carrying out the refunding of the Refunded Bonds, and shall appoint the Refunding Trustee~~((for each series of Bonds, which service or appointment shall be confirmed by the Bond Resolution))~~.~~

~~((b)) Use of Bond Proceeds; Acquisition and Substitution of Acquired Obligations.~~ For each series of Bonds, sufficient proceeds of the sale of the Bonds shall be deposited immediately upon the receipt thereof with the Refunding Trustee and used to pay the amounts required by the Refunding Plan to discharge the obligations of the City with respect to the applicable Refunded Bonds.) The Refunding Plan shall be carried out, and proceeds of the ~~((Bonds))Series shall be applied, in accordance with this ordinance, the respective Refunded Bond Legislation, the Bond Resolution and the laws of the State.~~

(b) Acquisition of Acquired Obligations. To the extent practicable, ~~((such obligations))the Refunding Plan shall~~ ~~((be discharged fully by))provide for 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 shall be listed and more particularly described in a schedule attached to the Refunding Trust Agreement, ~~((and shall be))but are~~ subject to substitution as set forth ~~((therein))in subsection (c) below.~~~~

(c) Substitution of Acquired Obligations. The City reserves the right at any time to substitute cash or Government Obligations for the Acquired Obligations if the City obtains a verification by a nationally recognized independent certified public accounting firm reasonable acceptable to the Refunding Trustee confirming that the payments of principal of and interest on the substitute Government Obligations, if paid when due, together with the cash to be held by the Refunding Trustee, will be sufficient to carry out the Refunding Plan. If the applicable Series (or series of the Refunded Bonds) were issued as Tax-Exempt Bonds, then prior to such substitution, the City must also obtain an opinion from Bond Counsel to the effect that the disposition and substitution or purchase of such securities will not cause the interest on the applicable Series (or series of the Refunded Bonds) issued as Tax-Exempt 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 Series. 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 Water Fund to))~~ may be used for any lawful City purpose.

~~((e))~~**(d) ((Administration of))Refunding ((Plan))Trust Agreement.** ~~((The Refunding Trustee is authorized and directed))~~In connection with each Series, the Director of Finance is authorized to execute a Refunding Trust Agreement with a Refunding Trustee, setting forth the duties, obligations and responsibilities of the Refunding Trustee in connection with carrying out the Refunding Plan. Each Refunding Trust Agreement shall, among other things, authorize and direct the Refunding Trustee to use the money deposited with it to purchase the Acquired Obligations (or substitute obligations) and to apply such money along with the maturing principal of and interest on such obligations 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)). The money deposited with the Refunding Trustee, including the Acquired Obligations and any ~~((income therefrom))~~ investment earnings, shall be held irrevocably, invested and applied in accordance with the provisions of the respective Refunded Bond Legislation, this ordinance, the Bond Resolution, chapter 39.53 RCW and other applicable ~~((statutes of the))~~ State ~~((of Washington and the Refunding Trust Agreement))~~ law. All administrative costs (including without limitation, all necessary and proper fees, compensation and expenses of the Refunding Trustee 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 Bonds, including bond printing, verification fees, Bond Counsel's fees and other related expenses, shall be paid out of the proceeds of the Bonds))~~ Refunding Plan) and costs of issuance may, in the discretion of the Director of Finance, be paid out of the amounts deposited with the Refunding Trustee or other available money of the City.

~~((d))~~ **Authorization for Refunding Trust Agreement.** To carry out the Refunding Plan for each series of Bonds, the Director of Finance is authorized and directed to execute and deliver to the Refunding Trustee, in connection with each series of Bonds, a Refunding Trust Agreement substantially in the form approved by the Bond Resolution 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 in the Bond Resolution.))

Section 30. Amendment to Section 27 of the Ordinance. Section 27 of Ordinance 121940 is renumbered as Section 13 and is amended and restated as follows:

Section ~~((27))~~13. Call for Redemption of the Refunded Bonds. ~~((As a part of the Refunding Plan, the))~~ The City may in the Bond Resolution call, or authorize the Director of

Finance to call, the Refunded Bonds for redemption. Such call for redemption of the Refunded Bonds shall ~~((specify))~~identify the Refunded Bonds, call dates and redemption prices (expressed as a percentage of the stated principal amount, plus accrued interest), and shall be irrevocable after the ~~((delivery to the initial purchaser))~~Issue Date of the applicable ~~((series of Bonds. The dates on which the Refunded Bonds are called for redemption shall be, in the judgment of the Director of Finance, the earliest practical dates on which those bonds may be called for redemption))~~Series. The proper City officials ~~((of the City))~~are authorized and directed to give or cause to be given such notices as required, at the times and in the manner required pursuant to the ~~((applicable))~~Refunded Bond Legislation, in order to ~~((effect the redemption prior to maturity of the Refunded Bonds))~~carry out the Refunding Plan.

Section 31. Amendment to Section 28 of the Ordinance. Section 28 of Ordinance 121940 is deleted in its entirety:

~~((Section 28. City Findings with Respect to Refunding. With respect to each series of Bonds, the Refunding Plan shall be carried out only if the City finds and determines in the Bond Resolution that the money to be deposited with the Refunding Trustee will discharge and satisfy the obligations of the City with respect to the Refunded Bonds under the applicable Refunded Bond Legislation, 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 legislation immediately upon the deposit of such money with the Refunding Trustee.))~~

Section 32. Amendment to Section 29 of the Ordinance. Section 29 of Ordinance 121940 is deleted in its entirety:

~~((Section 29. Sale of Bonds.))~~

~~((At least 10 days before the City Council adopts a Bond Resolution for a series of~~

Bonds, the Director of Finance shall notify the President of the City Council, in writing, of the Director of Finance's determination that the issuance of the series of Bonds is consistent with the then-current financial policies of the City. The notice shall set forth the reasons for the Director of Finance's determination. Upon giving such notice, the Director of Finance may provide for the sale of that series of Bonds (or any portion thereof) by public sale or by a negotiated sale with an underwriter or other financial institution chosen through a selection process acceptable to the Director of Finance. The City Council's adoption of the Bond Resolution shall be conclusive evidence that proper notice was provided to the President of the City Council. The Director of Finance is authorized to specify a date and time of sale of the Bonds, to give notice of that sale, to determine any bid requirements and criteria for determining the award of the bid, to provide for the use of an electronic bidding mechanism, and to specify other matters in his or her determination necessary, appropriate, or desirable to carry out the sale of the Bonds. The terms of that sale shall be consistent with this ordinance and the Bond Resolution and shall be confirmed by the Bond Resolution. The Bonds shall be delivered to the purchasers as provided in the Bond Resolution immediately upon payment to the City of the purchase price plus accrued interest, if any, to the Closing Date in immediately available federal funds in Seattle, Washington, at the City's expense or at another time or place upon which the Director of Finance and the purchaser may mutually agree at the purchaser's expense.))

((CUSIP numbers will be printed on the Bonds if requested by the purchasers, but neither failure to print CUSIP numbers on any Bond nor error with respect thereto shall constitute cause for a failure or refusal by the purchasers to accept delivery of and pay for the Bonds in accordance with the purchase offer. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid by the City, but the fee of the CUSIP Service Bureau for the assignment of those numbers shall be the responsibility of and shall be paid by the purchasers.))

~~((The City will cause the Bonds to be typed, photocopied, printed or lithographed, sealed and executed and will furnish the approving legal opinion of Bond Counsel, the opinion also being printed on each Bond unless the Bond is typed or photocopied.))~~

Section 33. Amendment to Section 30 of the Ordinance. Section 30 of Ordinance 121940 is renumbered as Section 27 and is amended and restated as follows:

Section ~~((30))27. General Authorization.~~ ~~((The))~~In addition to the specific authorizations in the ordinance, the Mayor and the Director of Finance ((of the City))and each of the other appropriate officers of the City are each authorized and directed to do everything as in ((their))his or her judgment may be necessary, appropriate or desirable in order to carry out the terms and provisions of, and complete the transactions contemplated by, this ordinance. In particular, and without ((limitation,))limiting the foregoing:

(a) The Director of Finance may, in his or her discretion and without further action by the City Council, (i) issue requests for proposals for underwriting or financing facilities and execute engagement letters with underwriters, bond insurers or other financial institutions based on responses to such requests, (ii)(() deem final and approve the distribution of any preliminary official statement or official statement relating to the Bonds, (iii) comply with any continuing disclosure requirements applicable to the Bonds and (iv))) change the Bond Registrar or ((any securities depository appointed for the Bonds))Securities Depository for the Bonds; and (iii) take such actions on behalf of the City as are necessary or appropriate for the City to designate, qualify or maintain the tax-exempt treatment with respect to any Series issued as Tax-Exempt Bonds, to receive from the United States Treasury the applicable Tax Credit Subsidy Payments in respect of any Series issued as Tax-Credit Subsidy Bonds and to otherwise receive any other federal tax benefits relating to the Bonds available to the City; and

(b) The Mayor and the Director of Finance are each separately authorized to execute

and deliver (i) any and all contracts or other documents as are consistent with this ordinance and for which the City's approval is necessary or to which the City is a party (including but not limited to agreements with escrow agents, refunding trustees, providers of Bond Insurance or Reserve Securities, remarketing agents, underwriters, lenders, fiscal agents, Qualified Counterparties, custodians, and the Bond Registrar); and (ii) such other contracts or documents incidental to the issuance and sale of a Series; the establishment of the initial interest rate or rates on a Bond; or the tender, purchase, remarketing, or redemption of a Bond, as may in his or her judgment be necessary or appropriate.

Section 34. Amendment to Section 31 of the Ordinance. Section 31 of Ordinance 121940 is renumbered as Section 28 and is amended and restated as follows:

Section ~~((31))28. 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 35. Amendment to Section 32 of the Ordinance. Section 32 of Ordinance 121940 is renumbered as Section 29 and is amended and restated as follows:

Section ~~((32))29. Ratification of Prior Acts.~~ Any action taken consistent with the authority of this ordinance, after its passage but prior to the effective date ~~((of this ordinance, including, if applicable, but not limited to issuing requests for proposals for financing or~~

underwriting services, executing engagement letters for financing or underwriting services based on responses to such requests, giving notices of the sale of Bonds, adopting the Bond Resolution, executing contracts, making fund transfers and paying warrants,))is ratified, approved and confirmed.

Section 36. Amendment to Section 33 of the Ordinance. Section 33 of Ordinance 121940 is renumbered as Section 30 and is amended and restated as follows:

Section ~~((33))~~30. Headings. ~~((The section))~~Section headings in this ordinance are used for convenience only and shall not constitute a substantive portion of this ordinance.

Section 37. Amendment to Section 34 of the Ordinance. Section 34 of Ordinance 121940 is renumbered as Section 31 and is amended and restated as follows:

Section ~~((34))~~31. Effective Date. This ordinance shall take effect and be in force ~~((thirty))~~30(~~(+)~~) days ~~((from and))~~after its approval by the Mayor, but if not approved and returned by the Mayor within ten ~~((10))~~days after presentation, it shall take effect as provided by Municipal Code Section 1.04.020.

Section 38. Exhibits. Exhibit A to the Ordinance is replaced in its entirety, as set forth in Exhibit A to this amendatory ordinance. A new Exhibit B is added to the Ordinance, as set forth in Exhibit B to this amendatory ordinance.

Section 39. Restatement of Ordinance. Attached as Exhibit C is a restated Ordinance that incorporates all of the amendments set forth in this amendatory ordinance. The restated Ordinance attached as Exhibit C, and the section numberings used therein, may be cited and used for all purposes as the definitive version of Ordinance 121940, as amended by Ordinance 122498 and this ordinance.

Section 40. 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 41. Ratification of Prior Acts. Any action taken consistent with the authority of this ordinance, after its passage but prior to the effective date, is ratified, approved and confirmed.

Section 42. Section Headings. The section headings in this ordinance are used for convenience only and shall not constitute a substantive portion of this ordinance.

Section 43. Effective Date. This ordinance shall take effect and be in force 30 days after its approval by the Mayor, but if not approved and returned by the Mayor within ten days after presentation, it shall take effect as provided by Seattle Municipal Code Section 1.04.020.

Passed by the City Council the ____ day of _____, 2015, and signed by me in open session in authentication of its passage this ____ day of _____, 2015.

President _____ of the City Council

Approved by me this ____ day of _____, 2015.

Edward B. Murray, Mayor

Filed by me this ____ day of _____, 2015.

Monica Martinez Simmons, City Clerk

(Seal)

Exhibits:

Exhibit A - List of Outstanding Parity Bonds

Exhibit B - Form of Undertaking to Provide Continuing Disclosure

Exhibit C - Amended and Restated Ordinance 121940, as amended by Ordinance 122498 and this ordinance

(without strikethroughs and insertions)