

CERTIFICATE

I, the undersigned, Secretary of the Port Commission (the "Commission") of the Port of Seattle (the "Port"), DO HEREBY CERTIFY:

1. That the attached resolution numbered 3576, as amended (the "Resolution"), is a true and correct copy of a resolution of the Port, as finally adopted at a meeting of the Commission held on the 27th day of February, 2007, and duly recorded in my office.

2. That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a quorum of the Commission was present throughout the meeting and a legally sufficient number of members of the Commission voted in the proper manner for the adoption of said Resolution; that all other requirements and proceedings incident to the proper adoption of said Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of February, 2007.



ALEC FISKEN

Secretary

SERIES RESOLUTION

PORT OF SEATTLE

RESOLUTION NO. 3576, AS AMENDED

A RESOLUTION of the Port Commission of the Port of Seattle authorizing the issuance and sale of Revenue Bonds, Series 2007A and Series 2007B, in the aggregate principal amount of not to exceed \$260,000,000 for the purposes of financing or refinancing capital improvements to marine and aviation facilities; fixing the date, forms, maximum true interest cost for the Series 2007 Bonds; authorizing the Chief Executive Officer of the Port to approve the interest rates, maturity dates, redemption rights and principal amounts for the Series 2007 Bonds under the terms and conditions set forth herein; providing for ongoing disclosure; and providing for a negotiated sale of the Series 2007 Bonds to Goldman, Sachs & Co., Citigroup Global Markets Inc., E.J. De La Rosa & Co. Inc., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and UBS Securities LLC.

ADOPTED: Feb. 27, 2007

Prepared by:

K&L PRESTON GATES ELLIS LLP
Seattle, Washington

**Resolution No. 3576, As Amended
Table of Contents ***

	<u>Page</u>
Section 1. Definitions.....	3
Section 2. Plan of Finance	8
Section 3. Authorization of Series 2007 Bonds	8
Section 4. Bond Details.....	9
Section 5. Redemption and Purchase.....	10
Section 6. Registration, Exchange and Payments.....	12
Section 7. Series 2007 Bond Fund and Common Reserve Fund	15
Section 8. Defeasance	16
Section 9. Disposition of Series 2007A and Series 2007B Bond Proceeds.....	16
Section 10. Tax Covenants	19
Section 11. Lost, Stolen, Mutilated or Destroyed Series 2007 Bonds.....	19
Section 12. Forms of Series 2007 Bonds and Registration Certificate.....	19
Section 13. Execution	22
Section 14. Additional Covenant; Defaults and Remedies	23
Section 15. Sale of Series 2007 Bonds	23
Section 16. Compliance with Parity Conditions.....	25
Section 17. Undertaking to Provide Ongoing Disclosure.....	25
Section 18. Bond Insurance	28
Section 19. Severability	28
Section 20. Effective Date	29
Exhibit A-1 Non-AMT Projects	
Exhibit A-2 AMT Projects	

* This Table of Contents and the Cover Page are for convenience of reference and are not intended to be a part of this Series Resolution.

RESOLUTION NO. 3576, AS AMENDED

A RESOLUTION of the Port Commission of the Port of Seattle authorizing the issuance and sale of Revenue Bonds, Series 2007A and Series 2007B, in the aggregate principal amount of not to exceed \$260,000,000, for the purposes of financing or refinancing capital improvements to marine and aviation facilities; fixing the date, forms, maximum true interest cost for the Series 2007 Bonds; authorizing the Chief Executive Officer of the Port to approve the interest rates, maturity dates, redemption rights and principal amounts for the Series 2007 Bonds under the terms and conditions set forth herein; providing for ongoing disclosure; and providing for a negotiated sale of the Series 2007 Bonds to Goldman, Sachs & Co., Citigroup Global Markets Inc., E.J. De La Rosa & Co. Inc., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and UBS Securities LLC.

WHEREAS, the Port of Seattle (the "Port"), a municipal corporation of the State of Washington, owns and operates a system of marine terminals and aviation facilities that are in need of capital expansion and improvement; and

WHEREAS, to undertake such capital expansion and improvement projects, the Port has determined to issue two series of revenue bonds (hereinafter defined as the "Series 2007A Bonds" and the "Series 2007B Bonds"); and

WHEREAS, the Port has issued and currently has outstanding thirteen series of first lien revenue bonds pursuant to the Master Resolution as defined herein, as follows:

<u>Resolution Number</u>	<u>Date of Issue</u>		<u>Original Principal Amt.</u>	<u>Currently Outstanding (1/30/2007)</u>	<u>Final Maturity Dates</u>
3155	02/01/1994	(A)	27,135,000	\$1,845,000	12/1/2007
3215	04/01/1996	(B)	74,520,000	6,955,000	09/1/2017
3242	05/01/1997	(A)	120,375,000	4,595,000	10/1/2007
3275	05/01/1998	(A)	73,180,000	31,455,000	06/1/2017
3430	08/10/2000	(B)	221,590,000	203,900,000	02/1/2024
3430	09/06/2000	(D)	28,085,000	11,765,000	02/1/2011
3462/3467	10/17/2001	(A)	176,105,000	176,105,000	04/1/2031
3462/3467	10/17/2001	(B)	251,380,000	243,660,000	04/1/2024
3462/3467	10/17/2001	(C)	12,205,000	12,205,000	12/1/2014
3462/3467	08/07/2002	(D)	68,580,000	57,705,000	11/1/2017
3509	08/20/2003	(A)	190,470,000	188,190,000	07/1/2033
3509	08/20/2003	(B)	164,900,000	164,900,000	07/1/2029
3528	06/30/2004		24,710,000	22,045,000	06/1/2017

(the “Outstanding Parity Bonds”); and

WHEREAS, each of the resolutions authorizing the issuance of the Outstanding Parity Bonds permits the Port to issue its revenue bonds having a lien on Net Revenues (as such term is defined in the Master Resolution) on a parity with the lien thereon of the Outstanding Parity Bonds upon compliance with certain conditions; and

WHEREAS, the Port has determined that such conditions will be met; and

WHEREAS, pursuant to RCW 53.40.030, the Port Commission may delegate authority to the chief executive officer of the Port to approve the interest rates, maturity dates, redemption rights, interest payment dates, and principal amounts under such terms and conditions as are approved by resolution; and

WHEREAS, it is necessary that the date, form, maximum aggregate principal amount for all bonds to be issued pursuant to this series resolution (hereinafter together defined as the “Series 2007 Bonds”), and the maximum true interest cost of the Series 2007 Bonds be fixed, that the determination of maturities, interest rates, redemption rights and principal amount of

each series, and that the lien thereof on the Net Revenues of the Port be established as herein provided; and

WHEREAS, the Port Commission has held a public hearing on the issuance of the Series 2007B Bonds (hereinafter defined) as required by Section 147(f) of the Internal Revenue Code, as amended; and

WHEREAS, it is deemed necessary and desirable that the Series 2007 Bonds be sold pursuant to negotiated sale as herein provided;

NOW, THEREFORE, BE IT RESOLVED BY THE PORT COMMISSION OF THE PORT OF SEATTLE, as follows:

Section 1. Definitions. Unless otherwise defined herein, the terms used in this series resolution, including the preamble hereto, that are defined in the Master Resolution shall have the meanings set forth in the Master Resolution. In addition, the following terms shall have the following meanings in this series resolution:

AMT Projects means the projects listed in Exhibit A-2 hereto, as such list may be amended from time to time by the Designated Port Representative.

Annual Disclosure Report has the meaning given such term in Section 17(b) of this series resolution.

Beneficial Owner means any person that has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Series 2007 Bonds (including persons holding Series 2007 Bonds through nominees, depositories or other intermediaries).

Bond Counsel means a firm of lawyers nationally recognized and accepted as bond counsel and so employed by the Port for any purpose under this series resolution applicable to the use of that term.

Bond Insurance Commitment means the commitment(s) of the Bond Insurer, if any, to insure one or more series, or certain principal maturities thereof, of the Series 2007 Bonds.

Bond Insurance Policy means the policy(ies) of municipal bond insurance, if any, delivered by the Bond Insurer at the time of issuance and delivery of Series 2007 Bonds to be insured pursuant to the Bond Insurance Commitment.

Bond Insurer means the municipal bond insurer(s), if any, that has committed to insure one or more series, or certain principal maturities thereof, of Series 2007 Bonds pursuant to the Bond Insurance Commitment.

Bond Purchase Contracts means the Bond Purchase Contract or separate purchase contract(s) for Series 2007 Bonds of each series, providing for the purchase of the Series 2007A Bonds and the Series 2007B Bonds by the Underwriters and setting forth certain terms authorized to be approved by the Chief Executive Officer as provided in Section 15 of this series resolution.

Bond Register means the registration records for the Series 2007 Bonds maintained by the Registrar.

Chief Executive Officer means the Chief Executive Officer of the Port, or any successor to the functions of his office.

Code means the Internal Revenue Code of 1986, as amended, together with corresponding and applicable final, temporary or proposed regulations or revenue rulings issued or amended with respect thereto by the U.S. Treasury Department or the Internal Revenue Service, to the extent applicable to the Series 2007 Bonds.

Commission means the Commission of the Port, or any successor thereto as provided by law.

Construction Fund—2007A means the account by that name maintained in the office of the Treasurer for the purpose of holding funds, including a portion of the proceeds of the Series 2007A Bonds, to be used for the Non-AMT Projects.

Construction Fund—2007B means the account by that name maintained in the office of the Treasurer for the purpose of holding funds, including a portion of the proceeds of the Series 2007B Bonds, to be used for the AMT Projects.

Default has the meaning given such term in Section 14 of this series resolution.

Designated Port Representative means the Chief Executive Officer of the Port, the Deputy Chief Executive Officer of the Port or the Chief Financial Officer of the Port (or the successor in function to such person(s)) or such other person as may be directed by resolution of the Commission.

DTC means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for the Series 2007 Bonds pursuant to Section 6 hereof.

Federal Tax Certificate means the certificate(s) of that name executed and delivered by the Designated Port Representative at the time of issuance and delivery of each series of the Series 2007 Bonds.

Fitch means Fitch Ratings, Inc., organized and existing under the laws of the State of Delaware, its successors and their assigns, and, if such organization shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, **Fitch** shall be deemed to refer to any other nationally-recognized securities rating agency (other than S&P or Moody's) designated by the Designated Port Representative.

Future Parity Bonds means those revenue bonds or other revenue obligations that are issued by the Port in the future as Parity Bonds.

Government Obligations has the meaning given to such term in RCW Chapter 39.53, as amended.

Letter of Representations means the blanket issuer letter of representations from the Port to DTC, dated August 28, 1995.

Master Resolution means Resolution No. 3059, as amended, of the Commission adopted on February 2, 1990, as amended by Resolution No. 3214, adopted on March 26, 1996, Resolution No. 3241, adopted on April 8, 1997, and Resolution No. 3436, adopted on July 11, 2000 and as amended and restated by Resolution No. 3577 of the Commission adopted on February __, 2007.

Moody's means Moody's Investors Service, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term **Moody's** shall be deemed to refer to any other nationally recognized securities rating agency (other than Fitch or S&P) selected by the Designated Port Representative.

MSRB means the Municipal Securities Rulemaking Board or any successor to its functions.

Non-AMT Projects means the projects listed in Exhibit A-1 hereto, as such list may be amended from time to time.

NRMSIR means a nationally recognized municipal securities information repository for purposes of the Rule.

Outstanding Parity Bonds means, collectively, the Port's outstanding Revenue Bonds, Series 1994A issued pursuant to Resolution No. 3155, as amended; Revenue Bonds, Series 1996B issued pursuant to Resolution No. 3215, as amended; Revenue Bonds, Series 1997A issued pursuant to Resolution No. 3242, as amended; Revenue Refunding Bonds, Series 1998A issued pursuant to Resolution No. 3275, as amended; Revenue Bonds, Series 2000A and Series 2000B and Revenue Refunding Bonds, Series 2000D issued pursuant to Resolution No. 3430, as amended; Revenue Bonds, Series 2001A and Series 2001B and Revenue Refunding Bonds, Series 2001C issued pursuant to Resolution No. 3462, as amended and Resolution No. 3467, as amended; Revenue Bonds, Series 2003A and Series 2003B issued

pursuant to Resolution No. 3509, as amended; and Revenue Bonds, Series 2004 issued pursuant to Resolution No. 3528, as amended.

Port means the Port of Seattle, a municipal corporation of the State of Washington, as now or hereafter constituted, or the corporation, authority, board, body, commission, department or officer succeeding to the principal functions of the Port or to whom the powers vested in the Port shall be given by law.

Projects mean, together, the AMT Projects and the Non-AMT Projects.

Qualified Insurance means any non-cancelable 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) (i) 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 one or more of the Rating Agencies for unsecured debt or insurance underwriting or claims paying ability or (ii) by issuing its policies causes obligations insured thereby to be rated in one of the two highest Rating Categories by one or more of the Rating Agencies.

Qualified Letter of Credit means any irrevocable letter of credit issued by a financial institution, 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 long-term Rating Categories by one or more of the Rating Agencies.

Rating Agency means Fitch, Moody's or S&P.

Rating Category means the generic rating categories of a Rating Agency, without regard to any refinement or gradation of such rating category by a numerical modifier or otherwise.

Registered Owner means the person named as the registered owner of a Series 2007 Bond in the Bond Register.

Registrar means the fiscal agency of the State of Washington in Seattle, Washington, and New York, New York, appointed by the Designated Port Representative for the purposes of registering and authenticating the Series 2007 Bonds, maintaining the Bond Register and effecting transfer of ownership of the Series 2007 Bonds. The term Registrar shall include any successor to the fiscal agency, if any, hereinafter appointed by the Designated Port Representative.

Rule means Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as amended from time to time.

S&P means Standard & Poor's Ratings Services, a Division of The McGraw-Hill Companies, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term

S&P shall be deemed to refer to any other nationally recognized securities rating agency (other than Moody's or Fitch) selected by the Designated Port Representative.

SEC means the Securities and Exchange Commission.

Series 2007 Bond Fund means the Port of Seattle Revenue Bond Fund, Series 2007 created in the office of the Treasurer by Section 7 of this series resolution.

Series 2007A Bonds means the Port of Seattle Revenue Bonds, Series 2007A, authorized to be issued by Section 3(a) of this series resolution.

Series 2007B Bonds means the Port of Seattle Revenue Bonds, Series 2007B, authorized to be issued by Section 3(b) of this series resolution.

Series 2007 Bonds means, collectively, the Series 2007A Bonds and the Series 2007B Bonds.

SID means any public or private repository or entity designated by the State of Washington as the state repository for the purposes of the Rule and recognized as such by the SEC. As of the date of adoption of this series resolution, there is no such state repository.

Subordinate Lien Bond Resolutions means, collectively, Resolution No. 3238, as amended, Resolution No. 3276, as amended; Resolution No. 3354, as amended; Resolution No. 3456, as amended; Resolution No. 3510, as amended; and Resolution 3544, as amended.

Surety Bond means one or more of the surety bond(s), if any, issued by the Surety Bond Issuer on the date of issuance of one or more series of the Series 2007 Bonds for the purpose of satisfying all or a portion of the Common Reserve Fund Requirement; provided that the Surety Bond meets the requirements for "Qualified Insurance." There may be more than one Surety Bond.

Surety Bond Agreement means any Agreement between the Port and the Surety Bond Issuer with respect to the Surety Bond.

Surety Bond Issuer means the surety bond issuer(s), if any, issuing a surety bond for the purpose of satisfying all or a portion of the Common Reserve Fund Requirement. There may be more than one Surety Bond Issuer.

Treasurer means the Chief Financial Officer of the Port, or any other public officer as may hereafter be designated pursuant to law to have the custody of Port funds.

Underwriters mean, collectively, Goldman, Sachs & Co., Citigroup Global Markets Inc., E.J. De La Rosa & Co. Inc., Lehman Brothers Inc., Merrill Lynch, Pierce Fenner & Smith Incorporated, and UBS Securities LLC.

In this series resolution, unless the context otherwise requires:

(a) The terms “hereby,” “hereof,” “hereto,” “herein,” “hereunder” and any similar terms, as used in this series resolution, refer to this series resolution as a whole and not to any particular article, section, subdivision or clause hereof, and the term “hereafter” shall mean after, and the term “heretofore” shall mean before the date of this series resolution;

(b) Words of the masculine gender shall mean and include correlative words of the feminine and neuter genders and words importing the singular number shall mean and include the plural number and vice versa;

(c) Words importing persons shall include firms, associations, partnerships (including limited partnerships), trusts, corporations, limited liability companies and other legal entities, including public bodies, as well as natural persons;

(d) Any headings preceding the text of the several articles and sections of this series resolution, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this series resolution, nor shall they affect its meaning, construction or effect;

(e) All references herein to “articles,” “sections” and other subdivisions or clauses are to the corresponding articles, sections, subdivisions or clauses hereof.

(f) Whenever any consent or direction is required to be given by the Port, such consent or direction shall be deemed given when given by the Designated Port Representative.

Section 2. Plan of Finance. The Port intends to undertake improvements to its Facilities at the locations described on Exhibit A-1 and Exhibit A-2, attached hereto and incorporated by this reference herein. The costs of the Non-AMT Projects are expected to be paid, refinanced or reimbursed in part with the proceeds of the Series 2007A Bonds, and the costs of the AMT Projects are expected to be paid or reimbursed in part with the proceeds of the Series 2007B Bonds.

Section 3. Authorization of Series 2007 Bonds.

(a) *Series 2007A.* The Port shall issue the Series 2007A Bonds for the purpose of providing part of the funds necessary to (1) pay (or pay subordinate lien commercial paper notes issued to pay) or to reimburse the Port for all or a portion of the costs of the Non-AMT Projects; (2) make a deposit, if any, to the Common Reserve Fund (which may be a proportionate allocation of the Common Reserve Fund Requirement) or purchase a Surety Bond therefor; and (3) pay all or a portion of the costs incidental to the foregoing and to the issuance of the Series 2007A Bonds, including all or a portion of the cost of purchasing the Bond Insurance Policy, if any.

(b) *Series 2007B.* The Port shall issue the Series 2007B Bonds for the purpose of providing part of the funds necessary to (1) pay (or pay subordinate lien commercial paper notes

issued to pay) or to reimburse the Port for all or a portion of the costs of the AMT Projects; (2) make a deposit, if any, to the Common Reserve Fund (which may be a proportionate allocation of the Common Reserve Fund Requirement) or purchase a Surety Bond therefor; and (3) pay all or a portion of the costs incidental to the foregoing and to the issuance of the Series 2007B Bonds, including all or a portion of the cost of purchasing the Bond Insurance Policy, if any.

(c) *Maximum Principal Amount.* The aggregate principal amount of Series 2007 Bonds to be issued for each Series shall be determined by the Chief Executive Officer, pursuant to the authority granted in Section 15. The aggregate principal amount of the Series 2007 Bonds to be issued under this series resolution shall not exceed \$260,000,000.

Section 4. Bond Details.

(a) *Series 2007A.* The Series 2007A Bonds shall be designated as "Port of Seattle Revenue Bonds, Series 2007A," shall be registered as to both principal and interest, shall be issued in the aggregate principal amount set forth in the Bond Purchase Contract, and shall be numbered separately in the manner and with any additional designation as the Registrar deems necessary for purposes of identification, shall be dated their date of delivery to the Underwriters, shall be in the denomination of \$5,000 each or any integral multiple of \$5,000, shall bear interest at the per annum rates set forth in the Bond Purchase Contract and as approved by the Chief Executive Officer pursuant to Section 15. The Series 2007A Bonds shall bear interest from their date of delivery to the Underwriters until the Series 2007A Bonds bearing such interest have been paid or their payment duly provided for, payable semiannually on the first days of each April and October beginning on October 1, 2007, and shall mature on October 1 of the years and in the principal amounts set forth in the Bond Purchase Contract and as approved by the Chief Executive Officer pursuant to Section 15.

The Series 2007A Bonds shall be obligations only of the Series 2007 Bond Fund and the Common Reserve Fund and shall be payable and secured as provided herein. The Series 2007A Bonds do not constitute an indebtedness of the Port within the meaning of the constitutional provisions and limitations of the State of Washington.

(b) *Series 2007B.* The Series 2007B Bonds shall be designated as "Port of Seattle Revenue Bonds, Series 2007B," shall be registered as to both principal and interest, shall be issued in the aggregate principal amount set forth in the Bond Purchase Contract, and shall be numbered separately in the manner and with any additional designation as the Registrar deems necessary for purposes of identification, shall be dated their date of delivery to the Underwriters, shall be in the denomination of \$5,000 each or any integral multiple of \$5,000 within a maturity, shall bear interest at the per annum rates set forth in the Bond Purchase Contract and as approved by the Chief Executive Officer pursuant to Section 15. The Series 2007B Bonds shall bear interest from their date of delivery to the Underwriters until the Series 2007B Bonds bearing such interest have been paid or their payment duly provided for, payable semiannually on the first days of each April and October, beginning on October 1, 2007 and shall mature on the dates and in the years and in the principal amounts set forth in the Bond Purchase Contract and as approved by the Chief Executive Officer pursuant to Section 15.

The Series 2007B Bonds shall be obligations only of the Series 2007 Bond Fund and the Common Reserve Fund and shall be payable and secured as provided herein. The Series 2007B Bonds do not constitute an indebtedness of the Port within the meaning of the constitutional provisions and limitations of the State of Washington.

Section 5. Redemption and Purchase.

(a) *Optional Redemption.* The Series 2007 Bonds shall be subject to optional redemption on the dates, at the prices and under the terms set forth in the Bond Purchase Contract and as approved by the Chief Executive Officer pursuant to Section 15.

(b) *Mandatory Redemption.* The Series 2007 Bonds shall be subject to mandatory redemption to the extent, if any, set forth in the Bond Purchase Contract and as approved by the Chief Executive Officer pursuant to Section 15.

(c) *Purchase of Series 2007 Bonds for Retirement.* The Port reserves the right to use at any time any surplus Gross Revenue available after providing for the payments required by paragraph First through Fifth of Section 2(a) of the Master Resolution, including the payments required by paragraph First through Seventh of the priority for use of Gross Revenue set forth in the Subordinate Lien Bond Resolutions, to purchase for retirement any of the Series 2007 Bonds offered to the Port at any price deemed reasonable to the Designated Port Representative.

(d) *Selection of Series 2007 Bonds for Redemption.* If Series 2007 Bonds are called for optional redemption, the series and maturities of Series 2007 Bonds to be redeemed shall be selected by the Port. If any Series 2007 Bonds to be redeemed (optional or mandatory) then are held in book-entry-only form, the selection of Series 2007 Bonds to be redeemed within a maturity shall be made in accordance with the operational arrangements then in effect at DTC. If the Series 2007 Bonds to be redeemed are no longer held in book-entry-only form, the selection of such Series 2007 Bonds to be redeemed shall be made in the following manner. If the Port redeems at any one time fewer than all of the Series 2007 Bonds of a series having the same maturity date, the particular Series 2007 Bonds or portions of Series 2007 Bonds of such series and maturity to be redeemed shall be selected by lot (or in such other random manner determined by the Registrar) in increments of \$5,000. In the case of a Series 2007 Bond of a series and maturity of a denomination greater than \$5,000, the Port and Registrar shall treat each Series 2007 Bond of that series and maturity as representing such number of separate Series 2007 Bonds each of the denomination of \$5,000 as is obtained by dividing the actual principal amount of such Series 2007 Bond of that series and maturity by \$5,000. In the event that only a portion of the principal amount of a Series 2007 Bond is redeemed, upon surrender of such Series 2007 Bond at the principal office of the Registrar there shall be issued to the Registered Owner, without charge therefor, for the then-unredeemed balance of the principal amount thereof a Series 2007 Bond or, at the option of the Registered Owner, Series 2007 Bonds of like series, maturity and interest rate in any of the denominations herein authorized.

(e) *Notice of Redemption.* Written notice of any redemption of Series 2007 Bonds prior to maturity shall be given by the Registrar on behalf of the Port by first class mail, postage

prepaid, not less than 30 days nor more than 60 days before the date fixed for redemption to the Registered Owners of Series 2007 Bonds that are to be redeemed at their last addresses shown on the Bond Register. This requirement shall be deemed complied with when notice is mailed to the Registered Owners at their last addresses shown on the Bond Register, whether or not such notice is actually received by the Registered Owners.

So long as the Series 2007 Bonds are in book-entry only form, notice of redemption shall be given to beneficial owners of Series 2007 Bonds to be redeemed in accordance with the operational arrangements then in effect at DTC, and neither the Port nor the Registrar shall be obligated or responsible to confirm that any notice of redemption is, in fact, provided to beneficial owners.

Each notice of redemption prepared and given by the Registrar to Registered Owners of Series 2007 Bonds shall contain the following information: (1) the redemption date, (2) the redemption price, (3) if fewer than all outstanding Series 2007 Bonds of a series are to be redeemed, the identification by maturity and series (and, in the case of partial redemption, the principal amounts) of the Series 2007 Bonds to be redeemed, (4) whether the notice of redemption is conditional and the conditions for redemption, (5) that (unless the notice of optional redemption is a conditional notice, in which case the notice shall state that interest shall cease to accrue from the date fixed for redemption if and to the extent that funds have been provided to the Registrar for the redemption of Series 2007 Bonds) on the date fixed for redemption the redemption price will become due and payable upon each Series 2007 Bond or portion called for redemption, and that interest shall cease to accrue from the date fixed for redemption, (6) that the Series 2007 Bonds are to be surrendered for payment at the principal office of the Registrar, (7) the CUSIP numbers of all Series 2007 Bonds being redeemed, (8) the dated date of the Series 2007 Bonds being redeemed, (9) the rate of interest for each Series 2007 Bond being redeemed, (10) the date of the notice, and (11) any other information deemed necessary by the Registrar to identify the Series 2007 Bonds being redeemed.

Upon the payment of the redemption price of Series 2007 Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Series 2007 Bonds being redeemed with the proceeds of such check or other transfer.

(f) *Effect of Redemption.* Unless the Port has revoked a notice of optional redemption (or unless the Port provided a conditional notice of optional redemption and the conditions for redemption set forth therein are not satisfied), the Port shall transfer to the Registrar amounts that, in addition to other money, if any, held by the Registrar for such purpose, will be sufficient to redeem, on the date fixed for redemption, all the Series 2007 Bonds to be redeemed. If and to the extent that funds have been provided to the Registrar for the redemption of Series 2007 Bonds then from and after the date fixed for redemption for such Series 2007 Bond or portion thereof, interest on each such Series 2007 Bond shall cease to accrue and such Series 2007 Bond or portion thereof shall cease to be Outstanding.

(g) *Amendment of Notice Provisions.* The foregoing notice provisions of this section, including but not limited to the information to be included in redemption notices and the persons

designated to receive notices, may be amended by additions, deletions and changes to maintain compliance with duly promulgated regulations and recommendations regarding notices of redemption of municipal securities.

Section 6. Registration, Exchange and Payments.

(a) *Registrar/Bond Register.* The Port hereby adopts the system of registration approved by the Washington State Finance Committee, which utilizes the fiscal agencies of the State of Washington in Seattle, Washington, and New York, New York, for the purposes of registering and authenticating the Series 2007 Bonds, maintaining the Bond Register and effecting transfer of ownership of the Series 2007 Bonds (collectively, the "Registrar"). The Registrar shall keep, or cause to be kept, at its principal corporate trust office, sufficient records for the registration and transfer of the Series 2007 Bonds (the "Bond Register"), which shall be open to inspection by the Port. The Registrar is authorized, on behalf of the Port, to authenticate and deliver Series 2007 Bonds transferred or exchanged in accordance with the provisions of such Series 2007 Bonds and this series resolution and to carry out all of the Registrar's powers and duties under this series resolution. The Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Series 2007 Bonds.

(b) *Registered Ownership.* Except as provided in Section 17, the Port and the Registrar may deem and treat the Registered Owner of each Series 2007 Bond as the absolute owner for all purposes, and neither the Port nor the Registrar shall be affected by any notice to the contrary. Payment of any such Series 2007 Bond shall be made only as described in subsection (h) hereof, but the transfer of such Series 2007 Bond may be registered as herein provided. All such payments made as described in subsection (h) shall be valid and shall satisfy the liability of the Port upon such Series 2007 Bond to the extent of the amount or amounts so paid.

(c) *DTC Acceptance/Letter of Representations.* The Series 2007 Bonds shall initially be held in fully immobilized form by DTC acting as depository. To induce DTC to accept the Series 2007 Bonds as eligible for deposit at DTC, the Port has heretofore executed and delivered to DTC the Letter of Representations.

Neither the Port nor the Registrar will have any responsibility or obligation to DTC participants or the persons for whom they act as nominees with respect to the Series 2007 Bonds for the accuracy of any records maintained by DTC or any DTC participant, the payment by DTC or any DTC participant of any amount in respect of the principal of or interest on Series 2007 Bonds, any notice that is permitted or required to be given to Registered Owners under this series resolution (except such notices as shall be required to be given by the Port to the Registrar or, by the Registrar, to DTC), the selection by DTC or by any DTC participant of any person to receive payment in the event of a partial redemption of the Series 2007 Bonds, or any consent given or other action taken by DTC as the Registered Owner. So long as any Series 2007 Bonds are held in fully immobilized form hereunder, DTC or its successor depository shall be deemed to be the owner and Registered Owner for all purposes, and all references in this series resolution to the Registered Owners shall mean DTC or its nominee and shall not mean the owners of any beneficial interest in any Series 2007 Bonds. Notwithstanding

the foregoing, if a Bond Insurance Policy is issued for any series or maturity of the Series 2007 Bonds, the Bond Insurer shall be deemed to be the owner, Registered Owner, and holder of all bonds of that series or maturity for the purpose of granting consents and exercising voting rights with respect thereto and for any other purpose identified and specified in the Bond Insurance Commitment accepted by the Port as a condition of issuance of the Bond Insurance Policy.

(d) *Use of Depository.*

(1) The Series 2007 Bonds shall be registered initially in the name of CEDE & Co., as nominee of DTC, with a single Series 2007 Bond for each series and maturity in a denomination equal to the total principal amount of such series and maturity. Registered ownership of such immobilized Series 2007 Bonds, or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee, or to any other nominee requested by an authorized representative of DTC, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (B) to any substitute depository appointed by the Port pursuant to subsection (2) below or such substitute depository's successor; or (C) to any person as provided in subsection (4) below.

(2) Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository or a determination by the Port to discontinue the system of book entry transfers through DTC or its successor (or any substitute depository or its successor), the Port may appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

(3) In the case of any transfer pursuant to clause (A) or (B) of subsection (1) above, the Registrar shall, upon receipt of all outstanding Series 2007 Bonds, together with a written request on behalf of the Port, issue a single new Series 2007 Bond for each series and maturity then outstanding, registered in the name of such successor or substitute depository, or its nominee, all as specified in such written request of the Port.

(4) In the event that (A) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or (B) the Port determines that it is in the best interest of the beneficial owners of the Series 2007 Bonds of any series that the Series 2007 Bonds of that series be provided in certificated form, the ownership of such Series 2007 Bonds may then be transferred to any person or entity as herein provided, and shall no longer be held in fully immobilized form. The Port shall deliver a written request to the Registrar, together with a supply of definitive Series 2007 Bonds (of the appropriate series) in certificated form, to issue Series 2007 Bonds in any authorized denominations. Upon receipt by the Registrar of all then outstanding Series 2007 Bonds (of the appropriate series), together with a written request on behalf of the Port to the Registrar, new Series 2007 Bonds of such series shall be issued in the appropriate denominations and registered in the names of such persons as are provided in such written request.

(e) *Registration of the Transfer of Ownership or the Exchange of Series 2007 Bonds; Change in Denominations.* The transfer of any Series 2007 Bond may be registered and any Series 2007 Bond may be exchanged, but no transfer of any Series 2007 Bond shall be valid

unless the Series 2007 Bond is surrendered to the Registrar with the assignment form appearing on such Series 2007 Bond duly executed by the Registered Owner or such Registered Owner's duly authorized agent in a manner satisfactory to the Registrar. Upon such surrender, the Registrar shall cancel the surrendered Series 2007 Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee, a new Series 2007 Bond (or Series 2007 Bonds at the option of the Registered Owner) of the same date, series, maturity and interest rate and for the same aggregate principal amount in any authorized denomination, as and naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Series 2007 Bond, in exchange for such surrendered and canceled Series 2007 Bond. Any Series 2007 Bond may be surrendered to the Registrar, together with the assignment form appearing on such Series 2007 Bond duly executed, and exchanged, without charge, for an equal aggregate principal amount of Series 2007 Bonds of the same date, series, maturity and interest rate, in any authorized denomination. The Registrar shall not be obligated to register the transfer or exchange of any Series 2007 Bond during a period beginning at the opening of business on the 15th day of the month next preceding any interest payment date and ending at the close of business on such interest payment date, or, in the case of any proposed redemption of the Series 2007 Bonds, after the mailing of notice of the call of such Series 2007 Bonds for redemption.

(f) *Registrar's Ownership of Series 2007 Bonds.* The Registrar may become the Registered Owner of any Series 2007 Bond with the same rights it would have if it were not the Registrar, and to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as member of, or in any other capacity with respect to, any committee formed to protect the rights of the Registered Owners of the Series 2007 Bonds.

(g) *Registration Covenant.* The Port covenants that, until all Series 2007 Bonds have been surrendered and canceled, it will maintain a system for recording the ownership of each Series 2007 Bond that complies with the provisions of Section 149 of the Code.

(h) *Place and Medium of Payment.* The principal of, premium, if any, and interest on the Series 2007 Bonds shall be payable in lawful money of the United States of America. For so long as all Series 2007 Bonds are in fully immobilized form, payments of principal, premium, if any, and interest shall be made as provided in accordance with the operational arrangements of DTC described in the Letter of Representations. In the event that the Series 2007 Bonds are no longer in fully immobilized form, interest on the Series 2007 Bonds shall be paid by check mailed to the Registered Owners at the addresses for such Registered Owners appearing on the Bond Register on the 15th day of the month preceding the interest payment date, and principal and premium, if any, of the Series 2007 Bonds shall be payable by check upon presentation and surrender of such Series 2007 Bonds by the Registered Owners at the principal office of the Registrar; provided, however, that if so requested in writing prior to the opening of business on the 15th day of the month preceding any interest payment date by the Registered Owner of at least \$1,000,000 aggregate principal amount of Series 2007 Bonds, interest will be paid thereafter by wire transfer on the date due to an account with a bank located within the United States.

Section 7. Series 2007 Bond Fund and Common Reserve Fund.

(a) *Series 2007 Bond Fund.* A special fund of the Port designated the "Port of Seattle Revenue Bond Fund, Series 2007" (the "Series 2007 Bond Fund") is hereby authorized to be created in the office of the Treasurer for the purpose of paying and securing the payment of the Series 2007 Bonds. The Series 2007 Bond Fund shall be held separate and apart from all other funds and accounts of the Port and shall be a trust fund for the owners of the Series 2007 Bonds.

The Series 2007 Bonds shall be obligations only of the Series 2007 Bond Fund and the Common Reserve Fund and shall be payable and secured as provided herein. The Series 2007 Bonds do not constitute an indebtedness of the Port within the meaning of the constitutional and statutory provisions and limitations of the laws of the State of Washington.

The Port hereby irrevocably obligates and binds itself for so long as any Series 2007 Bonds remain Outstanding to set aside and pay into the Series 2007 Bond Fund from Net Revenues or money in the Revenue Fund, on or prior to the respective dates on which the same become due:

(1) such amounts as are required to pay the interest scheduled to become due and redemption premium, if any, on Outstanding Series 2007 Bonds; and

(2) such amounts as are required to pay maturing principal or principal being redeemed of Outstanding Series 2007 Bonds.

(b) *Common Reserve Fund.* The Series 2007 Bonds are hereby designated as Covered Bonds secured by the Common Reserve Fund.

The Designated Port Representative may decide to utilize one or more Surety Bonds to satisfy the Common Reserve Fund Requirement; provided that each Surety Bond meets the qualifications for Qualified Insurance. Upon such election, the Designated Port Representative is hereby authorized to execute and deliver one or more Surety Bond Agreements with one or more Surety Bond Issuers to effect the delivery of the Surety Bond(s).

The Common Reserve Fund Requirement(s) shall be fully funded on the date of issuance the Series 2007 Bonds and the Common Reserve Fund Requirement shall be maintained within the Common Reserve Fund as provided in Section 8 of the Master Resolution.

(c) *Pledge and Lien.* The Port does hereby pledge and bind itself to set aside from Net Revenues, and to pay into the Series 2007 Bond Fund and the Common Reserve Fund the various amounts required herein to be paid into and maintained in said Funds, all within the times provided herein. Said amounts so pledged to be paid into the Series 2007 Bond Fund and the Common Reserve Fund are hereby declared to be an equal and prior lien and charge upon the Gross Revenue superior to all other charges of any kind or nature whatsoever, except for Operating Expenses and except that the amounts so pledged are of equal lien to the lien and charge thereon of the Outstanding Parity Bonds, and to any lien and charge thereon which may

hereafter be made to pay and secure the payment of the principal of, premium, if any, and interest on any Future Parity Bonds.

(d) *Use of Excess Money.* Money in the Series 2007 Bond Fund not needed to pay the interest or principal and interest next coming due on any Outstanding Series 2007 Bonds or to maintain required reserves therefor may be used to purchase or redeem and retire Series 2007 Bonds within the limitations provided herein and in Section 2 of the Master Resolution. Money in the Series 2007 Bond Fund and the Common Reserve Fund and money in the Revenue Fund of the Port may be invested in any investments legal for port districts, subject to the limitations set forth in the Federal Tax Certificate.

(e) *Surety Bond Agreement.* The Designated Port Representative may solicit bids from surety bond issuers, and the Designated Port Representative is hereby authorized to select a proposal and to execute the Surety Bond Agreement, which may include such covenants and conditions as shall be approved by the Designated Port Representative.

Section 8. Defeasance. In the event that money and/or noncallable Government Obligations maturing or having guaranteed redemption prices at the option of the owner thereof at such time or times and bearing interest to be earned thereon in amounts (together with such money, if any) sufficient to redeem and retire part or all of the Series 2007 Bonds of any series in accordance with their terms, are hereafter irrevocably set aside in a special account and pledged to effect such redemption and retirement, and, if the Series 2007 Bonds (or portion thereof) of such series are to be redeemed prior to maturity, irrevocable notice, or irrevocable instructions to give notice of such redemption has been delivered to the Registrar, then no further payments need be made into the Series 2007 Bond Fund or any account therein for the payment of the principal of, premium, if any, and interest on such Series 2007 Bonds (or portion thereof) so provided for and the Series 2007 Bonds of such series shall then cease to be entitled to any lien, benefit or security of the Master Resolution or this series resolution, except the right to receive the funds so set aside and pledged and such notices of redemption, if any, and such Series 2007 Bonds (or portion thereof) shall no longer be deemed to be Outstanding hereunder, under the Master Resolution or under any resolution authorizing the issuance of bonds or other indebtedness of the Port.

Within 45 days after any defeasance of Series 2007 Bonds, the Port shall provide notice of defeasance of Series 2007 Bonds to Registered Owners of Series 2007 Bonds being defeased, to the Bond Insurer, if any, and to each party entitled to receive notice under Section 17.

Section 9. Disposition of Series 2007A and Series 2007B Bond Proceeds.

(a) *Series 2007A Bond Proceeds.* The proceeds of the Series 2007A Bonds, net of Underwriters' discount, shall be applied as follows:

(1) A sum specified by the Designated Port Representative to the Treasurer prior to the closing and delivery of the Series 2007A Bonds shall be deposited in the Capitalized Interest Account-Series 2007A (hereinafter authorized to be created);

(2) That portion of the Bond Insurance Policy premium for (or allocable to) the Series 2007A Bonds, if any, shall be paid to the Bond Insurer:

(3) The Common Reserve Fund Requirement allocable to the Series 2007A Bonds shall be deposited to the Common Reserve Fund or, if designated by the Designated Port Representative, all or a portion of the cost of purchasing the Surety Bond, if any, for (or allocable to) the Series 2007A Bonds shall be paid to the Surety Bond Issuer; and

(4) The remainder of the proceeds of the 2007A Bonds shall be paid into the Construction Fund—2007A (hereinafter authorized to be created).

The Treasurer of the Port is hereby authorized and directed to create a special account, the “Port of Seattle 2007A Capitalized Interest Account” (the “Capitalized Interest Account-Series 2007A”) for the purpose of holding Series 2007A Bond proceeds and interest earnings thereon to be used and disbursed to pay interest on the Series 2007A Bonds through the date or dates specified by the Designated Port Representative.

The Treasurer of the Port is hereby authorized and directed to create a special fund or account of the Port, designated as the “Port of Seattle Construction Fund, 2007A” (the “Construction Fund—2007A”). The money on deposit in the Construction Fund—2007A and the interest earnings thereon shall be utilized to pay (or pay subordinate lien commercial paper notes issued to pay) or reimburse the Port for the costs of the non-AMT Projects and costs incidental thereto, and costs incurred in connection with the issuance and sale of the Series 2007A Bonds, to the extent designated by the Designated Port Representative.

All or part of the proceeds of the Series 2007A Bonds may be temporarily invested in or with such institutions or in such obligations as may now or hereafter be permitted to port districts of the State of Washington by law and that will mature or otherwise be subject to liquidation at the option of the owner thereof prior to the date on which such money shall be needed.

In the event that it shall not be possible or practicable to accomplish all of the Non-AMT Projects, the Port may apply the proceeds of the Series 2007A Bonds to pay the costs of such portion thereof or such other projects as the Commission shall determine to be in the best interests of the Port, subject to the limitations set forth in the Federal Tax Certificate. Any part of the proceeds of the Series 2007A Bonds remaining in the Construction Fund-2007A and the Series 2007A Capitalized Interest Account after all costs referred to in this section have been paid may be used to acquire, construct, equip and make other improvements to the Facilities of the Port subject to the limitations of the Federal Tax Certificate or may be transferred to the Series 2007 Bond Fund for the uses and purposes therein provided.

(b) *Series 2007B Bond Proceeds.* The proceeds of the Series 2007B Bonds, net of Underwriters’ discount, shall be applied as follows:

(1) A sum specified by the Designated Port Representative to the Treasurer prior to the closing and delivery of the Series 2007B Bonds shall be deposited in the Capitalized Interest Account-Series 2007B (hereinafter authorized to be created);

(2) That portion of the Bond Insurance Policy premium for (or allocable to) the Series 2007B Bonds, if any, shall be paid to the Bond Insurer;

(3) The Common Reserve Fund Requirement allocable to the Series 2007B Bonds shall be deposited to the Common Reserve Fund or, if designated by the Designated Port Representative, all or a portion of the cost of purchasing the Surety Bond, if any, for (or allocable to) the Series 2007B Bonds shall be paid to the Surety Bond Issuer; and

(4) The remainder of the proceeds of the 2007B Bonds shall be paid into the Construction Fund—2007B (hereinafter authorized to be created).

The Treasurer of the Port is hereby authorized and directed to create a special account, the “Port of Seattle 2007B Capitalized Interest Account” (the “Capitalized Interest Account-Series 2007B”) for the purpose of holding Series 2007B Bond proceeds and interest earnings thereon to be used and disbursed to pay interest on the Series 2007B Bonds through the date or dates specified by the Designated Port Representative.

The Treasurer of the Port is hereby authorized and directed to create a special fund or account of the Port, designated as the “Port of Seattle Construction Fund, 2007B” (the “Construction Fund—2007B”). The money on deposit in the Construction Fund—2007B shall be utilized to pay (or pay subordinate lien commercial paper notes issued to pay) or reimburse the Port for the costs of the AMT Projects and costs incidental thereto, and costs incurred in connection with the issuance and sale of the Series 2007B Bonds, to the extent designated by the Designated Port Representative.

All or part of the proceeds of the Series 2007B Bonds may be temporarily invested in or with such institutions or in such obligations as may now or hereafter be permitted to port districts of the State of Washington by law and that will mature or otherwise be subject to liquidation at the option of the owner thereof prior to the date on which such money shall be needed.

In the event that it shall not be possible or practical to accomplish all of the AMT Projects, the Port may apply the proceeds of the Series 2007B Bonds to pay the costs of such portion thereof or such other projects as the Commission shall determine to be in the best interests of the Port, subject to the limitations set forth in the Federal Tax Certificate.

Any part of the proceeds of the Series 2007 Bonds remaining in the Construction Fund—2007B and the Capitalized Interest Account—Series 2007B after all costs referred to in this section have been paid may be used to acquire, construct, equip and make other improvements to the Facilities of the Port subject to the limitations set forth in the Federal Tax Certificate or may be transferred to the Series 2007 Bond Fund for the uses and purposes therein provided.

Section 10. Tax Covenants.

(a) *Tax Covenant.* The Port covenants to undertake all actions required to maintain the tax-exempt status of interest on the Series 2007 Bonds under Section 103 of the Code as set forth in the Federal Tax Certificate.

(b) *No Bank Qualification.* The Series 2007 Bonds shall not be qualified tax-exempt obligations pursuant to Section 265(b) of the Code for investment by financial institutions.

Section 11. Lost, Stolen, Mutilated or Destroyed Series 2007 Bonds. In case any Series 2007 Bond shall be lost, stolen, mutilated or destroyed, the Registrar may execute and deliver a new Series 2007 Bond of like series, date, number and tenor to the Registered Owner thereof upon the owner's paying the expenses and charges of the Port in connection therewith and upon his/her filing with the Port evidence satisfactory to the Port that such Series 2007 Bond was actually lost, stolen or destroyed (including the presentation of a mutilated Series 2007 Bond) and of his/her ownership thereof, and upon furnishing the Port and the Registrar with indemnity satisfactory to both.

Section 12. Forms of Series 2007 Bonds and Registration Certificate.

(a) *Series 2007 Bonds.* The Series 2007 Bonds shall be in substantially the following form:

STATEMENT OF INSURANCE

UNITED STATES OF AMERICA

NO. _____ \$ _____

STATE OF WASHINGTON
PORT OF SEATTLE
REVENUE BOND, SERIES 2007__

Maturity Date: _____, _____ CUSIP No. _____

Interest Rate:

Registered Owner: Cede & Co.

Principal Amount:

THE PORT OF SEATTLE, a municipal corporation organized and existing under and by virtue of the laws of the State of Washington (the "Port"), promises to pay to the Registered Owner identified above, or registered assigns, on the Maturity Date identified above, solely from the special fund of the Port known as the "Port of Seattle Revenue Bond Fund, Series 2007" (the "Series 2007 Bond Fund") created by Resolution No. 3576, as amended (together with Resolution No. 3059, as amended, and as amended and restated by Resolution No. 3577, hereinafter collectively referred to as the "Bond Resolution") the Principal Amount indicated above and to pay interest thereon from the Series 2007 Bond Fund from the date of initial delivery, or the most recent date to which interest has been paid or duly provided for or until

payment of this bond at the Interest Rate set forth above, payable semiannually on the first days of each April and October beginning on October 1, 2007. The principal of, premium, if any, and interest on this bond are payable in lawful money of the United States of America. Both principal and interest shall be paid as provided in the Blanket Issuer Letter of Representations (the "Letter of Representations") by the Port to The Depository Trust Company ("DTC"). Capitalized terms used in this bond which are not specifically defined have the meanings given such terms in the Bond Resolution. The Treasurer of the Port has appointed the fiscal agent for the State of Washington as the initial registrar, authenticating and paying agent for the bonds of this series.

This bond is one of a series of bonds of the Port in the aggregate principal amount of \$_____, of like date, tenor and effect, except as to number, amount, rate of interest and date of maturity and is issued pursuant to the Bond Resolution to finance capital improvements to its marine and aviation facilities. Simultaneously herewith, the Port is issuing its Revenue Bonds, Series 2007__ in the principal amount of \$_____.

The bonds of this issue maturing on and after _____, ____ shall be subject to optional redemption in advance of their scheduled maturity on and after _____ in whole or in part on any date at the following prices, expressed as a percentage of par, plus accrued interest to the date fixed for redemption.

Redemption Periods	Redemption Prices
_____, ____ through _____, _____	____%
_____, ____ and thereafter	____%

[Unless redeemed pursuant to the foregoing optional redemption provisions, the bonds of this series maturing on _____, ____ shall be redeemed by the Port on _____ of the following years in the following principal amounts at a price of par plus accrued interest to the date fixed for redemption:

Redemption Dates	Amounts
	\$

* Final Maturity]

The bonds of this series are [not] private activity bonds. The bonds of this series are not "qualified tax exempt obligations" eligible for investment by financial institutions within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended.

So long as this bond is held by DTC or its nominee, the manner of selection of bonds of this issue within a maturity for redemption and transfer of bonds and the provision of notice of

redemption shall be governed by the Letter of Representations and DTC's operational arrangements. Except as provided in the Bond Resolution, the Port and Registrar shall deem the person in whose name this bond is registered to be the absolute owner hereof for the purpose of receiving payment of the principal of, premium, if any, and interest on the bond and for any and all other purposes whatsoever.

The Port hereby covenants and agrees with the owner and holder of this bond that it will keep and perform all the covenants of this bond and the Bond Resolution.

The Port does hereby pledge and bind itself to set aside from Gross Revenue after payment of Operating Expenses, and to pay into the Series 2007 Bond Fund and the Common Reserve Fund the various amounts required by the Bond Resolution to be paid into and maintained in said Funds, all within the times provided by said Bond Resolution.

Said amounts so pledged to be paid out of Gross Revenue into the Series 2007 Bond Fund and Common Reserve Fund are hereby declared to be a first and prior lien and charge upon the Gross Revenue, subject to payment of the Operating Expenses of the Port and equal in rank to the lien and charge upon such Gross Revenue of the amounts required to pay and secure the payment of the Outstanding Parity Bonds and any revenue bonds of the Port hereafter issued on a parity with the bonds of this issue.

The Port has further bound itself to maintain all of its properties and facilities that contribute in some measure to such Gross Revenue in good repair, working order and condition, to operate the same in an efficient manner and at a reasonable cost, and to establish, maintain and collect rentals, tariffs, rates and charges in the operation of all of its business for as long as any bonds of this issue are outstanding that it will make available, for the payment of the principal thereof and interest thereon as the same shall become due, Net Revenues (as the same are defined in the Bond Resolution) in an amount equal to or greater than the Rate Covenant defined in the Master Resolution.

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

It is hereby certified and declared that this bond and the bonds of this issue are issued pursuant to and in strict compliance with the Constitution and laws of the State of Washington and resolutions of the Port and that all acts, conditions and things required to be done precedent to and in the issuance of this bond have happened, been done and performed.

IN WITNESS WHEREOF, the Port of Seattle has caused this bond to be executed by the manual or facsimile signatures of the President and Secretary of the Port Commission, and the corporate seal of the Port to be impressed or a facsimile thereof imprinted or otherwise reproduced hereon as of the ____ day of _____, 2007.

PORT OF SEATTLE

By _____ /s/ _____
President, Port Commission

ATTEST:

_____/s/_____
Secretary, Port Commission

CERTIFICATE OF AUTHENTICATION

Date of Authentication: _____

This bond is one of the bonds described in the within mentioned Bond Resolution and is one of the Revenue Bonds, Series 2007__ of the Port of Seattle, dated _____, 2007.

WASHINGTON STATE FISCAL AGENCY, as
Registrar

By _____
Authorized Signer

In the event any Series 2007 Bonds are no longer in fully immobilized form, the form of such Series 2007 Bonds may be modified to conform to printing requirements and the terms of this series resolution.

Section 13. Execution. The Series 2007 Bonds shall be executed on behalf of the Port with the manual or facsimile signature of the President of its Commission, shall be attested by the manual or facsimile signature of the Secretary thereof and shall have the seal of the Port impressed or a facsimile thereof imprinted or otherwise reproduced thereon.

Only such Series 2007 Bonds as shall bear thereon a Certificate of Authentication in the form hereinbefore recited, manually executed by the Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this series resolution. Such Certificate of Authentication shall be conclusive evidence that the Series 2007 Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this series resolution.

In case either of the officers of the Port who shall have executed the Series 2007 Bonds shall cease to be such officer or officers of the Port before the Series 2007 Bonds so signed shall

have been authenticated or delivered by the Registrar, or issued by the Port, such Series 2007 Bonds may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the Port as though those who signed the same had continued to be such officers of the Port. Any Series 2007 Bond may also be signed and attested on behalf of the Port by such persons as at the actual date of execution of such Series 2007 Bond shall be the proper officers of the Port although at the original date of such Series 2007 Bond any such person shall not have been such officer.

Section 14. Additional Covenant; Defaults and Remedies.

(a) *Disposal of Income Properties.* In the event of voluntary or involuntary sale, lease, or other conveyance, transfer or disposal of all or substantially all of the marine or aviation properties, assets or facilities, the Port shall require that contemporaneously with such disposition, there shall be paid into a special fund a sum which shall be sufficient to defease all Series 2007 Bonds then Outstanding; provided, however, that such defeasance will not be required so long as the Port maintains primary responsibility for the management and operation of the affected facilities and provided further that all Gross Revenue from such facilities continues to be pledged to all Series 2007 Bonds then Outstanding.

(b) *Defaults and Remedies.* The Port hereby finds and determines that the failure or refusal of the Port or any of its officers to perform the covenants and obligations of this series resolution will endanger the operation of the Facilities and the application of Gross Revenue and such other moneys, funds and securities to the purposes herein set forth. Any one or more of the following shall constitute a Default under this series resolution:

(1) The Port shall fail to make payment of the principal of any Series 2007 Bond when the same shall become due and payable whether by maturity or scheduled redemption prior to maturity; or

(2) The Port shall fail to make payments of any installment of interest on any Series 2007 Bond when the same shall become due and payable; or

(3) The Port shall default in the observance or performance of any other covenants other than conditions, or agreements on the part of the Port contained in Section 17 of this series resolution, and such default shall have continued for a period of 90 days.

In determining whether a payment default has occurred or whether a payment on the Series 2007 Bonds has been made under this series resolution, no effect shall be given to payments made under the Bond Insurance Policy, if any. Upon the occurrence and continuation of any Default, the Registered Owners of the Series 2007 Bonds shall be entitled to exercise the remedies specified in Section 21 of the Master Resolution; but only with respect to the Series 2007 Bonds.

Section 15. Sale of Series 2007 Bonds. The Series 2007 Bonds shall be sold at negotiated sale to the Underwriters pursuant to the terms of the Bond Purchase Contract. The Designated Port Representative is hereby authorized to negotiate terms for the purchase of the

Series 2007 Bonds and to execute the Bond Purchase Contract, with such terms (including the designation of the amount to be deposited to the Common Reserve Fund, which shall be an amount at least necessary to satisfy the Common Reserve Fund Requirement) as are approved by the Chief Executive Officer pursuant to this section and consistent with this series resolution and Resolution No. 3436, as amended. The Commission has been advised by the Underwriters that market conditions are fluctuating and, as a result, the most favorable market conditions may occur on a day other than a regular meeting date of the Commission. The Commission has determined that it would be in the best interest of the Port to delegate to the Chief Executive Officer for a limited time the authority to approve the final interest rates, maturity dates, aggregate principal amounts for each series, principal amounts of each maturity, redemption rights and other terms and conditions of the Series 2007 Bonds. The Chief Executive Officer is hereby authorized to approve the final interest rates, maturity dates, aggregate principal amounts, principal maturities and redemption rights for one or more series of the Series 2007 Bonds in the manner provided hereafter so long as the aggregate principal amount of the Series 2007 Bonds does not exceed \$260,000,000, and so long as the true interest cost for the Series 2007 Bonds (in the aggregate) does not exceed 5.50%.

In determining the final interest rates, maturity dates, aggregate principal amounts, principal maturities, redemption rights of the Series 2007 Bonds and the amount of the deposit to the Common Reserve Fund, the Chief Executive Officer, in consultation with Port staff and the Port's financial advisor, shall take into account those factors that, in his judgment, will result in the lowest true interest cost on the Series 2007 Bonds to their maturity, including, but not limited to current financial market conditions and current interest rates for obligations comparable in tenor and quality to the Series 2007 Bonds. Subject to the terms and conditions set forth in this Section 15, the Designated Port Representative is hereby authorized to execute the final form of the Bond Purchase Contract, upon the Chief Executive Officer's approval of the final interest rates, maturity dates, aggregate principal amounts, principal maturities, redemption rights and the amount of the deposit to the Common Reserve Fund set forth therein. Following the execution of the Bond Purchase Contract, the Chief Executive Officer shall provide a report to the Commission, describing the final terms of the Series 2007 Bonds approved pursuant to the authority delegated in this section. The authority granted to the Chief Executive Officer and the Designated Port Representative by this Section 15 shall expire 60 days after the date of approval of this series resolution. If a Bond Purchase Contract for any one or more series of the Series 2007 Bonds has not been executed within 60 days after the date of final approval of this series resolution, the authorization for the issuance of such series of Series 2007 Bond shall be rescinded, and such Series 2007 Bonds shall not be issued nor their sale approved unless the issuance of such Series 2007 Bonds shall have been re-authorized by resolution of the Commission. The resolution re-authorizing the issuance and sale of such Series 2007 Bonds may be in the form of a new series resolution repealing this series resolution in whole or in part (only with respect to the Series 2007 Bonds not issued) or may be in the form of an amendatory resolution approving a bond purchase contract or establishing terms and conditions for the authority delegated under this Section 15.

Upon the adoption of this series resolution, the proper officials of the Port including the Designated Port Representative, are authorized and directed to undertake all other actions necessary for the prompt execution and delivery of the Series 2007 Bonds to the Underwriters

thereof and further to execute all closing certificates and documents required to effect the closing and delivery of the Series 2007 Bonds in accordance with the terms of the Bond Purchase Contracts.

The Designated Port Representative is authorized to ratify and to approve for purposes of the Rule, on behalf of the Port, the Official Statement (and to approve and deem final any Preliminary Official Statement) and any supplement thereto relating to the issuance and sale of the Series 2007 Bonds and the distribution of the Series 2007 Bonds pursuant thereto with such changes, if any, as may be deemed by him/her to be appropriate.

Section 16. Compliance with Parity Conditions. The Commission hereby finds and determines as required by Section 5 of the Master Resolution, as follows:

First: The Port is not and has not been in default of its covenant under Section 7 of the Master Resolution for the immediately preceding fiscal year (2006); and

Second: The Commission has been assured that prior to the issuance and delivery of the Series 2007 Bonds, the Port will be able to execute a certificate (prepared as prescribed by the Master Resolution) demonstrating fulfillment of the Coverage Requirement, commencing on the first full fiscal year following the earlier of (1) the Date of Commercial Operation of the Facilities to be financed with the proceeds of the Series 2007 Bonds as reasonably estimated by the Port or (2) the date on which any portion of interest on the Series 2007 will not be paid from the proceeds thereof and for the following two fiscal years.

The limitations contained in the conditions provided in Section 5 of the Master Resolution having been complied with, the payments required herein to be made out of the Net Revenues to pay and secure the payment of the principal of, premium, if any, and interest on the Series 2007 Bonds shall constitute a lien and charge upon such Net Revenues equal in rank to the lien and charge thereon of the Outstanding Parity Bonds.

Section 17. Undertaking to Provide Ongoing Disclosure.

(a) *Contract/Undertaking.* This section constitutes the Port's written undertaking for the benefit of the beneficial owners of the Series 2007 Bonds to assist the Underwriters in complying with the Rule. For purposes of this section, "beneficial owner" means any person who has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2007 Bonds, including persons holding Series 2007 Bonds through nominees or depositories.

(b) *Financial Statements/Operating Data.*

(1) *Annual Disclosure Report.* The Port covenants and agrees that not later than six months after the end of each fiscal year (the "Submission Date"), commencing June 30, 2008 for the fiscal year ending December 31, 2007, the Port shall provide or cause to be provided to each NRMSIR and to the SID, if any, an annual report (the "Annual Disclosure Report") that is consistent with the requirements of part (2) of this subsection (b). The Annual

Disclosure Report may be submitted as a single document or as separate documents comprising a package and may include by reference other information as provided in part (2) of this subsection (b); provided that any audited annual financial statements may be submitted separately from the balance of the Annual Disclosure Report and later than the Submission Date if such audited financial statements are not available by the Submission Date. If the Port's fiscal year changes, the Port shall give notice of such change in the same manner as notice is to be given of the occurrence of an event listed in subSection 17(c) hereof, and if for any fiscal year the Port does not furnish an Annual Disclosure Report to the NRMSIRs and to the SID, if any, by the Submission Date, the Port shall send to each NRMSIR notice of its failure to furnish such report pursuant to Section 17(d).

(2) *Content of Annual Disclosure Reports.* The Port's Annual Disclosure Report shall contain or include by reference the following:

(A) *Audited financial statements.* Audited financial statements, except that if any audited financial statements are not available by the Submission Date, the Annual Disclosure Report shall contain unaudited financial statements in a format similar to the audited financial statements most recently prepared for the Port, and the Port's audited financial statements shall be filed in the same manner as the Annual Disclosure Report when and if they become available.

(B) *Operating and Financial Information.* Updated versions of the type of historical operating and financial information contained in the Official Statement and identified in a closing certificate executed by the Designated Port Representative and referencing this section.

Any or all of the listed items may be included by specific reference to other documents, including official statements of debt issues of the Port, or of any related entity, that have been submitted to each of the NRMSIRs and the SID, if any, or to the SEC. If the document included by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The Port shall identify clearly each document so included by reference.

(c) *Material Events.* The Port agrees to provide or cause to be provided, in a timely manner, to the SID, if any, and to each NRMSIR notice of the occurrence of any of the following events with respect to the Series 2007 Bonds, if material:

- Principal and interest payment delinquencies;
- Non-payment related defaults;
- Unscheduled draws on debt service reserves reflecting financial difficulties;
- Unscheduled draws on credit enhancements reflecting financial difficulties;
- Substitution of credit or liquidity providers, or their failure to perform;
- Adverse tax opinions or events affecting the tax-exempt status of the Series 2007 Bonds;

- Modifications to rights of owners;
- Optional, contingent or unscheduled Series 2007 Bond calls other than scheduled sinking fund redemptions for which notice is given pursuant to Exchange Act Release 34-23856;
- Defeasances;
- Release, substitution or sale of property securing the repayment of the Series 2007 Bonds; and
- Rating changes.

Solely for purposes of information, but without intending to modify this agreement, with respect to the notice regarding property securing the repayment of the Series 2007 Bonds, the Port will state in its Preliminary and Final Official Statements that there is no property securing the repayment of the Series 2007 Bonds. The Port shall promptly determine whether the events described above are material.

(d) *Notice Upon Failure to Provide Financial Data.* The Port agrees to provide or to cause to be provided, in a timely manner, to each NRMSIR and to the SID, if any, notice of its failure to provide the annual financial information described in subsection (b) above on or prior to the Submission Date.

(e) *Termination/Modification.* The Port's obligations to provide annual financial information and notices of material events shall terminate upon the legal defeasance (if notice of such defeasance is given as provided above) or payment in full of all of the Series 2007 Bonds. This section, or any provision hereof, shall be null and void if the Port (1) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this section, or any such provision, have been repealed retroactively or otherwise do not apply to the Series 2007 Bonds; and (2) notifies each then existing NRMSIR and the SID, if any, of such opinion and the cancellation of this section. Notwithstanding any other provision of this series resolution, the Port may amend this Section 17 (including the items in the closing certificate referenced above) and any provision of this Section 17 may be waived, in accordance with the Rule; *provided that* (A) if the amendment or waiver relates to the provisions of subsections (b)(1), (b)(2) or (c) above, it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Series 2007 Bonds, or the type of business conducted; (B) the undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Series 2007 Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (C) the amendment or waiver does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the beneficial owners of the Series 2007 Bonds.

In the event of any amendment of or waiver of a provision of this Section 17, the Port shall describe such amendment in the next Annual Disclosure Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Port. In addition, if the amendment relates

to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a material event under Subsection (c), and (ii) the Annual Disclosure Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

(f) *Registered Owner's and Beneficial Owners' Remedies Under this Section.* A Registered Owner's and the beneficial owners' right to enforce the provisions of this section shall be limited to a right to obtain specific enforcement of the Port's obligations hereunder, and any failure by the Port to comply with the provisions of this undertaking shall not be a default under this series resolution.

(g) *Additional Information.* Nothing in this Section 17 shall be deemed to prevent the Port from disseminating any other information, using the means of dissemination set forth in this Section 17 or any other means of communication, or including any other information in any Annual Disclosure Report or notice of occurrence of a material event, in addition to that which is required by this Section 17. If the Port chooses to include any information in any Annual Disclosure Report or notice of the occurrence of a material event in addition to that specifically required by this Section 17, the Port shall have no obligation under this series resolution to update such information or to include it in any future Annual Disclosure Report or notice of occurrence of a material event.

(h) *DisclosureUSA.* The Port may elect to submit the information required by this Section 17 to be filed with the NRMSIRs and the SID, if any, to DisclosureUSA.org to satisfy the filing requirement unless or until the SEC withdraws its approval of this submission process.


Section 18. Bond Insurance. The payments of the principal of and interest on one or more series, or principal maturities within one or more series, of the Series 2007 Bonds may be insured by the issuance of the Bond Insurance Policy. The Designated Port Representative shall solicit proposals from municipal bond insurance companies, and the Designated Port Representative, in consultation with the Port's financial advisor, is hereby authorized to select the proposal that is deemed to be the most cost effective and further to execute the Bond Insurance Commitment with the Bond Insurer, which may include such covenants and conditions as shall be approved by the Designated Port Representative.

Section 19. Severability. If any one or more of the covenants or agreements provided in this series resolution to be performed on the part of the Port shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements in this series resolution and shall in no way affect the validity of the other provisions of this series resolution or of any Parity Bonds.


Section 20. Effective Date. This series resolution shall be effective immediately upon its adoption.

ADOPTED by the Port Commission of the Port of Seattle at a regular meeting thereof, held this 27th day of February, 2007, and duly authenticated in open session by the signatures of the commissioners voting in favor thereof and the seal of the commission duly affixed.

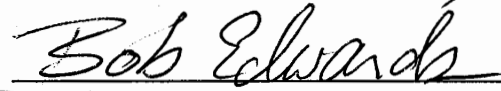
PORT OF SEATTLE



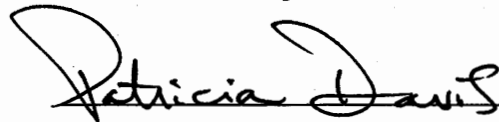
LLOYD HANSEN



ALEC FISKE



BOB EDWARDS



PATRICIA DAVIS

Commissioners

EXHIBIT A-1

Non-AMT Projects

- Terminal 18 Improvements**
- Terminal 25 Improvements**
- Terminal 30/91 Program**
- Terminal 5 Administration Building and Cranes**
- Shilshole Bay Marina Improvements**
- Pier 91 Property Development**

AMT 11/10/11

AMT 11/10/11

AMT 11/10/11

AMT 11/10/11

EXHIBIT A-2

AMT Projects

The improvements, equipment purchases and property acquisition at or adjacent to the following facilities owned by the Port of Seattle and operated by the Port or its tenants:

- (1) Terminal 18 at 2400 to 2900 11th Ave. S.W., Seattle, WA 98134.
- (2) Terminal 5 at 3200 West Marginal Way, Seattle, WA 98106.
- (3) Terminal 91 (including property adjacent to Terminal 91) at 2001 W. Garfield St. Seattle, WA 98119.
- (4) Property situated at 1819 15th Avenue W., Seattle, WA 98119.
- (5) Terminal 25 at 3225 East Marginal Way, Seattle, WA 98134.
- (6) Terminal 30 at 2431 East Marginal Way South, Seattle, WA 98134.
- (7) Terminals 46 at 401 Alaskan Way, Seattle, WA 98134.
- (8) Pier 48 at 201 Alaskan Way South, Seattle, WA 98104.
- (9) Fisherman's Terminal at 1735 West Thurman Avenue, Seattle, WA 98119.
- (10) Maritime Industrial Center at 2700 West Commodore Way Seattle, WA 98199.
- (11) Terminal 86 Grain Terminal at 955 Alaskan Way W., Seattle, WA 98119.
- (12) Terminal 115 at 6020 to 6730 W. Marginal Way SW, Seattle, WA 98106.
- (13) Terminal 117 at 8700 Dallas Avenue, Seattle, WA 98108.
- (14) Pier 2 at 2900 SW Florida Street, Seattle, WA 98126.
- (15) Pier 17 at 1102 SW Massachusetts Street, Seattle, WA 98134.
- (16) Pier 16 at 1124 S.W. Massachusetts St., Seattle, WA 98134.
- (17) Terminal 106 at 7 South Nevada Street, Seattle, WA 98134.
- (18) Terminal 104 at 3629 Duwamish Avenue South, Seattle, WA 98134.
- (19) Terminal 103 at 3838 West Marginal Way, Seattle, WA 98124.
- (20) Terminal 107 at 4700 West Marginal Way Southwest, Seattle, WA 98134.
- (21) Terminal 108 at East Marginal Way South at Diagonal Way S.
- (22) Terminal 102 at 1317 SW Spokane Street, Seattle, WA 98134.
- (23) Shilshole Bay Marina at 7001 Seaview Ave. N.W., Seattle, WA 98107.
- (24) Bell St. Pier at 2201 Alaskan Way, Seattle, WA 98121.
- (25) Pier 66 Uplands at 2200 Alaskan Way, Seattle, WA 98121.
- (26) Pier 69 at 2711 Alaskan Way, Seattle, WA 98121.

(27) Runway, apron and safety areas construction, repairs and improvements; airfield infrastructure repairs and upgrades; noise mitigation; Airport Terminal construction, modification, repairs, improvements and expansion including equipment acquisition; hazardous materials abatement; maintenance facility replacement; roadway and ground transportation improvements; planning work relating to future facilities on or near the Airport; property acquisitions for Airport expansion adjacent or near to the Airport and other airport improvements that are functionally related to the airfield, air terminal and Airport property improvements described above at Seattle-Tacoma International Airport, 17801 Pacific Highway South, SeaTac, WA 98158, which is owned and operated by the Port.

The proceeds are also expected to be used for Port Technology Projects including but not limited to the purchase, installation, and implementation of hardware and software to support business needs at any Port facilities.