

SERIES RESOLUTION  
PORT OF SEATTLE, WASHINGTON

---

RESOLUTION NO 3158

A RESOLUTION of the Port Commission of the Port of Seattle, Washington, authorizing the sale and issuance of Revenue Refunding Bonds, Series 1993C of the Port in the principal amount of \$21,170,000 for the purpose of refunding certain outstanding senior lien revenue bonds of the Port, fixing the date, forms, terms, and maturities for such series and authorizing the approval of interest rates and sale of such bonds

ADOPTED November 12, 1993

Prepared by

PRESTON THORGRIMSON  
SHIDLER GATES & ELLIS  
Seattle Washington

## Table Of Contents

	<b>Page</b>	
Section 1	Definitions	3
Section 2	Refunding Plan	5
Section 3	Authorization of 1993C Bonds and Bond Detail's	6
Section 4	Redemption and Purchase	6
Section 5	Place and Medium of Payment	6
Section 6	Registration	7
Section 7	Series 1993C Bond Fund	9
Section 8	Defeasance	11
Section 9	Refunding Procedures	12
Section 10	Redemption of Refunded Bonds	14
Section 11	Covenants	15
Section 12	Lost Stolen or Destroyed Bonds	17
Section 13	Form of Series 1993C Bonds and Registration Certificates	17
Section 14	Execution	20
Section 15	Registrar	21
Section 16	Defaults and Remedies	21
Section 17	Compliance with Party Conditions	21
Section 18	Sale of Bonds	22
Section 19	Secondary Market Disclosure	22
Section 20	Severability	23
Section 21	Effective Date	23
Exhibit A - Form of Escrow Agreement		
Exhibit B - Form of Letter of Representations		

\* 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 3158

A RESOLUTION of the Port Commission of the Port of Seattle Washington, authorizing the sale and issuance of Revenue Refunding Bonds Series 1993C of the Port in the principal amount of \$21,170 000 for the purpose of refunding certain outstanding senior lien revenue bonds of the Port, fixing the date, forms, terms, and maturities for such series, and authorizing the approval of interest rates and sale of such bonds

WHEREAS the Port of Seattle (the "Port") a municipal corporation of the State of Washington, owns and operates Seattle-Tacoma International Airport and a system of marine terminals and properties, and

WHEREAS the Port has issued and there are currently outstanding the following series of senior lien revenue bonds

<u>Resolution Number</u>	<u>Date of Issue</u>	<u>Original Principal Amt</u>	<u>Currently Outstanding (11/03/93)</u>	<u>Final Maturity Dates</u>
2286	Feb 1 1969	\$20 000 000	\$ 9 430 000	Feb 1, 1999
2397	Nov 1 1971	22 300 000	11 070 000	Nov 1, 2001
2764	July 1 1979	55 000 000	39 150 000	July 1 2009
2861, 2919	Jan 1 1984	26 900 000	15,055 000	Jan 1, 1999
2983	Dec 1 1985	40 800 000	28 020 000	Dec 1 2001

(which 1969 Senior Lien Bonds 1971 Senior Lien Bonds 1979 Senior Lien Bonds, 1984 Senior Lien Bonds and 1985 Senior Lien Bonds are collectively referred to as the "Senior Lien Bonds") and

WHEREAS, the 1969 Senior Lien Bonds mature on February 1 of the following years in the following principal amounts

<u>Bond Nos</u>	<u>Maturity Years</u>	<u>Principal Amounts</u>	<u>Interest Rate</u>
2115-2393	1994	\$1 395 000	5 300%
2394-2686	1995	1 465,000	5 300
2687-2992	1996	1,530 000	5 375
2993-3313	1997	1 605 000	5 375
3314-3649	1998	1 680 000	5 375
3650-4000	1999	1,755 000	4 500

and

WHEREAS Resolution No 2286 authorizes the defeasance and redemption of all or any portion of the outstanding 1969 Senior Lien Bonds at a price of par on February 1 1994 (hereinafter defined as the "1969 Senior Lien Refunded Bonds ") and

WHEREAS the 1984 Senior Lien Bonds mature on January 1 of the following years in the following principal amounts

<u>Maturity Years</u>	<u>Principal Amounts</u>	<u>Interest Rates</u>
1994	\$ 1,990 000	9 20%
1995	2,175,000	9 40
1996	2 375,000	9 60
1997	2 595,000	9 80
1998	2 830 000	10 00
1999	3,090 000	10 10

and

WHEREAS Resolution No 2919 authorizes the defeasance and redemption of all or any portion of the outstanding 1984 Senior Lien Bonds maturing on and after January 1 1995 (hereinafter defined as the "1984 Senior Lien Refunded Bonds") at a price of 102% of par on January 1, 1994, and

WHEREAS the Port has authorized the issuance of revenue bonds in one or more series pursuant to Resolution No 3059 as amended adopted on February 2 1990 (the "Master Resolution") and

WHEREAS the Port has issued and currently has outstanding seven series of revenue bonds pursuant to the Master Resolution as follows

<u>Resolution Number</u>	<u>Date of Issue</u>	<u>Original Principal Amt</u>	<u>Currently Outstanding (11/03/93)</u>	<u>Final Maturity Dates</u>
3060	2/1/90	(A) \$ 66 240 492 05	\$ 64 945 492 05	12/1/14
3060	2/1/90	(B) 59 969 771 35	58 794 771 35	12/1/14
3060	2/1/90	(C) 24,805,000 00	20,535 000 00	12/1/05
3111	4/1/92	(A) 25 450,000 00	24,500,000 00	11/1/17
3111	4/1/92	(B) 115 440,000 00	111,200 000 00	11/1/17
3120	2/1/93	(A) 21 655,000 00	21,655,000 00	4/1/00
3120	2/1/93	(B) 60,750 000 00	55 335 000 00	11/1/01

(the "Outstanding Bonds") and

WHEREAS the Port Commission has received and reviewed a plan to refund the 1969 Senior Lien Refunded Bonds and the 1984 Senior Lien Refunded Bonds (collectively the "Refunded Bonds") and

WHEREAS the net interest rate borne by each series of the Refunded Bonds is higher than the net interest rate which would be borne by refunding bonds if sold on this date and

WHEREAS the bonds authorized under the Master Resolution including the Outstanding Bonds are payable from Net Revenues (as such term is defined in the Master Resolution) and have a lien subordinate to the lien of the Senior Lien Bonds, and

WHEREAS, to effect a savings it is now deemed necessary that the Refunded Bonds (as such term is hereinafter defined) be refunded by the issuance of a series of bonds issued under authority of the Master Resolution and

WHEREAS the Port Commission has held a public hearing on the issuance of such bonds as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and

WHEREAS it is necessary that the date, form terms and maturities of such series of bonds be fixed, and

WHEREAS it is deemed necessary and desirable that such series of bonds be sold pursuant to negotiated sale as herein provided

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

Section 1 Definitions Unless otherwise defined herein, the terms used in this Series Resolution, including the preamble hereto, which 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

"Acquired Obligations" means the investments now or hereafter acquired by the Port to effect the refunding of the Refunded Bonds

Bond Purchase Contract" means the Bond Purchase Contract dated this date among the Port and the Underwriters

Code" means the Internal Revenue Code of 1986 as amended and shall include all applicable regulations and rulings relating thereto

"Co-Paying Agents" means the Registrar appointed for purposes of paying the principal of and interest on the Series 1993C Bonds

Default" has the meaning given such term in Section 16 of this Series Resolution

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 1993C Bonds authorized to be issued by this Series Resolution pursuant to Section 6 of this Series Resolution

Escrow Agent" means Seattle First National Bank, Seattle Washington

Escrow Agreement" means an Escrow Deposit Agreement dated as of the date of closing and delivery of the Series 1993C Bonds between the Port and the Escrow Agent substantially in the form attached hereto as Exhibit A, attached hereto and incorporated by this reference

"Government Obligations" has the meaning given such term in RCW Ch 39.53, as now or hereafter amended

Letter of Representations" means a letter of representations from the Registrar and the Port to DTC in substantially the form of Exhibit B attached hereto and made a part hereof by this reference

"1969 Senior Lien Bond Resolution" means Resolution No 2286 of the Port Commission adopted on January 14 1969

"1969 Senior Lien Bonds" means the Port of Seattle Revenue Bonds, 1969-A, issued pursuant to the 1969 Senior Lien Bond Resolution and further identified in the recitals to this Series Resolution

"1969 Senior Lien Refunded Bonds" means the 1969 Senior Lien Bonds maturing on and after February 1, 1995

"1984 Senior Lien Bond Resolution" means Resolution No 2861 of the Port Commission, adopted on July 13, 1982 as amended by Resolution No 2919 of the Port Commission, adopted on December 13 1983

"1984 Senior Lien Bonds" means the Port of Seattle Revenue Bonds 1984 issued pursuant to the 1984 Senior Lien Bond Resolution and further identified in the recitals to this Series Resolution

"1984 Senior Lien Refunded Bonds" means the 1984 Senior Lien Bonds maturing on and after January 1 1995

"Outstanding Bonds" means the Port's Revenue Bonds Series 1990A, Revenue Bonds Series 1990B and Revenue Bonds Series 1990C issued pursuant to Resolution No 3060 as amended the Revenue Bonds, Series 1992A and Series 1992B issued pursuant to Resolution No 3111, as amended and the Revenue Refunding Bonds Series 1993A and Series 1993B issued pursuant to the 1990 Series Resolution and as further described in the recitals to this Series Resolution

"Parity Bonds" means any revenue obligations issued by the Port pursuant to Section 7 of the Master Resolution which Parity Bonds have a lien upon the Net Revenues for the payment of the principal thereof and interest thereon equal to the lien created upon Net Revenues for the payment of the principal of and interest on the Outstanding Bonds and the Series 1993C Bonds The term "Parity Bonds" shall mean and include the Outstanding Bonds, the Series 1993C Bonds and any Future Parity Bonds

"Refunded Bond Resolutions" means collectively the 1969 Senior Lien Bond Resolution and the 1984 Senior Lien Bond Resolution

"Refunded Bonds" means collectively the 1969 Senior Lien Refunded Bonds and the 1984 Senior Lien Refunded Bonds

"Refunding Account, 1969" means the account by that name established within the Senior Lien Bond Fund pursuant to Section 9 of this Series Resolution

"Refunding Account, 1984" means the account by that name established within the Senior Lien Bond Fund pursuant to Section 9 of this Series Resolution

"Refunding Plan" means the plan for the refunding of the Refunded Bonds set forth in Section 2 of this Series Resolution

"Registered Owner" means the person named as the registered owner of a Series 1993C Bond in the Bond Register

"Registrar" means collectively the fiscal agency of the State of Washington in Seattle Washington, and New York, New York appointed by this Series Resolution for the purposes of registering and authenticating the Series 1993C Bonds maintaining the Bond Register, and effecting transfer of ownership of the Series 1993C Bonds

"Senior Lien Bond Fund" means the Port of Seattle Revenue Bond Redemption Fund established by Resolution No 2143 of the Port Commission

"Series 1993C Bond Fund" means the Port of Seattle Revenue Bond Fund Series 1993C created in the office of the Treasurer of the Port by Section 7 of this Series Resolution

"Series 1993C Debt Service Account" means the account of that name created in the Series 1993C Bond Fund by Section 7(a) of this Series Resolution

"Series 1993C Reserve Account" means the account of that name created in the Series 1993C Bond Fund by Section 7(b) of this Series Resolution

"Series 1993C Reserve Account Requirement" means, with respect to the Series 1993C Bonds the lesser of (i) Maximum Annual Debt Service or (ii) 125% of Average Annual Debt Service, or (iii) 10% of the Principal Amount

"Series 1993C Bonds" means the Port of Seattle, Washington, Revenue Refunding Bonds, Series 1993C, authorized to be issued by Section 3 of this Series Resolution

"Underwriters" means, collectively Lehman Brothers Inc , Goldman, Sachs & Co , PaineWebber Incorporated M R Beal & Company and Artemus Capital Group Inc

## Section 2 Refunding Plan

The Port hereby determines that substantial savings will be realized by the refunding of the Refunded Bonds To accomplish the refunding as set forth in Sections 9 and 10 hereof, the Port shall enter into an escrow agreement (the "Escrow Agreement") with the Escrow Agent and shall issue Additional Bonds as provided in the Master Resolution

As provided in Section 10 of this Series Resolution, a portion of the proceeds of the Series 1993C Bonds shall be deposited in the Refunding Account, 1969 and the Refunding Account 1984 (hereinafter authorized to be created) and shall be used to purchase certain Acquired Obligations specified in an Escrow Agreement The Acquired Obligations held in the respective Refunding Accounts shall be sufficient to make the payments described in Section 9 of this Series Resolution

### Section 3 Authorization of 1993C Bonds and Bond Details

**Bonds** The Port shall issue the Series 1993C Bonds in the principal amount of \$21,170,000 for the purpose of refunding on a current basis the 1969 Senior Lien Refunded Bonds and the 1984 Senior Lien Refunded Bonds and paying costs incidental to the foregoing and to the issuance of the Series 1993C Bonds. The Series 1993C Bonds shall be designated as "Port of Seattle, Washington Revenue Refunding Bonds Series 1993C" shall be registered as to both principal and interest 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 November 1, 1993. shall be in the denomination of \$5,000 each or any integral multiple of \$5,000 provided that no Series 1993C Bond shall represent more than one maturity, shall bear interest from November 1, 1993 until the Series 1993C Bond bearing such interest has been paid or its payment duly provided for, payable on July 1, 1994 and semiannually on the first days of each January and July thereafter, and shall mature on January 1 of the following years in the following amounts and bear interest at the following rates per annum:

<u>Maturity Years (January 1)</u>	<u>Principal Amounts</u>	<u>Interest Rates</u>
1995	\$3,900,000	3.50%
1996	4,105,000	3.65
1997	4,235,000	4.50
1998	4,395,000	4.00
1999	4,535,000	4.25

The Series 1993C Bonds are not general obligations of the Port and no tax revenues of the Port may be used to pay the principal of and interest on the Series 1993C Bonds.

### Section 4 Redemption and Purchase

(a) No Optional Redemption The Series 1993C Bonds shall not be subject to optional redemption prior to their scheduled maturity.

(b) Purchase of Series 1993C Bonds for Retirement The Port reserves the right to use at any time any surplus Gross Revenue available after providing for the payment required by paragraph First through Sixth of Section 4(a) of the Master Resolution to purchase any of the Series 1993C Bonds for retirement.

Section 5 Place and Medium of Payment Both principal of and interest on the Series 1993C Bonds shall be payable in lawful money of the United States of America. For so long as all Series 1993C Bonds are in fully immobilized form, payments of principal and interest thereon shall be made as provided in the Letter of Representations.

In the event that the Series 1993C Bonds are no longer in fully immobilized form, interest on the Series 1993C Bonds shall be paid by check or draft mailed (or by wire transfer to a Registered Owner of such Series 1993C Bonds in aggregate principal amount of \$1,000,000 or



more who so requests) 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 Principal of the Series 1993C Bonds shall be payable upon presentation and surrender of such Bonds by the Registered Owners at the principal office of the Registrar

Section 6 Registration

(a) Registrar/Bond Register The Port hereby appoints the fiscal agency of the State of Washington as the Registrar for the Series 1993C Bonds The Port shall cause a bond register to be maintained by the Registrar So long as any Series 1993C Bonds remain Outstanding, the Registrar shall make all necessary provisions to permit the exchange or registration or transfer of Series 1993C Bonds at its principal office

(b) Registered Ownership The Port and the Registrar each in its discretion, may deem and treat the Registered Owner of each Series 1993C Bond as the absolute owner thereof for all purposes and neither the Port nor the Registrar shall be affected by any notice to the contrary Payment of any such Series 1993C Bond shall be made only as described in Section 5 hereof but such registration may be transferred as herein provided All such payments made as described in Section 5 shall be valid and shall satisfy and discharge the liability of the Port upon such Series 1993C Bond to the extent of the amount or amounts so paid The Port and the Registrar shall be entitled to treat the person in whose name any Series 1993C Bond is registered as the absolute owner thereof for all purposes of this Series Resolution and any applicable laws, notwithstanding any notice to the contrary received by the Registrar or the Port

(c) DTC Acceptance/Letters of Representations To induce DTC to accept the Series 1993C Bonds as eligible for deposit at DTC the Port shall execute and deliver a Letter of Representations upon the delivery of the Series 1993C Bonds The Designated Port Representative is hereby authorized to execute each Letter of Representations in such form as may hereafter be approved by the Designated Port Representative and such approval shall be conclusively presumed by the Designated Port Representative's execution thereof The Series 1993C Bonds initially issued shall be held in fully immobilized form by DTC acting as depository pursuant to the terms and conditions set forth in Exhibit B attached hereto

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 1993C Bonds in respect of 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 1993C Bonds any notice which 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 to DTC) or any consent given or other action taken by DTC as the Registered Owner For so long as any Series 1993C Bonds are held in fully immobilized form

hereunder, DTC or its successor depository shall be deemed to be the Registered Owner for all purposes hereunder and all references herein to the Registered Owners shall mean DTC or its nominee and shall not mean the owners of any beneficial interest in such Series 1993C Bonds

If any Series 1993C Bond shall be duly presented for payment and funds have not been duly provided by the Port on such applicable date then interest shall continue to accrue thereafter on the unpaid principal thereof at the rate stated on such Series 1993C Bond until it is paid

(d) Use of Depository

(i) The Series 1993C Bonds shall be registered initially in the name of "Cede & Co " as nominee of DTC with one Series 1993C Bond maturing on each of the maturity dates for the Series 1993C Bonds in a denomination corresponding to the total principal therein designated to mature on such date Registered ownership of such immobilized Series 1993C Bonds or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee 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 Commission pursuant to subsection (ii) below or such substitute depository's successor or (C) to any person as provided in subsection (iv) below

(ii) 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 Commission to discontinue the system of book entry transfers through DTC or its successor (or any substitute depository or its successor) the Commission may hereafter appoint a substitute depository Any such substitute depository shall be qualified under any applicable laws to provided the services proposed to be provided by it

(iii) In the case of any transfer pursuant to clause (A) or (B) of subsection (i) above the Registrar shall upon receipt of all Outstanding Series 1993C Bonds together with a written request on behalf of the Commission issue a single new Series 1993C Bond and for each maturity then Outstanding, registered in the name of such successor or such substitute depository or their nominees as the case may be all as specified in such written request of the Commission

(iv) 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 Commission determines that it is in the best interest of the beneficial owners of any Series 1993C Bonds that such owners be able to obtain such series in the form of Bond certificates the ownership of such Series 1993C Bonds may then be transferred to any person or entity as herein provided and such series shall no longer be held in fully immobilized form The Commission shall deliver a written request to the Registrar together with a supply of definitive Series 1993C Bonds to issue Series 1993C Bonds as herein provided in any authorized denomination Upon receipt by the Registrar of all then Outstanding Series 1993C Bonds

together with a written request on behalf of the Commission to the Registrar, new Series 1993C Bonds shall be issued in such denominations and registered in the names of such persons as are requested in such written request

(e) Transfer or Exchange of Registered Ownership, Change in Denominations The registered ownership of any Series 1993C Bond may be transferred or exchanged, but no transfer of any such Series 1993C Bond shall be valid unless it is surrendered to the Registrar with the assignment form appearing on such Series 1993C 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 1993C Bond and shall authenticate and deliver without charge to the Registered Owner or transferee therefor a new Series 1993C Bond (or Series 1993C Bonds at the option of the new Registered Owner) of the same date, maturity and interest rate and for the same aggregate principal amount in any authorized denomination naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Series 1993C Bond in exchange for such surrendered and cancelled Series 1993C Bond. Any Series 1993C Bond authorized to be issued by this Series Resolution may be surrendered to the Registrar and exchanged without charge for an equal aggregate principal amount of Series 1993C Bonds of the same date, maturity and interest rate in any authorized denomination. The Registrar shall not be obligated to transfer or exchange any Series 1993C Bond during the 15 days preceding any interest payment or principal payment date.

(f) Registrar's Ownership of Bonds The Registrar may become the Registered Owner of any Series 1993C 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 right of the Registered Owners of Series 1993C Bonds.

(g) Registration Covenant The Port covenants that until all Series 1993C Bonds have been surrendered and cancelled it will maintain a system for recording the ownership of each Series 1993C Bond that complies with the provisions of Section 149 of the Code.

(h) Bonds Payable from Series 1993C Bond Fund The Series 1993C Bonds shall be obligations only of the Series 1993C Bond Fund created hereunder and shall be payable and secured as provided herein. The Series 1993C Bonds do not constitute an indebtedness of the Port within the meaning of the constitutional provisions and limitations of the State of Washington.

Section 7 Series 1993C Bond Fund A special fund of the Port designated the "Port of Seattle Revenue Bond Fund Series 1993C" (the "Series 1993C Bond Fund") is hereby authorized to be created in the office of the Treasurer of the Port for the purpose of paying and securing the

payment of the Series 1993C Bonds. The Series 1993C 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 from time to time of the Series 1993C Bonds.

(a) Series 1993C Debt Service Account. A Series 1993C Debt Service Account is hereby authorized to be created in the Series 1993C Bond Fund for the purpose of paying the principal of and interest on the Series 1993C Bonds.

The Port hereby irrevocably obligates and binds itself for as long as any Series 1993C Bonds remain Outstanding to set aside and pay into the Series 1993C Debt Service Account 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 on Outstanding Series 1993C Bonds; and

(2) such amounts as are required to pay maturing principal of Outstanding Series 1993C Bonds.

(b) Series 1993C Reserve Account. A Series 1993C Bond Reserve Account (the "Series 1993C Reserve Account") is hereby authorized to be created in the Series 1993C Bond Fund for the purpose of securing the payment of the principal of and interest on the Series 1993C Bonds.

The Port hereby covenants and agrees that on the date of issuance of the Series 1993C Bonds, it will deposit the sum of \$2,117,000 in the Series 1993C Reserve Account, in satisfaction of the Series 1993C Reserve Account Requirement.

The Port further covenants and agrees that it will maintain the Series 1993C Reserve Account Requirement. In computing the amount on hand in the Series 1993C Reserve Account all obligations purchased as an investment of moneys therein shall be valued at cost.

If the balances on hand in the Series 1993C Reserve Account are sufficient to satisfy the Series 1993C Reserve Account Requirement, interest earnings shall be applied as provided in the following sentences. Whenever there is a sufficient amount in the Series 1993C Bond Fund including the Series 1993C Reserve Account and the Series 1993C Debt Service Account to pay the principal of and interest on all outstanding Series 1993C Bonds, the money in the Series 1993C Reserve Account may be used to pay such principal and interest. As long as the money left remaining on deposit in the Series 1993C Reserve Account is equal to the Series 1993C Reserve Account Requirement, money in the Series 1993C Reserve Account may be transferred to the Series 1993C Debt Service Account and used to pay the principal of and interest on the Series 1993C Bonds as the same becomes due and payable. The Port also may transfer out of the Series 1993C Reserve Account any money required in order to prevent any Series 1993C Bonds from becoming "arbitrage bonds" under the Code.

If a deficiency in the Series 1993C Debt Service Account shall occur, such deficiency shall be made up from the Series 1993C Reserve Account by the withdrawal of cash therefrom for that purpose and by the sale or redemption of obligations held in the Series 1993C Reserve Account, in such amounts as will provide cash in the Series 1993C Reserve Account sufficient to make up any such deficiency with respect to the Series 1993C Bonds

If any deficiency shall exist in the Series 1993C Reserve Account the Series 1993C Reserve Account Requirement shall be satisfied within one year out of Net Revenues (or out of money on hand legally available for such purpose) after making necessary provisions for the payments required to be made into the Series 1993C Debt Service Account

(c) Pledge and Lien Said amounts so pledged to be paid into the Series 1993C Debt Service Account and the Series 1993C Reserve Account 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 the lien and charge thereon of the Senior Lien Bonds and except for Operating Expenses and except that the amounts so pledged are of equal lien to the lien and charge thereon of the Outstanding Bonds and to any lien and charge thereon which may hereafter be made to pay and secure the payment of the principal of and interest on any Future Party Bonds

(d) Use of Excess Money Money in the Series 1993C Bond Fund not needed to pay the interest or principal and interest next coming due on any Outstanding Series 1993C Bonds or to maintain required reserves therefor may be used to purchase or redeem and retire Series 1993C Bonds Money in the Series 1993C Debt Service Account and the Series 1993C Reserve Account may be invested in any investments legal for port districts

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 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 any Series 1993C Bonds in accordance with their terms are hereafter irrevocably set aside in a special account and pledged to effect such redemption and retirement then no further payments need be made into the Bond Fund for such series or any account therein for the payment of the principal of and interest on the certain Series 1993C Bonds so provided for and such Series 1993C Bonds shall then cease to be entitled to any lien benefit or security of this Series Resolution, except the right to receive the funds so set aside and pledged and notices of early redemption, if any, and such Series 1993C Bonds shall no longer be deemed to be Outstanding hereunder or under any resolution authorizing the issuance of bonds or other indebtedness of the Port

Section 9 Refunding Procedures

(a) 1969 Senior Lien Refunded Bonds

(i) Creation of Refunding Account, 1969 A special account designated as the "Refunding Account, 1969" is hereby authorized to be created in the Senior Lien Bond Fund which Account is to be drawn upon for the sole purpose of paying the principal of and interest on the 1969 Senior Lien Refunded Bonds

(ii) Application of Series 1993C Bond Proceeds A portion of the net proceeds of sale of the Series 1993C Bonds (exclusive of accrued interest thereon, which shall be paid into the Series 1993C Debt Service Account and used to pay a portion of the interest on the Series 1993C Bonds on July 1 1994 and proceeds allocated to costs of issuance which shall be remitted to the Port directly) shall be credited to the Refunding Account, 1969

(iii) Defeasance of 1969 Senior Lien Refunded Bonds Money in the Refunding Account 1969, together with funds deposited by the Port if necessary shall be used immediately upon receipt thereof to defease the 1969 Senior Lien Refunded Bonds and discharge the other obligations of the Port relating thereto under the 1969 Senior Lien Bond Resolution, by providing for the payment of the principal of and interest thereon as hereinafter set forth in this section

(iv) Acquired Obligations The Controller of the Port is hereby authorized to transfer to the Refunding Account, 1969 the proceeds of the Series 1993C Bonds deposited in such Account, that are required to purchase the Acquired Obligations maturing at such times and bearing interest in such amounts as may be required to pay the principal of and interest on the 1969 Senior Lien Refunded Bonds and to redeem and retire the 1969 Senior Lien Refunded Bonds on February 1, 1994 and to provide a beginning cash balance as necessary The Port shall defease the 1969 Senior Lien Refunded Bonds and discharge such obligations by the use of money in the Refunding Account 1969 to purchase certain Government Obligations (which obligations so purchased are herein called "Acquired Obligations"), bearing such interest and maturing as to principal and interest in such amounts and at such times which together with any necessary beginning cash balance will provide for the payment of

(A) interest on the 1969 Senior Lien Refunded Bonds coming due on February 1, 1994,

(B) the redemption price on February 1, 1994 (100% of the principal amount) of the 1969 Senior Lien Refunded Bonds

Such Acquired Obligations shall be purchased at a yield not greater than the yield permitted by the Code (and the Internal Revenue Code of 1954, if applicable) and regulations relating to acquired obligations in connection with refunding bond issues

(b) 1984 Senior Lien Refunded Bonds

(i) Creation of Refunding Account, 1984 A special account designated as the "Refunding Account 1984" is hereby authorized to be created in the Senior Lien Bond Fund which Account is to be drawn upon for the sole purpose of paying the principal of and interest on the 1984 Senior Lien Refunded Bonds

(ii) Application of Series 1993C Bond Proceeds A portion of the net proceeds of sale of the Series 1993C Bonds (exclusive of accrued interest thereon, which shall be paid into the Series 1993C Debt Service Account and used to pay a portion of the interest on the Series 1993C Bonds on July 1 1994 and proceeds allocated to costs of issuance which shall be remitted to the Port directly) shall be credited to the Refunding Account, 1984

(iii) Defeasance of 1984 Senior Lien Refunded Bonds Money in the Refunding Account 1984 together with funds deposited by the Port if necessary shall be used immediately upon receipt thereof to defease the 1984 Senior Lien Refunded Bonds and discharge the other obligations of the Port relating thereto under the 1984 Senior Lien Bond Resolution by providing for the payment of the principal of and interest thereon as hereinafter set forth in this section

(iv) Acquired Obligations The Controller of the Port is hereby authorized to transfer to the Refunding Account 1984 the proceeds of the Series 1993C Bonds deposited in such Account that are required to purchase the Acquired Obligations maturing at such times and bearing interest in such amounts as may be required to pay the principal of and interest on the 1984 Senior Lien Refunded Bonds and to redeem and retire the 1984 Senior Lien Refunded Bonds on January 1, 1994 and to provide a beginning cash balance as necessary The Port shall defease the 1984 Senior Lien Refunded Bonds and discharge such obligations by the use of money in the Refunding Account 1984 to purchase certain Government Obligations (which obligations so purchased are herein called "Acquired Obligations") bearing such interest and maturing as to principal and interest in such amounts and at such times which, together with any necessary beginning cash balance will provide for the payment of

(A) interest on the 1984 Senior Lien Refunded Bonds coming due on January 1, 1994

(B) the redemption price on January 1, 1994 (102% of the principal amount) of the 1984 Senior Lien Refunded Bonds

Such Acquired Obligations shall be purchased at a yield not greater than the yield permitted by the Code (and the Internal Revenue Code of 1954 if applicable) and regulations relating to acquired obligations in connection with refunding bond issues

(c) Appointment of Escrow Agent The Port hereby appoints the corporate trust department of Seattle-First National Bank, Seattle Washington as the Escrow Agent for the Refunded Bonds (the "Escrow Agent") Beginning cash balances if any, and the Acquired

Obligations shall be deposited irrevocably with the Escrow Agent in an amount sufficient to defease and redeem the Refunded Bonds respectively, in accordance with this Section 9 and Section 10 of this Series Resolution

Section 10 Redemption of Refunded Bonds

(a) 1969 Senior Lien Refunded Bonds The Port hereby irrevocably calls the 1969 Senior Lien Refunded Bonds for redemption on February 1, 1994 in accordance with the provisions of Section 5 of the 1969 Senior Lien Bond Resolution, authorizing the redemption and retirement of the 1969 Senior Lien Bonds prior to their fixed maturities

Said defeasance and call for redemption of the 1969 Senior Lien Refunded Bonds shall be irrevocable after the final establishment of the Refunding Account 1969 and delivery of the Acquired Obligations described in Section 9(a) to the Escrow Agent

The Escrow Agent is hereby authorized and directed to provide for the giving of notice of the redemption of the 1969 Senior Lien Refunded Bonds in accordance with the terms of the Escrow Agreement (hereinafter authorized) The Controller of the Port is authorized and requested to provide whatever assistance is necessary to accomplish such redemption and the giving of notice therefor The costs of mailing of such notice shall be an expense of the Port

The Escrow Agent is hereby authorized and directed to pay to the fiscal agency or agencies of the State of Washington sums sufficient to pay when due the payments specified in subparagraph (a)(iv)(A) and (B) of Section 9 of this Series Resolution All such sums shall be paid from the moneys and Acquired Obligations deposited with said Escrow Agent pursuant to the previous section of this Series Resolution and the income therefrom and proceeds thereof

(b) 1984 Senior Lien Refunded Bonds The Port hereby irrevocably calls the 1984 Senior Lien Refunded Bonds for redemption on January 1 1994 in accordance with the provisions of Section 3(B) of the 1984 Senior Lien Bond Resolution authorizing the redemption and retirement of the 1984 Senior Lien Bonds prior to their fixed maturities

Said defeasance and call for redemption of the 1984 Senior Lien Refunded Bonds shall be irrevocable after the final establishment of the Refunding Account 1984 and delivery of the Acquired Obligations described in Section 9(b) to the Escrow Agent

The Escrow Agent is hereby authorized and directed to provide for the giving of notice of the redemption of the 1984 Senior Lien Refunded Bonds in accordance with the terms of the Escrow Agreement (hereinafter authorized) The Controller of the Port is authorized and requested to provide whatever assistance is necessary to accomplish such redemption and the giving of notice therefor The costs of mailing of such notice shall be an expense of the Port

The Escrow Agent is hereby authorized and directed to pay to the fiscal agency or agencies of the State of Washington, sums sufficient to pay, when due, the payments specified in subparagraph (b)(iv)(A) and (B) of Section 9 of this Series Resolution All such sums shall be



paid from the moneys and Acquired Obligations deposited with said Escrow Agent pursuant to the previous section of this Series Resolution, and the income therefrom and proceeds thereof

(c) Escrow Agreement The Port will take such actions as are found necessary to ascertain that all necessary and proper fees compensation and expenses of the Escrow Agent for the Refunded Bonds shall be paid when due The Designated Port Representative is authorized and directed to execute and deliver the Escrow Agreement to the Escrow Agent when the provisions thereof have been fixed and determined for each closing and delivery of the Series 1993C Bonds Such Escrow Agreement shall be substantially in the form of Exhibit A attached to this Series Resolution and by this reference hereby made a part of this Series Resolution

Section 11 Covenants

(a) Arbitrage Covenant The Port hereby covenants that it will not make any use of the proceeds of sale of the Series 1993C Bonds or any other funds of the Port which may be deemed to be proceeds of such Series 1993C Bonds pursuant to Section 148 of the Code (or Section 103(c) of the Internal Revenue Code of 1954 if applicable) and the applicable regulations thereunder which, if such use had been reasonably expected on the date of delivery of the Series 1993C Bonds to the initial purchasers thereof would have caused such Series 1993C Bonds to be "arbitrage bonds" within the meaning of said section and said regulations The Port will comply with the requirements of Section 148 of the Code and the applicable regulations thereunder throughout the term of the Series 1993C Bonds

(b) Use of Proceeds of the Senior Lien Bonds which are Refunded Bonds

(i) The projects financed with the 1969 Senior Lien Bonds and the 1984 Senior Lien Bonds (collectively, the "projects") include only facilities that are directly related and essential to

- (A) servicing aircraft or enabling aircraft to take off and land or
- (B) transferring passengers or cargo to or from aircraft or functionally related and subordinate to such airport facilities (the projects referred to in this subsection (b)(i)(A) and (B) are hereinafter referred to as the "airport projects") or
- (C) docks or wharves or functionally related and subordinate to such docks or wharves (the projects referred to in this subsection (b)(i)(C) are hereinafter referred to as the "marine projects")

(ii) The Port will at all times while the Series 1993C Bonds are Outstanding be the owner of all elements of the projects being refinanced with such Bonds If any portion of the projects is the subject of a lease or management contract with an entity other than a governmental unit then the lease or management contract must meet the requirements of Section 142(b)(1)(B) of the Code

- ≡≡≡
- (iii) The projects shall not include any
- (A) lodging facility,
  - (B) retail facility (including food and beverage facilities) in excess of a size necessary to serve passengers and employees
  - (C) retail facility (other than parking) for passengers or the general public located outside the airport (in the case of an airport project) or the marine terminal (in the case of a marine project)
  - (D) office building for persons who are not employees of a governmental unit or the Port
  - (E) industrial park or manufacturing facility that is to be used for any private business use (within the meaning of Section 141(b)(6) of the Code)
- (iv) Any element of any project that is an office must be located at the airport (in the case of any airport project) or the marine terminal (in the case of a marine project) and no more than a de minimus amount of the functions performed at such office may not be directly related to day-to-day operations of the airport (in the case of an airport project) or the marine terminal (in the case of a marine project). Any storage or training facilities included in any project must be located at the airport (in the case of an airport project) or the marine terminal (in the case of a marine project) and must be of a character and size commensurate with the character and size of the airport (in the case of an airport project) or the marine terminal (in the case of a marine project)
- (v) All elements of the airport projects need to be located at or in close proximity to the take off and landing area in order to perform their functions
- (vi) Any land acquired by the Port as a part of the airport projects will be (A) acquired solely to mitigate damages attributable to airport noise or (B) land that is adjacent to the airport impaired by a significant level of airport noise and (1) in the case of improved land, use of the land and improvements before acquisition is incompatible with the airport noise level, use after acquisition is compatible with the airport noise level and the post acquisition use is essentially different from the pre-acquisition use or (2) in the case of unimproved land (including agricultural land) use of the land after its acquisition will not be incompatible with the level of airport noise
- (vii) Any elements of the marine projects that are functionally related and subordinate to the dock and wharf will be of a character and size commensurate with the character and size of the marine terminal and include only equipment needed to receive and discharge cargo and passengers from a vessel related storage handling, office and passenger areas

(c) Modification of Tax Covenants The covenants of Section 11(a) and (b) are specified solely to assure the continued exemption from regular income taxation of the interest on the Series 1993C Bonds. To that end, the provisions of Section 11(a) and (b) may be modified or eliminated without any requirement for formal amendment thereof upon receipt of an opinion of the Port's bond counsel that such modification or elimination will not adversely affect the tax exemption of interest on any Series 1993C Bonds.

(d) 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 Bonds and Senior Lien Bonds then Outstanding, provided, however that such defeasance will not be required so long as the Port of Seattle 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 Bonds and Senior Lien Bonds then Outstanding.

Section 12. Lost, Stolen or Destroyed Bonds In case any Series 1993C Bond or Bonds shall be lost, stolen or destroyed, the Registrar may execute and deliver a new Series 1993C Bond or Bonds of like 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 1993C Bond was actually lost, stolen or destroyed and of his/her ownership thereof and upon furnishing the Port with indemnity satisfactory to the Port.

Section 13. Form of Series 1993C Bonds and Registration Certificate

(a) The Series 1993C Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA

NO \_\_\_\_\_

\$ \_\_\_\_\_

STATE OF WASHINGTON

PORT OF SEATTLE

REVENUE REFUNDING BOND, SERIES 1993C

Maturity Date \_\_\_\_\_

CUSIP No \_\_\_\_\_

Interest Rate \_\_\_\_\_

Registered Owner \_\_\_\_\_

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 1993C" (the "Bond Fund") created by Resolution No 3158 of the Port Commission (together with Resolution No 3059 as amended hereinafter collectively referred to as the "Bond Resolution") the Principal Amount indicated above and to pay interest thereon from the Bond Fund from November 1 1993, 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 on July 1, 1994 and semiannually thereafter on the first days of each January and July Both principal of and interest on this bond are payable in lawful money of the United States of America Interest shall be paid as provided in the Letter of Representations (the "Letter of Representations") among the Port the Registrar (hereinafter defined) and The Depository Trust Company ("DTC") Principal shall be paid to the Registered Owner or assigns as provided in the Letter of Representations upon presentation and surrender of this bond at the principal office of the fiscal agency of the State of Washington in either Seattle, Washington or New York, New York (collectively the "Registrar") Capitalized terms used in this bond which are not specifically defined have the meanings given such terms in the Bond Resolution

This bond is one of a series of bonds of the Port in the aggregate principal amount of \$21,170,000, 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 refund on a current basis certain outstanding revenue bonds of the Port issued under date of February 1 1969 and January 1 1984

The bonds of this issue are not subject to redemption prior to their scheduled maturity

The bonds of this issue are private activity bonds and 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

This bond is transferable only on the records maintained by the Registrar for that purpose upon the surrender of this bond by the registered owner hereof or his/her duly authorized agent and only if endorsed in the manner provided hereon, and thereupon a new fully registered bond of like principal amount, series maturity and interest rate shall be issued to the transferee in exchange therefor Such exchange or transfer shall be without cost to the registered owner or transferee The Port and Registrar may 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 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 such Gross Revenue and to pay into said Bond Fund and the Reserve Account created therein the various amounts required by the Bond Resolution to be paid into and maintained in said Fund and Account all within the times provided by said Bond Resolution

Said amounts so pledged to be paid out of Gross Revenue into said Bond Fund and Reserve Account are hereby declared to be a first and prior lien and charge upon the Gross Revenue subject to the lien thereon of the Senior Lien Bonds and subject further to 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 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 which 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

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, Washington 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 hereon as of the 1st day of November 1993

PORT OF SEATTLE WASHINGTON

By  /s/ \_\_\_\_\_  
President Port Commission

ATTEST

/s/ \_\_\_\_\_  
Secretary, Port Commission

King County Comptroller's Reference No \_\_\_\_\_

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 Refunding Bonds Series 1993C of the Port of Seattle Washington, dated November 1, 1993

WASHINGTON STATE FISCAL AGENCY  
Registrar

By \_\_\_\_\_  
Authorized Signer

(Form of Assignment)

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells assigns and transfers unto \_\_\_\_\_

PLEASE INSERT SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER OF TRANSFEREE

[ ]

(Please print or typewrite name and address, including zip code of Transferee) \_\_\_\_\_ the within bond and all rights thereunder and does hereby irrevocably constitute and appoint \_\_\_\_\_ of \_\_\_\_\_, or its successor, as Agent to transfer said bond on the books kept by the Registrar for registration thereof, with full power of substitution in the premises

DATED \_\_\_\_\_, 19 \_\_\_\_

SIGNATURE GUARANTEED

\_\_\_\_\_

NOTE The signature of this Assignment must correspond with the name of the registered owner as it appears upon the face of the within bond in every particular without alteration or enlargement or any change whatever

In the event the Series 1993C Bonds are no longer in fully immobilized form the form of such Series 1993C Bonds may be modified to conform to printing requirements and the terms of this Series Resolution

Section 14 Execution The Series 1993C 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 thereon

Only such Series 1993C 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 1993C 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 1993C Bonds shall cease to be such officer or officers of the Port before the Series 1993C Bonds so signed shall have been authenticated or delivered by the Registrar or issued by the Port such Series 1993C 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 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 1993C Bond shall be the

proper officers of the Port although at the original date of such Series 1993C Bond any such person shall not have been such officer

Section 15 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 1993C Bonds authorized by this Series Resolution which shall at all times be open to inspection by the Port The Registrar is authorized, on behalf of the Port, to authenticate and deliver Series 1993C Bonds transferred or exchanged in accordance with the provisions of such Series 1993C 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 1993C Bonds The Registrar may become the owner of Series 1993C Bonds 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 a member of or in any other capacity with respect to any committee formed to protect the rights of Registered Owners of Bonds

Section 16 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

(a) The Port shall fail to make payment of the principal of any Series 1993C Bond when the same shall become due and payable whether by maturity or scheduled redemption prior to maturity

(b) The Port shall fail to make payments of any installment of interest on any Series 1993C Bond when the same shall become due and payable

(c) The Port shall default in the observance or performance of any other covenants conditions or agreements on the part of the Port contained in this Series Resolution, and such default shall have continued for a period of 90 days

Upon the occurrence and continuation of any Default the Registered Owners of the Series 1993C Bonds shall be entitled to exercise the remedies specified in Section 22 of the Master Resolution

Section 17 Compliance with Party Conditions The Commission hereby finds and determines as required by Section 7 of the Master Resolution, as follows

First The Port has not been in default of its covenant under Section 9(a) of the Master Resolution for the immediately preceding fiscal year (1992), and

Second The Series 1993C Bonds are being issued to refund outstanding Senior Lien Bonds, as permitted under Section 7(a) and Section 8(a) of the Master Resolution, without a certificate since the Maximum Annual Debt Service on all Bonds and Senior Lien Bonds Outstanding after the issuance of the Series 1993C Bonds will not be greater than the Maximum Annual Debt Service had the Series 1993C not been issued

The limitations contained in the conditions provided in Sections 7 and 8 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 and interest on the Series 1993C Bonds shall constitute a lien and charge upon such Net Revenues equal in rank to the lien and charge thereon of the Outstanding Bonds

Section 18 Sale of Bonds The Series 1993C Bonds shall be sold at negotiated sale to an underwriting group consisting of Lehman Brothers Inc , Goldman, Sachs & Co , PaineWebber Incorporated M R Beal & Company and Artemis Capital Group Inc (the "Underwriters") under the terms of a Bond Purchase Contract dated this date (the "Bond Purchase Contract ") The Bond Purchase Contract is hereby approved and the Designated Port Representative is hereby authorized and directed to execute the Bond Purchase Contract 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 action necessary for the prompt execution and delivery of the Series 1993C Bonds to the Underwriters thereof and further to execute all closing certificates and documents required to effect the closing and delivery of the Series 1993C Bonds in accordance with the terms of the Bond Purchase Contract

The Designated Port Representative is authorized to review and to approve for purposes of Rule 15c2 12 of the Securities and Exchange Commission, on behalf of the Port, the Official Statement (and any Preliminary Official Statement) relating to the issuance and sale of the Series 1993C Bonds and the distribution of the Series 1993C Bonds pursuant thereto with such changes if any as may be deemed by him/her to be appropriate

Section 19 Secondary Market Disclosure The Port appreciates the support of the investment community for its financing efforts relating to the Outstanding Senior Lien Bonds the Bonds and any bonds that the Port may issue in the future The Port therefore agrees that it will provide annual audited financial statements and other pertinent credit information relevant to the securities of the Port (which may be contained in official statements) including the Port's Comprehensive Annual Financial Report upon request and will provide copies to one or more information providers in the state and local government securities market Periodic credit information also will be provided to rating agencies as necessary for maintaining outstanding ratings on the revenue and general obligations of the Port The official statements of the Port will reflect this commitment



Section 20 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 Series 1993C Bonds

Section 21 Effective Date This Series Resolution shall be effective immediately upon its adoption

ADOPTED by the Port Commission of the Port of Seattle at a meeting thereof, held this 12<sup>th</sup> day of November 1993, 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, WASHINGTON

Gary Grant  
Paul Saef  
Patricia Davis  
Paul S. Blair  
George R. Miller  
Commissioners

**EXHIBIT A**

**TO RESOLUTION NO 3158  
FORM OF ESCROW AGREEMENT**

**ESCROW DEPOSIT AGREEMENT**

**PORT OF SEATTLE**

**Revenue Refunding Bonds  
Series 1993C**

**THIS ESCROW DEPOSIT AGREEMENT**, dated as of the \_\_\_ day of \_\_\_\_\_, 1993 (herein, together with any amendments or supplements hereto called the "Agreement") is entered into by and between the PORT OF SEATTLE (herein called the "Port") and SEATTLE-FIRST NATIONAL BANK, as escrow agent (herein together with any successor in such capacity, called the "Escrow Agent"). The notice addresses of the Port and the Escrow Agent are shown on Exhibit A attached hereto and made a part hereof.

**WITNESSETH**

**WHEREAS**, the Port heretofore has issued and there presently remain outstanding the obligations described in Exhibit B attached hereto (the "Refunded Bonds") and

**WHEREAS**, pursuant to Resolution No 3158 adopted on \_\_\_\_\_, 1993 (the "Series Resolution") the Port has determined to issue its Revenue Refunding Bonds Series 1993C Series 1993D and Series 1993F (the "Refunding Bonds") for the purpose of providing funds to pay the costs of refunding the Refunded Bonds, and

**WHEREAS**, the terms of the Series Resolution provide that the Refunding Bonds shall be issued and delivered on this date and

**WHEREAS**, the Escrow Agent has reviewed the Series Resolution and this Agreement and is willing to serve as Escrow Agent hereunder

**WHEREAS**, pursuant to the Series Resolution, the Refunded Bonds have been designated for redemption prior to their scheduled maturity dates and after provision is made for such redemption, the Refunded Bonds will come due in such years bear interest at such rates and be payable at such times and in such amounts as are set forth in Exhibit C attached hereto and made a part hereof and

**WHEREAS**, when Escrowed Securities for the Refunded Bonds have been deposited with the Escrow Agent for the payment of all principal and interest of the Refunded Bonds when due then the Refunded Bonds shall no longer be regarded as outstanding except for the purpose of receiving payment from the funds provided for such purpose and

**WHEREAS**, the Port's Series Resolution authorizes the Port to issue refunding bonds and to deposit the proceeds from the sale thereof and any other available funds or resources directly with the Escrow Agent for any of the Refunded Bonds and such deposit if made before such payment dates and in sufficient amounts shall constitute the discharge and final payment of the Refunded Bonds and

**WHEREAS**, the Series Resolution further authorizes the Port to enter into an escrow agreement with the Escrow Agent with respect to the safekeeping, investment administration and disposition of any such deposit upon such terms and conditions as the Port and the Escrow Agent may agree and

**WHEREAS**, the issuance sale and delivery of the Refunding Bonds have been duly authorized to be issued sold and delivered for the purpose of obtaining the funds required to

provide for the payment of the principal of, interest on and redemption premium (if any) on the Refunding Bonds when due as shown on Exhibit C attached hereto, and

**WHEREAS**, the Port desires that concurrently with the delivery of the Refunding Bonds to the purchasers thereof certain proceeds of the Refunding Bonds, together with certain other available funds of the Port, shall be applied to purchase certain direct obligations of the United States of America hereinafter defined as the "Escrowed Securities" for deposit to the credit of the Escrow Fund created pursuant to the terms of this Agreement and to establish a beginning cash balance (if needed) in such Escrow Fund and

**WHEREAS**, the Escrowed Securities shall mature and the interest thereon shall be payable at such times and in such amounts so as to provide moneys which, together with cash balances from time to time on deposit in the Escrow Fund will be sufficient to pay interest on the Refunded Bonds as it accrues and becomes payable and the principal of and redemption premium on the Refunded Bonds as it becomes due and payable, and

**WHEREAS**, to facilitate the receipt and transfer of proceeds of the Escrowed Securities, particularly those in book entry form, the Port desires to establish the Escrow Fund at the principal corporate trust office of the Escrow Agent and

**WHEREAS**, the Escrow Agent is a party to this Agreement to acknowledge its acceptance of the terms and provisions hereof

**NOW, THEREFORE**, in consideration of the mutual undertakings, promises and agreements herein contained the sufficiency of which hereby are acknowledged and to secure the full and timely payment of principal of and the interest and redemption premium (if any) on the Refunded Bonds the Port and the Escrow Agent mutually undertake, promise and agree for themselves and their respective representatives and successors as follows

#### **Article I**

##### **Section 1.1 Definitions**

Unless the context clearly indicates otherwise, the following terms shall have the meanings assigned to them below when they are used in this Agreement

"Escrow Fund" means the fund created by this Agreement to be established, held and administered by the Escrow Agent pursuant to the provisions of this Agreement

"Escrowed Securities" means the noncallable Government Obligations described in Exhibit D attached to this Agreement or cash or other noncallable obligations substituted therefor pursuant to Section 4.3 of this Agreement

"Government Obligations" means direct noncallable (a) United States Treasury Obligations (b) United States Treasury Obligations - State and Local Government Series (c) non prepayable obligations which are unconditionally guaranteed as to full and timely payment of principal and interest by the United States of America or (d) REFCORP debt obligations unconditionally guaranteed by the United States

"Paying Agent" means the fiscal agency of the State of Washington, as the paying agent for the Refunded Bonds

##### **Section 1.2 Other Definitions**

The terms "Agreement", "Port", "Escrow Agent", "Series Resolution", "Verification Report", "Refunded Bonds" and "Refunding Bonds" when they are used in this Agreement shall have the meanings assigned to them in the preamble to this Agreement

### **Section 1 3 Interpretations**

The titles and headings of the articles and sections of this Agreement have been inserted for convenience and reference only and are not to be considered a part hereof and shall not in any way modify or restrict the terms hereof. This Agreement and all of the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein and to achieve the intended purpose of providing for the refunding of the Refunded Bonds in accordance with applicable law.

## **Article 2 Deposit of Funds and Escrowed Securities**

### **Section 2 1 Deposits in the Escrow Fund**

Concurrently with the sale and delivery of the Refunding Bonds the Port shall deposit or cause to be deposited with the Escrow Agent, for deposit in the Escrow Fund the funds and Escrowed Securities described in Exhibit D attached hereto and the Escrow Agent shall upon the receipt thereof acknowledge such receipt to the Port in writing.

## **Article 3 Creation and Operation of Escrow Fund**

### **Section 3 1 Escrow Fund**

The Escrow Agent has created on its books a special trust fund and irrevocable escrow (the "Escrow Fund"). The Escrow Agent hereby agrees that upon receipt thereof it will deposit to the credit of the Escrow Fund sufficient funds to purchase the Escrowed Securities described in Exhibit "D" attached hereto. Such deposit all proceeds therefrom and all cash balances from time to time on deposit therein (a) shall be the property of the Escrow Fund (b) shall be applied only in strict conformity with the terms and conditions of this Agreement and (c) are hereby irrevocably pledged to the payment of the principal of and interest and redemption premium on the Refunded Bonds which payment shall be made by timely transfers of such amounts at such times as are provided for in Section 3 2 hereof. When the final transfers have been made for the payment of such principal of and interest on the Refunded Bonds any balance then remaining in the Escrow Fund shall be transferred to the Port and the Escrow Agent shall thereupon be discharged from any further duties hereunder.

### **Section 3 2 Payment of Principal and Interest**

The Escrow Agent is hereby irrevocably instructed to transfer to the Paying Agent from the cash balances from time to time on deposit in the Escrow Fund the amounts required to pay the principal of the Refunded Bonds at their respective or redemption maturity dates and interest thereon to such maturity or redemption dates together with any redemption premium in the amounts and at the times shown in Exhibit C attached hereto.

### **Section 3 3 Sufficiency of Escrow Fund**

The Port represents that based upon the information provided in a certification of the Underwriter the successive receipts of the principal of and interest on the Escrowed Securities will assure that the cash balance on deposit from time to time in the Escrow Fund will be at all times sufficient to provide moneys for transfer to the Paying Agent at the times and in the amounts required to pay the interest on the Refunded Bonds as such interest comes due and the principal of the Refunded Bonds as the Refunded Bonds mature or are paid on an optional redemption date prior to maturity and any redemption premium payable upon the optional redemption of the Refunded Bonds all as more fully set forth in Exhibit E attached hereto. If for any reason, at any time, the cash balances on deposit or scheduled to be on deposit in the Escrow Fund shall be insufficient to transfer the amounts required by the Paying Agent to make the payments set forth in Section 3 2 hereof the Port shall timely deposit in the Escrow Fund from any funds that are lawfully available therefor, additional funds in the amounts required to make such payments. Notice of any such insufficiency shall be given promptly as hereinafter provided but the Escrow Agent shall not in any manner be responsible for any insufficiency of funds in the Escrow Fund or the Port's failure to make additional deposits thereto.

### **Section 3.4 Trust Fund**

The Escrow Agent shall hold at all times the Escrow Fund the Escrowed Securities and all other assets of the Escrow Fund wholly segregated from all other funds and securities on deposit with the Escrow Agent it shall never allow the Escrowed Securities or any other assets of the Escrow Fund to be commingled with any other funds or securities of the Escrow Agent and it shall hold and dispose of the assets of the Escrow Fund only as set forth herein The Escrowed Securities and other assets of the Escrow Fund shall always be maintained by the Escrow Agent as trust funds for the benefit of the owners of the Refunded Bonds, and a special account thereof shall at all times be maintained on the books of the Escrow Agent The owners of the Refunded Bonds shall be entitled to the same preferred claim and first lien upon the Escrowed Securities, the proceeds thereof, and all other assets of the Escrow Fund to which they are entitled as owners of the Refunded Bonds The amounts received by the Escrow Agent under this Agreement shall not be considered as a banking deposit by the Port, and the Escrow Agent shall have no right to title with respect thereto except as a trustee and Escrow Agent under the terms of this Agreement The amounts received by the Escrow Agent under this Agreement shall not be subject to warrants, drafts or checks drawn by the Port or, except to the extent expressly herein provided, by the Paying Agent

### **Article 4 Limitation on Investments**

#### **Section 4.1 Investments.**

Except for the initial investment in the Escrowed Securities and except as provided in Section 4.2 hereof the Escrow Agent shall not have any power or duty to invest or reinvest any money held hereunder or to make substitutions of the Escrowed Securities, or to sell transfer, or otherwise dispose of the Escrowed Securities

#### **Section 4.2 Substitution of Securities**

At the written request of the Port, and upon compliance with the conditions hereinafter stated, the Escrow Agent shall utilize cash balances in the Escrow Fund or sell transfer, otherwise dispose of or request the redemption of the Escrowed Securities and apply the proceeds therefrom to purchase or Government Obligations which do not permit the redemption thereof at the option of the obligor, and in connection therewith the Port reserves the right to call for redemption prior to maturity any of the Refunded Bonds to the extent permitted by their authorizing order Any such transaction may be effected by the Escrow Agent only if (a) the Escrow Agent shall have received a written opinion from a nationally recognized firm of certified public accountants that such transaction will not cause the amount of money and securities in the Escrow Fund to be reduced below an amount sufficient to provide for the full and timely payment of principal of redemption premium on and interest on all of the remaining Refunded Bonds as they become due taking into account any optional redemption thereof exercised by the Port in connection with such transaction and (b) the Escrow Agent shall have received the unqualified written legal opinion of nationally recognized bond counsel or tax counsel to the effect that such transaction will not cause any of the Refunding Bonds or Refunded Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Internal Revenue Code of 1986 as amended or, if applicable Section 103(c) of the Internal Revenue Code of 1954 as amended

### **Article 5 Application of Cash Balances**

#### **Section 5.1 In General.**

Except as provided in Section 3.2 and 4.2 hereof no withdrawals transfers, or reinvestment shall be made of cash balances in the Escrow Fund Cash balances shall be held by the Escrow Agent in U S currency and as cash balances as shown on the books and records of the Escrow Agent and shall not be reinvested by the Escrow Agent

## **Article 6 Redemption of Refunded Bonds**

### **Section 6.1 Call for Redemption**

The Port hereby irrevocably calls the Refunded Bonds for redemption on their earliest redemption dates and on Appendix "A" attached hereto

### **Section 6.2 Notice of Redemption**

The Escrow Agent agrees to give notice of the redemption of the Refunded Bonds pursuant to the terms of the Refunded Bonds and in substantially the form attached hereto as Appendix A attached hereto. The Escrow Agent hereby certifies that provision satisfactory and acceptable to the Escrow Agent has been made for the giving of notice of redemption of the Refunded Bonds

## **Article 7 Records and Reports**

### **Section 7.1 Records**

The Escrow Agent will keep books of record and account in which complete and accurate entries shall be made of all transactions relating to the receipts, disbursements, allocations and application of the money and Escrowed Securities deposited to the Escrow Fund and all proceeds thereof, and such books shall be available for inspection during business hours and after reasonable notice

### **Section 7.2 Reports**

While this Agreement remains in effect the Escrow Agent annually shall prepare and send to the Port a written report summarizing all transactions relating to the Escrow Fund during the preceding year including, without limitation credits to the Escrow Fund as a result of interest payments on or maturities of the Escrowed Securities and transfers from the Escrow Fund for payments on the Refunded Bonds or otherwise together with a detailed statement of all Escrowed Securities and the cash balance on deposit in the Escrow Fund as of the end of such period

## **Article 8 Concerning the Escrow Agent**

### **Section 8.1 Representations**

The Escrow Agent hereby represents that it has all necessary power and authority to enter into this Agreement and undertake the obligations and responsibilities imposed upon it herein and that it will carry out all of its obligations hereunder

### **Section 8.2 Limitation on Liability**

The liability of the Escrow Agent to transfer funds for the payment of the principal of and interest on the Refunding Bonds shall be limited to the proceeds of the Escrowed Securities and the cash balances from time to time on deposit in the Escrow Fund. Notwithstanding any provision contained herein to the contrary, the Escrow Agent shall have no liability whatsoever for the insufficiency of funds from time to time in the Escrow Fund or any failure of the obligors of the Escrowed Securities to make timely payment thereon, except for the obligation to notify the Port promptly of any such occurrence

The recitals herein and in the proceedings authorizing the Refunding Bonds shall be taken as the statements of the Port and shall not be considered as made by or imposing any obligation or liability upon, the Escrow Agent

The Escrow Agent is not a party to the proceedings authorizing the Refunding Bonds or the Refunded Bonds and is not responsible for nor bound by any of the provisions thereof (except to the extent that the Escrow Agent may be a place of payment and paying agent

and/or a paying agent/registrars therefor) In its capacity as Escrow Agent it is agreed that the Escrow Agent need look only to the terms and provisions of this Agreement

The Escrow agent makes no representations as to the value conditions or sufficiency of the Escrow Fund or any part thereof or as to the title of the Port thereto, or as to the security afforded thereby or hereby and the Escrow Agent shall not incur any liability or responsibility in respect to any of such matters

It is the intention of the parties hereto that the Escrow Agent shall never be required to use or advance its own funds or otherwise incur personal financial liability in the performance of any of its duties or the exercise of any of its rights and powers hereunder

The Escrow Agent shall not be liable for any action taken or neglected to be taken by it in good faith in any exercise of reasonable care and believed by it to be within the discretion or power conferred upon it by this Agreement nor shall the Escrow Agent be responsible for the consequences of any error of judgment and the Escrow Agent shall not be answerable except for its own action neglect or default, nor for any loss unless the same shall have been through its negligence or want of good faith

Unless it is specifically otherwise provided herein, the Escrow Agent has no duty to determine or inquire into the happening or occurrence of any event or contingency or the performance or failure of performance of the Port with respect to arrangements or contracts with others with the Escrow Agents sole duty hereunder being to safeguard the Escrow Fund to dispose of and deliver the same in accordance with this Agreement If however the Escrow Agent is called upon by the terms of this Agreement to determine the occurrence of any event or contingency the Escrow Agent shall be obligated in making such determination only to exercise reasonable care and diligence and in event of error in making such determination the Escrow Agent shall be liable only for its own misconduct or its negligence In determining the occurrence of any such event or contingency the Escrow Agent may request from the Port or any other person such reasonable additional evidence as the Escrow Agent in its discretion may deem necessary to determine any fact relating to the occurrence of such event or contingency and in this connection may make inquiries of and consult with, among others the Port at any time

### **Section 8.3 Compensation**

The Port shall pay to the Escrow Agent fees for performing the services hereunder and for the expenses incurred or to be incurred by the Escrow Agent in the administration of this Agreement pursuant to the terms of the Fee Schedule attached hereto as Appendix B The Escrow Agent hereby agrees that in no event shall it ever assert any claim or lien against the Escrow Fund for any fees for its services whether regular or extraordinary as Escrow Agent or in any other capacity or for reimbursement for any of its expenses as Escrow Agent or in any other capacity

### **Section 8.4 Successor Escrow Agents**

If at any time the Escrow Agent or its legal successor or successors should become unable through operation of law or otherwise to act as escrow agent hereunder or if its property and affairs shall be taken under the control of any state or federal court or administrative body because of insolvency or bankruptcy or for any other reason, a vacancy shall forthwith exist in the office of Escrow Agent hereunder In such event the Port by appropriate action, promptly shall appoint an Escrow Agent to fill such vacancy If no successor Escrow Agent shall have been appointed by the Port within 60 days a successor may be appointed by the owners of a majority in principal amount of the Refunded Bonds then outstanding by an instrument or instruments in writing filed with the Port signed by such owners or by their duly authorized attorneys in-fact If in a proper case no appointment of a successor Escrow Agent shall be made pursuant to the foregoing provisions of this section within three months after a vacancy shall have occurred the owner of any Refunded Obligation may apply to any court of competent jurisdiction to appoint a successor Escrow Agent Such court may thereupon after such notice if any as it may deem proper, prescribe and appoint a successor Escrow Agent

Any successor Escrow Agent shall be a corporation organized and doing business under the laws of the United States or the State of Washington, authorized under such laws to exercise corporate trust powers having its principal office and place of business in the State of Washington, having a combined capital and surplus of at least \$21,170,000 and subject to the supervision or examination by federal or state authority

Any successor Escrow Agent shall execute, acknowledge and deliver to the Port and the Escrow Agent an instrument accepting such appointment hereunder, and the Escrow Agent shall execute and deliver an instrument transferring to such successor Escrow Agent subject to the terms of this Agreement all the rights, powers and trusts of the Escrow Agent hereunder. Upon the request of any such successor Escrow Agent, the Port shall execute any and all instruments in writing for more fully and certainly vesting in and confirming to such successor Escrow Agent all such rights, powers and duties

The obligations assumed by the Escrow Agent pursuant to this Agreement may be transferred by the Escrow Agent to a successor Escrow Agent if (a) the requirements of this Section 8.3 are satisfied, (b) the successor Escrow Agent has assumed all the obligations of the Escrow Agent under this Agreement, and (c) all of the Escrowed Securities and money held by the Escrow Agent pursuant to this Agreement have been duly transferred to such successor Escrow Agent

## **Article 9 Miscellaneous**

### **Section 9.1 Notice**

Any notice, authorization, request or demand required or permitted to be given hereunder shall be in writing and shall be deemed to have been duly given when mailed by registered or certified mail, postage prepaid, addressed to the Port or the Escrow Agent at the address shown on Exhibit A attached hereto. The United States Post Office registered or certified mail receipt showing delivery of the aforesaid shall be conclusive evidence of the date and fact of delivery. Any party hereto may change the address to which notices are to be delivered by giving to the other parties not less than ten (10) days prior notice thereof.

### **Section 9.2 Termination of Responsibilities.**

Upon the taking of all the actions as described herein by the Escrow Agent, the Escrow Agent shall have no further obligations or responsibilities hereunder to the Port, the owners of the Refunded Bonds or to any other person or persons in connection with this Agreement.

### **Section 9.3 Binding Agreement**

This Agreement shall be binding upon the Port and the Escrow Agent and their respective successors and legal representatives and shall inure solely to the benefit of the owners of the Refunded Bonds, the Port, the Escrow Agent and their respective successors and legal representatives.

### **Section 9.4 Severability**

In case any one or more of the provisions contained in this Agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this Agreement, but this Agreement shall be construed as if such invalid or illegal or unenforceable provision had never been contained herein.



**Section 9 5 Washington Law Governs**

This Agreement shall be governed exclusively by the provisions hereof and by the applicable laws of the State of Washington

**Section 9 6 Time of the Essence**

Time shall be of the essence in the performance of obligations from time to time imposed upon the Escrow Agent by this Agreement

**Section 9 7 Notice to Moody's and S&P**

In the event that this agreement or any provision thereof is severed, amended or revoked, the Port shall provide prior written notice of such severance, amendment or revocation to Moody's Investors Service at 99 Church Street, New York, New York 10007, Attention Public Finance Rating Desk/ Refunded Bonds and to Standard & Poor's Corporation at 25 Broad Street, New York, New York 10004 Attention Public Finance Rating Desk/Refunded Bonds

**Section 9 8 Amendments.**

This Agreement shall not be amended except to cure any ambiguity or formal defect or omission in this Agreement No amendment shall be effective unless the same shall be in writing and signed by the parties thereto No such amendment shall adversely affect the rights of the holders of the Refunded Bonds No such amendment shall be made without first receiving written confirmation from the rating agencies (if any) which have rated the Refunded Bonds that such administrative changes will not result in a withdrawal or reduction of its rating then assigned to the Refunded Bonds If this Agreement is amended prior written notice and copies of the proposed changes shall be given to the rating agencies which have rated the Refunded Bonds

**EXECUTED** as of the date first written above

**PORT OF SEATTLE**

\_\_\_\_\_  
Chief Financial Officer

**SEATTLE-FIRST NATIONAL BANK by  
BANKAMERICA STATE TRUST COMPANY,  
as authorized agent**

\_\_\_\_\_  
Authorized Officer

- Exhibit A - Addresses of the Port and the Esc ow Agent
- Exhibit B - Description of the Refunded Bonds
- Exhibit C - Schedule of Debt Service on Refunded Bonds
- Exhibit D - Description of Beginning Cash Deposit (if any) and Escrowed Securities
- Exhibit E - Escrow Fund Cash Flow
- Appendix A - Notice of Redemption
- Appendix B - Fee Schedule

**EXHIBIT A**  
**Addresses of the Port, Treasurer and Escrow Agent**

**Port**

Port of Seattle  
P O Box 1209  
Seattle WA 98111

Attention Chief Financial Officer

**Treasurer**

King County Office of Finance  
County Administration Building  
500 Fourth Avenue, Sixth Floor  
Seattle, WA 98104

Attention Cash Management Supervisor

**Escrow Agent**

Seattle-First National Bank  
1100 Second Avenue Fifth Floor  
Seattle WA 98124-0425

Attention Corporate Trust Department

**EXHIBIT B**  
**Description of the Refunded Bonds**

Port of Seattle

Revenue Bonds 1969A

<u>Maturity Year (February 1)</u>	<u>Principal Amount</u>	<u>Interest Rates</u>
1995	\$1,465,000	5.300%
1996	1,530,000	5.375
1997	1,605,000	5.375
1998	1,680,000	5.375
1999	1,755,000	4.500

Port of Seattle

Revenue Bonds, 1984

<u>Maturity Years</u>	<u>Principal Amounts</u>	<u>Interest Rates</u>
1995	\$2,175,000	9.40%
1996	2,375,000	9.60
1997	2,595,000	9.80
1998	2,830,000	10.00
1999	3,090,000	10.10

**EXHIBIT C**  
**Schedule of Debt Service on Refunded Bonds**

**1969 Senior Lien Bonds (Series 1993C)**

<u>Interest</u>	<u>Principal</u>	<u>Total</u>
\$	\$	= \$

**1984 Senior Lien Refunded Bonds (Series 1993C)**

<u>Interest</u>	<u>Principal</u>	<u>Total</u>
\$	\$	= \$

**EXHIBIT D  
Escrow Deposit**

**Date of deposit**

**I Cash - \$ \_\_\_\_\_**

**II Other Obligations**

Description	Principal Amount	Yield	Cost	Maturity Date
	\$	%	\$	

*(Handwritten mark)*

**EXHIBIT E**  
**Escrow Fund Cash Flow**

Series 1993C (1984 Senior Lien Refunded Bonds)

<u>Date</u>	<u>Escrow Requirement</u>	<u>Net Escrow Receipts</u>	<u>Excess Receipts</u>	<u>Excess Balance</u>
	\$	\$	\$	\$

Series 1993C (1969 Senior Lien Bonds)

<u>Date</u>	<u>Escrow Requirement</u>	<u>Net Escrow Receipts</u>	<u>Excess Receipts</u>	<u>Excess Balance</u>
	\$	\$	\$	\$

**APPENDIX A-1**  
**Notice of Redemption**

**PORT OF SEATTLE F, REVENUE BONDS, 1969-A**

NOTICE IS HEREBY GIVEN that the Port of Seattle has called for redemption on February 1 1994 all of its then outstanding Revenue Bonds 1969-A (the "Bonds")

The Bonds will be redeemed at a price of 100 percent (100%) of their principal amount, plus interest accrued to February 1 1994. The redemption price of the Bonds is payable on presentation and surrender of the Bonds at the office of

The Bank of New York Fiscal Agency Department Ground Floor 101 Barclay Street 7 East New York NY 10286	-or-	First Interstate Bank of Washington, N A Corporate Trust Department 14th Floor - M/S 257 999 Third Avenue Seattle WA 98104
---	------	---

Interest on all Bonds or portions thereof which are redeemed shall cease to accrue on January 1 1994.

The following Bonds are being redeemed:

<u>Bond Numbers</u>	<u>Principal Amount</u>	<u>Date of Maturity</u>	<u>Cusip Number</u>
2394-2686	\$1 465 000	1995	
2687-2992	1 530 000	1996	
2993-3313	1 605,000	1997	
3314-3649	1,680 000	1998	
3650-4000	1 755 000	1999	

**By Order of the Port of Seattle**

**The Bank of New York, as Paying Agent**

Dated \_\_\_\_\_

Under the Interest and Dividend Tax Compliance Act of 1983, payor may be required to withhold 31% of the redemption price from any Bondowner who fails to provide to payor and certify under penalties of perjury, a correct taxpayer identifying number (employer identification number or social security number as appropriate) or an exemption certificate on or before the date the Bonds are presented for payment. Bondowners who wish to avoid the application of these provisions should submit a completed Form W 9 when presenting their Bonds.

This notice shall be given by one publication thereof in the official newspaper of King County Washington and in a financial newspaper or journal of general circulation throughout the United States with each such publication to be not more than 40 nor less than 30 days prior to said redemption date and mailing a like notice at the same time to White Weld & Co Merrill Lynch, Pierce Fenner & Smith Incorporated at their main office (or to its business successor). If any of the 1969 Senior Lien Bonds shall have been registered on the books of the Paying Agent written notice shall also be mailed to each registered owner no more than 40 nor less than 30 days prior to the date fixed for redemption. In addition, notice of redemption shall be mailed to Standard & Poor's Corporation and to Moody's Investors Service.

**APPENDIX A-2 ;  
Notice of Redemption**

**PORT OF SEATTLE, REVENUE BONDS, 1984**

NOTICE IS HEREBY GIVEN that the Port of Seattle has called for redemption on January 1 1994 all of its then outstanding Revenue Bonds 1984 (the "Bonds")

The Bonds will be redeemed at a price of 102 percent (102%) of their principal amount, plus interest accrued to January 1, 1994. Such call for redemption shall be conditioned upon the receipt by the Paying Agent of amounts sufficient to pay the redemption price. The redemption price of the Bonds is payable on presentation and surrender of the Bonds at the office of

The Bank of New York Fiscal Agency Department Ground Floor 101 Barclay Street 7 East New York, NY 10286	-or-	First Interstate Bank of Washington, N A Corporate Trust Department 14th Floor - M/S 257 999 Third Avenue Seattle WA 98104
--	------	---

Interest on all Bonds or portions thereof which are redeemed shall cease to accrue on January 1 1994.

The following Bonds are being redeemed:

<u>Principal Amount</u>	<u>Date of Maturity (January 1)</u>	<u>Cusip Number</u>
\$2 175 000	1995	
2 375 000	1996	
2 595 000	1997	
2 830 000	1998	
3 090 000	1999	

**By Order of the Port of Seattle**

**The Bank of New York, as Paying Agent**

Dated \_\_\_\_\_

Under the Interest and Dividend Tax Compliance Act of 1983 payor may be required to withhold 31% of the redemption price from any Bondowner who fails to provide to payor and certify under penalties of perjury a correct taxpayer identifying number (employer identification number or social security number, as appropriate) or an exemption certificate on or before the date the Bonds are presented for payment. Bondowners who wish to avoid the application of these provisions should submit a completed Form W-9 when presenting their Bonds.

\_\_\_\_\_  
This notice shall be given not less than 30 nor more than 60 days prior to the date fixed for redemption by first class mail postage prepaid to the registered owner of the 1984 Senior Lien Refunded Bonds at the address appearing on the Bond Register for such Bonds. In addition, notice shall also be mailed to Standard & Poor's Corporation and to Moody's Investors Service at their offices in New York, New York.



**Fee Schedule**

**APPENDIX B**

**EXHIBIT B**

**Form of Letter of Representations**

---

=