

RESOLUTION NO. 2919

A RESOLUTION of the Port Commission of the Port of Seattle, Washington, providing for the issuance of revenue bonds of the port district in the aggregate principal amount of \$26,900,000; fixing the date, form, terms and maturities of such bonds; supplementing and amending Sections 1, 2, 3, 7 and 10 of Resolution No. 2861; amending Sections 1.1 and 3.3 of Resolution No. 2872 as amended by Resolution No. 2913; and accepting an offer to purchase said bonds.

WHEREAS, Resolution No. 2861 of the Port of Seattle (the "Port") adopted by the Port Commission on July 13, 1982, authorized the issuance and sale of \$25,000,000 of Port revenue bonds to provide part of the funds required to redeem and retire the \$25,000,000 Second Lien Revenue Warrant, Series 1981, of the Port issued pursuant to Resolution No. 2827; and

WHEREAS, pursuant to Resolution No. 2862 the Port issued \$25,000,000 of its Revenue Bond Anticipation Notes in anticipation of the issuance of the bonds authorized by Resolution No. 2861 and, with the proceeds thereof, redeemed and retired said Second Lien Revenue Warrant; and

WHEREAS, it is now deemed to be in the best interest of the Port that the \$25,000,000 of Revenue Bond Anticipation Notes be redeemed and retired through the issuance of revenue bonds; and

WHEREAS, it is now deemed necessary and advisable that the Port issue \$26,900,000 of revenue bonds in order to provide moneys for such redemption and retirement, to fund six month's interest on such bonds and to pay the costs of issuance thereof including provision for a sale at discount.

NOW, THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Seattle, Washington, as follows:

Section 1. Section 1 of Resolution No. 2861 is hereby amended to read as follows:

Section 1. Definitions. As used in this resolution, unless a different meaning clearly appears from the context:

A. "Bonds" means the \$26,900,000 principal amount of revenue bonds of the Port issued pursuant to this resolution for the purposes herein provided.

B. "Bond Redemption Fund" means the Port of Seattle Revenue Bond Redemption Fund created by Section 5 of Resolution No. 2143 for the purpose of paying the principal of and interest on the Outstanding Parity Bonds and all bonds issued on a parity therewith.

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

D. "Co-Paying Agents" mean the Bond Registrar appointed for purposes of paying the principal of and interest and premium, if any, on the Bonds.

E. "Commission" means the Commission of the Port as the same shall be duly and regularly constituted from time to time.

F. "Facilities" means all property, real and personal, or any interest therein and whether improved or unimproved, now or hereafter (for as long as any of the Outstanding Parity Bonds, the Bonds and any Future Parity Bonds are outstanding) owned, operated, used, leased or managed by the Port and which contribute in some measure to its Gross Revenue.

G. "Future Parity Bonds" means any revenue bonds or revenue warrants of the Port issued after the date of

issuance of the Bonds and, which will have a lien upon the Gross Revenue for the payment of the principal thereof and interest thereon equal to the lien created upon such Gross Revenue for the payment of the principal of and interest on the Outstanding Parity Bonds and the Bonds.

H. "Gross Revenue" means all operating and nonoperating income and revenue derived by the Port from time to time from any source whatsoever, except that income and revenue which may not be pledged legally for revenue bond debt service.

I. "Net Revenue" means Gross Revenue less any part thereof that must be used to pay the normal costs of maintenance and operation of the Facilities of the Port and normal costs of administration of the business of the Port, but before depreciation.

J. "Outstanding Parity Bonds" means the outstanding revenue bonds of the Port issued pursuant to the following resolutions under the following dates:

<u>Resolution No.</u>	<u>Date of Bonds</u>
2143	November 1, 1963
2242	November 1, 1966
2264	November 1, 1967
2272	July 1, 1968
2286	February 1, 1969
2397	November 1, 1971
2504	November 1, 1973
2653	October 1, 1976
2764	July 1, 1979

K. "Port" means the Port of Seattle, a municipal corporation duly organized and existing as a port district under and by virtue of the laws of the State of Washington.

L. "Reserve Account" means the account of that name created in the Bond Redemption Fund by Section 6 of Resolution No. 2143 for the purpose of securing the payment

of the principal of and interest on all bonds payable out of the Bond Redemption Fund.

Section 2. Section 2 of Resolution No. 2861 is hereby amended to read as follows:

"Section 2. Authorization of Bonds. The Port shall issue the Bonds in the aggregate principal amount of \$26,900,000 to provide funds to redeem and retire Revenue Bond Anticipation Notes issued pursuant to Resolution No. 2862, to fund approximately six months' interest on the Bonds, to provide for a discount and to pay costs of issuance."

Section 3. Bond Details. Section 3 of Resolution No. 2861 is hereby amended to read as follows:

"Section 3. Bond Details.

A. Date, Denomination, Transfer, Payment.

The Bonds shall be designated as "Port of Seattle Revenue Bonds, 1984," shall be dated January 1, 1984, shall be in the denomination of \$5,000 each or any integral multiple of \$5,000, provided no Bond shall represent more than one maturity, shall be registered as to both principal and interest, and shall bear interest from January 1, 1984, until the Bond bearing such interest has been paid or its payment duly provided for, payable July 1, 1984, and semiannually on the first days of each January and July thereafter. The Bonds shall be numbered separately in the manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification, and shall mature on January 1 of the following years in the following amounts:

<u>Maturity Year</u>	<u>Principal Amount</u>
1985	\$ 900,000
1986	985,000
1987	1,075,000
1988	1,175,000
1989	1,285,000
1990	1,400,000
1991	1,530,000
1992	1,670,000
1993	1,825,000
1994	1,990,000
1995	2,175,000
1996	2,375,000
1997	2,595,000
1998	2,830,000
1999	3,090,000

Upon surrender thereof to the Bond Registrar, the Bonds are interchangeable for bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. Bonds may be

transferred only if endorsed in the manner provided thereon and surrendered to the Bond Registrar. Such exchange or transfer shall be without cost to the owner or transferee.

The owner of any Bond redeemed in part will receive, upon surrender of such Bond, a new Bond in principal amount equal to the unredeemed portion of the Bond so surrendered.

Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America. Interest on the Bonds shall be paid by check or draft mailed to the registered owners or assigns at the addresses appearing on the Bond Register on the 15th day of the month preceding the interest payment date. Principal of the Bonds shall be payable upon presentation and surrender thereof by the registered owners at the office of a Co-Paying Agent.

The Bonds shall be obligations only of the Bond Redemption Fund and shall be payable and secured as provided herein. The Bonds are not general obligations of the Port. The Bonds are special obligations of the Port and do not constitute an indebtedness of the Port within the meaning of the constitutional provisions and limitations of the State of Washington.

B. Prior Redemption.

(1) Optional Redemption. The Port hereby reserves the right, at its option, to redeem the outstanding Bonds in whole, or in part in inverse order of maturity (by lot within a maturity in such manner as the Bond Registrar shall determine), on any interest payment date on and after January 1, 1994, at the following prices, expressed as a percentage of the principal amount of the Bonds to be redeemed, plus accrued interest to the date fixed for redemption:

<u>Redemption Date</u>	<u>Redemption Prices</u>
January 1 and July 1, 1994	102%
January 1 and July 1, 1995	101%
January 1, 1996 and thereafter	100%

(2) Notice of Call. Notice of any such redemption 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 any Bond to be redeemed at the address appearing on the Bond Register. The requirements of this section shall be deemed to be complied with when notice is mailed as herein provided, regardless of whether or not it is actually received by the owner of any Bond. In addition, such redemption notice shall also be mailed within the same time period, postage prepaid, to Standard & Poor's Corporation and to Moody's Investors Service, Inc. at their offices in New York, New York, or to their successors, if any, at the main place of business of

such firms, but such mailings shall not be a condition precedent to the call of any Bonds for redemption.

(3) Effect of Call. Interest on any Bonds so called for redemption shall cease on such redemption date unless the same shall not be redeemed upon presentation made pursuant to such call."

Section 4. Section 7 of Resolution No. 2861 is hereby amended to read as follows:

"Section 7. Disposition of Bond Proceeds. Out of the net proceeds of the issuance of and sale of the Bonds, except for approximately six months interest on the Bonds, which shall be deposited in the Bond Redemption Fund, \$25,000,000 shall be deposited in the Revenue Note Fund and shall be applied to the payment of Revenue Bond Anticipation Notes. The balance of such net proceeds, if any, shall be deposited in the Bond Redemption Fund."

Section 5. Section 10 of Resolution No. 2861 is hereby amended to read as follows:

"Section 10. Form of Bonds. The Bonds shall be designated "Port of Seattle Revenue Bonds, 1984," and shall be in substantially the following form:

UNITED STATES OF AMERICA

NO. _____

\$ _____

STATE OF WASHINGTON

PORT OF SEATTLE
REVENUE BOND, 1984

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 Redemption Fund" (the "Bond Fund") created by Resolution No. 2143 of the Port Commission the Principal Amount indicated above and to pay interest thereon from the Bond Fund from January 1, 1984, 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 July 1, 1984, 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 by mailing a check or draft to the Registered Owner or assigns at the address shown on the Bond Register on the 15th day of the month prior to the interest payment date. Principal shall be paid to the Registered Owner or assigns 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 "Bond Register").

Reference is hereby made to additional provisions of this bond set forth on the reverse side hereof and such additional provisions shall for all purposes have the same effect as if set forth on this space.

This bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution (as hereinafter defined) until the Certificate of Authentication hereon shall have been manually signed by the Bond 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 facsimile signatures of the President and Secretary of the Port Commission, and a facsimile corporate seal of the Port to be imprinted hereon as of the 1st day of January, 1984.

PORT OF SEATTLE, WASHINGTON

By _____
President, Port Commission

ATTEST:

Secretary, Port Commission

Office of Finance Issue No. _____

ADDITIONAL BOND PROVISIONS

This bond is one of an issue of \$26,900,000 of bonds of the Port of like date, tenor and effect, except as to number, amount, rate of interest and date of maturity and is issued pursuant to Resolution No. 2861 as amended by Resolution No. 2919 (collectively the "Bond Resolution") to redeem and retire certain obliga-

tions issued to provide funds to acquire, construct and install improvements to Port facilities.

The Port reserves the right to redeem any of the outstanding bonds of this issue, in inverse order of maturity and by lot within a maturity at the following times and at the following prices, expressed as a percentage of principal amount, plus accrued interest to the date of redemption:

<u>Redemption Date</u>	<u>Redemption Prices</u>
January 1 and July 1, 1994	102%
January 1 and July 1, 1995	101%
January 1, 1996 and any interest payment date thereafter	100%

Notice of any such intended redemption 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 any bond to be redeemed at the address appearing on the bond register. The requirements of the Bond Resolution shall be deemed to be complied with when notice is mailed as herein provided, regardless of whether or not it is actually received by the owner of any bond. Interest on any such bond so called for redemption shall cease to accrue on the date fixed for redemption unless such bond or bonds so called for redemption are not redeemed upon presentation made pursuant to such call. In addition, such redemption notice shall be mailed within the same time period to Standard and Poor's Corporation and to Moody's Investors Service, Inc., or to their successors, if any, but such mailings shall not be a condition precedent to the call of any bonds for redemption.

The bonds are interchangeable for bonds of any denomination authorized by the Bond Resolution of an equal aggregate principal amount and of the same interest rate and maturity. Portions of the principal sum of this bond in installments of \$5,000 or any integral multiple thereof may also be redeemed in accordance with the schedule set forth above, and if less than all of the principal sum hereof is to be redeemed, upon the surrender of this bond at the principal office of the Bond Registrar there shall be issued to the registered owner, without charge therefor, for the then unredeemed balance of the principal sum hereof, at the option of the owner, a bond or bonds of like maturity and interest rate in any of the denominations authorized by the Bond Resolution.

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 of Resolutions No. 2143, 2242, 2264, 2272, 2286, 2397, 2504, 2653, 2764, 2861 and 2919 to be by it kept and performed.

The Port does hereby pledge and bind itself to set aside from such Gross Revenue, and to pay into said Bond Redemption Fund and the Reserve Account created therein

the various amounts required by said Resolution No. 2764 to be paid into and maintained in said Fund and Account, all within the times provided by said resolution.

Said amounts so pledged to be paid out of Gross Revenue into said Bond Redemption Fund and Reserve Account are hereby declared to be a first and prior lien and charge upon such Gross Revenue 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 revenue bonds of the Port issued under dates of November 1, 1963, November 1, 1966, November 1, 1967, July 1, 1968, February 1, 1969, November 1, 1971, November 1, 1973, October 1, 1976, and July 1, 1979 (collectively the "Outstanding Parity Bonds") and any revenue bonds of the Port hereafter issued on a parity with such bonds and 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 of the Outstanding Parity Bonds and the bonds of this issue are outstanding that will make available, for the payment of the principal thereof and interest thereon as the same shall become due, Net Revenue (as the same is defined in the Bond Resolution) in an amount equal to at least 1.35 times the maximum amount required in any calendar year hereafter to pay the principal of and interest on all of such bonds outstanding.

CERTIFICATE OF AUTHENTICATION

Date of Authentication: _____

This bond is one of the bonds described in the within mentioned Bond Resolution and is one of the Revenue Bonds, 1984 of the Port of Seattle, Washington, dated January 1, 1984.

WASHINGTON STATE FISCAL AGENCY,
Bond Registrar

By _____
Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____

(name and address of assignee)

the within bond and does hereby irrevocably constitute and appoint Bond Registrar to transfer said bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

NOTE: The signature of the Assignor must correspond with the name of the registered owner as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatever.

SIGNATURE GUARANTEE:

* * * * *

Section 6. Section 1.1 of Resolution No. 2872, as amended by Section 4 of Resolution No. 2913, is hereby amended to read as follows:

"Section 1.1 Definitions. The following words and terms as used in this resolution shall have the following meanings, for all purposes of this resolution, unless some other meaning is plainly intended or is required by the Act as in effect on the date of this resolution:

"Authorized Officer" means any of the following: the President and Secretary of the Port Commission and the Senior Director, Finance and Administration, of the Port, and such other persons as may be designated from time to time by subsequent resolution of the Port. In addition, for the purposes therein designated the persons named in Annex G hereto are Authorized Officers.

"Bank Notes" means the promissory notes authorized to be issued under the Credit Agreement.

"Bond Resolution" means Resolution No. 2871 adopted October 12, 1982, and which authorizes the issuance of first lien parity revenue bonds of the Port in the aggregate principal amount of \$25,000,000.

"Bonds" means the bonds authorized by the Bond Resolution.

"Construction Fund" means the Port of Seattle Construction Fund 1975 heretofore created in the office of the King County Comptroller.

"Credit Agreement" means the Second Revolving Credit Agreement between the Port and Citibank, N.A., and Rainier National Bank, authorized pursuant to Section 3.3 hereof.

"Facilities" means all property, real and personal, or any interest therein, and whether improved or

unimproved, now or hereafter (for as long as any of the Prior Lien Bonds or the Bank Notes are outstanding) owned, operated, used, leased or managed by the Port which contribute in some measure to its Gross Revenue.

"Gross Revenue" means all operating and non-operating income and revenue derived by the Port from time to time from any source whatsoever, except that income and revenue which may not be pledged legally for revenue bond or revenue warrant debt service.

"Issuing and Paying Agent" means Citibank, N.A., acting in its capacity as such pursuant to the Issuing and Paying Agency Agreement.

"Issuing and Paying Agency Agreement" means the Amended Issuing and Paying Agency Agreement between the Port and Citibank, N.A., authorized pursuant to Section 3.1 hereof.

"Notes" means the Revenue Bond Anticipation Notes 1982B authorized to be issued pursuant to Section 2.1 hereof.

"Placement Agent" means Citibank, N.A. acting under the Placement Agency Agreement.

"Placement Agency Agreement" means the Amended Placement Agency Agreement between the Port and Citibank, N.A. authorized pursuant to Section 3.2 hereof.

"Prior Lien Bonds" means the bonds of the Port, from time to time outstanding, issued or to be issued pursuant to the following Resolutions under the following dates:

<u>Resolution No.</u>	<u>Date of Bonds</u>
2143	November 1, 1963
2242	November 1, 1966
2264	November 1, 1967
2272	July 1, 1968
2286	February 1, 1969
2397	November 1, 1971
2504	November 1, 1973
2653	October 1, 1976
2764	July 1, 1979
2861	January 1, 1984"

"Revenue Note Fund" means the Revenue Note Fund, 1982B created by Section 2.3 hereof.

Section 7. Section 3.3 of Resolution No. 2872, as amended by Section 5 of Resolution No. 2913, is hereby amended to read as follows:

"Section 3.3 Credit Agreement.

(a) The Port hereby approves the terms of a Credit Agreement with Citibank, N.A. and Rainier National Bank substantially in the form attached hereto as Annex F and hereby authorizes and directs that the same be executed and delivered by an Authorized Officer in such form or substantially in such form with such changes therein as the Authorized Officer executing the same may approve, his execution thereof to be conclusive evidence of such approval and that such changes are within the authority hereby granted.

(b) The Port is hereby authorized to borrow money from time to time pursuant to the Credit Agreement for the sole purpose of paying the principal of and interest on Notes when due. The Port hereby authorizes and directs the Authorized Officer, in connection with any such borrowing, to execute and deliver a Bank Note in substantially the form of Annex B to the Credit Agreement and to execute and deliver the certificates required by the Credit Agreement for such borrowing.

(c) The Bank Notes shall be payable solely from the special fund of the Port designated the "Bank Note Redemption Fund, 1982B" which Fund is hereby established. The Port covenants and agrees that if, and for so long as, any Bank Notes are outstanding it will deposit in the Bank Note Redemption Fund (i) to the extent provided in Section 2.6 hereof, the proceeds of sale of issues of Notes, (ii) the net proceeds of sale of the Bonds to the extent such proceeds are not required to be deposited in the Revenue Note Fund pursuant to Section 2.3 hereof, and (iii) Gross Revenues of the Port available after payments required to pay and secure the payment of outstanding Prior Lien Bonds have been made. The Port hereby further covenants and agrees that the payments out of Gross Revenue into the Bank Note Redemption Fund, 1982B as herein provided, shall constitute a lien on such Gross Revenues superior to all liens and charges of any kind or nature whatsoever, except the prior lien and charge thereon for amounts required to pay and secure the payment of the Prior Lien Bonds and except that, prior to the issuance of the bonds authorized by Resolution No. 2861 and the redemption and retirement of all notes authorized by Resolution No. 2862, such payments shall constitute an equal lien on Gross Revenue with the payments into the Bank Note Fund created by Resolution No. 2862, and except further that the Port reserves the right to issue an additional \$25,000,000 of either Prior Lien Bonds or notes issued on a parity within the Notes as to the lien of payments into the Bank Notes Redemption Fund, 1982B. The right to issue such additional Prior Lien Bonds or notes shall not become effective until all of the presently outstanding Notes have been redeemed and retired."

Section 8. All actions heretofore taken in causing the Bonds to be advertised for sale are hereby ratified and confirmed. The

bid tendered by Blyth Eastman Paine Webber, Inc. for the purchase of the Bonds is hereby accepted.

ADOPTED by the Port Commission of the Port of Seattle at a regular meeting thereof, held this 13th day of December, 1983, and duly authenticated in open session by the signatures of the Commissioners present and voting in favor thereof and by the seal of the Port.

PORT OF SEATTLE, WASHINGTON

David H. ...

Mark ...

Henry J. Simonson

ATTEST:

Mark ...
Secretary of Said Commission

PORT OF SEATTLE

P.O. BOX 1209

SEATTLE, WASHINGTON 98111

Mr. Paul S. Friedlander, President
Port of Seattle Commission
P. O. Box 1209
Seattle, Washington 98111

Dear Mr. Friedlander:

I will be unable to attend the Port Commission Meeting of December 13, 1983. However, I am familiar with Resolution No. 2919, providing for the issuance and sale of revenue bonds of the Port District in the approximate principal amount of \$25,000,000. I consent to that Resolution being placed on second reading and final passage.

Please enter this consent in the official minutes of the meeting.

Sincerely,



Henry L. Kotkins
Port Commissioner