

RESOLUTION NO. 2827

A RESOLUTION of the Port Commission of the Port of Seattle, Washington, providing for the issuance and sale of second lien revenue warrant of the port district in the principal amount of \$25,000,000 to provide funds to redeem and retire a like principal amount of revenue warrants issued pursuant to Resolution No. 2746 for the purpose of providing interim financing to acquire, construct, install, equip and make certain improvements to the facilities of the district; providing the form, terms and maturity of said warrant; providing for the payment of the principal of and interest on said warrants out of the Second Lien Revenue Bond Redemption Fund of the port district created by Resolution No. 2363 of the Port Commission; providing and adopting certain covenants safeguarding the payment of such principal and interest; authorizing the execution of a loan agreement; and confirming the sale of such warrant.

WHEREAS, the Port Commission of the Port of Seattle (the "Port") at its regular meeting of July 25, 1978 approved a thirty-month capital expenditure program in the amount of \$127,000,000 to acquire, construct, install, improve and equip terminal, storage and airport facilities; and

WHEREAS, pursuant to Resolution No. 2746 the Port issued \$25,000,000 of second lien revenue warrants (the "Outstanding Warrants") to provide interim financing to carry out part of such capital expenditure program; and

WHEREAS, the Outstanding Warrants mature September 15, 1981; and

WHEREAS, because of present market conditions it is deemed advisable that permanent funding of the Outstanding Warrants be deferred and that the Port issue its second lien revenue warrant in the principal amount of \$25,000,000 to provide part of the funds required to redeem and retire such Outstanding Warrants or to exchange for such Outstanding Warrants; and

WHEREAS, a proposed loan agreement relative to the purchase and sale or exchange of the proposed second lien revenue warrant

has been presented to the Port Commission and is hereby found to be acceptable to the Port; and

WHEREAS, it is deemed necessary and advisable that the execution of such proposed loan agreement be authorized and that the date, form, terms, maturity and covenants of the warrant to be issued be now fixed;

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

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

(a) "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.

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

(c) "Comprehensive Scheme" means the original comprehensive scheme of harbor improvement of the Port (Resolution No. 17) as such original comprehensive scheme has been amended and added to from the date of the adoption of said Resolution No. 17 to and including the date hereof.

(d) "Prior Lien 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

"Prior Lien Bonds" shall also mean all revenue bonds of the Port hereafter issued on a parity with the bonds described above in this subsection (d).

(e) "Outstanding Warrants" means the presently outstanding Second Lien Revenue Warrants of the Port issued pursuant to Resolution No. 2746 in the aggregate principal amount of \$25,000,000.

(f) "Bond Redemption Fund" means the Port of Seattle Second Lien Revenue Bond Redemption Fund created by Section 7 of Resolution No. 2363.

(g) "Warrant" or "Warrants" means the 1981 Second Lien Revenue Warrant issued pursuant to and for the purpose provided in this resolution.

(h) "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, the Warrants and any Future Parity Bonds are outstanding) owned, operated, used, leased or managed by the Port which contribute in some measure to its Gross Revenue.

(i) "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 or revenue warrant debt service.

(j) "Net Revenue" means Gross Revenue less any part thereof that must be used to pay (after deducting the amount of taxes collected) 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.

(k) "Future Parity Bonds" means any revenue bonds or revenue warrants of the Port issued after the date of issuance of the Warrants 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 Warrants.

(1) "Lender" means the banks with which the loan agreement shall be executed as herein provided and which, pursuant to such agreement, become holders of the Warrant.

Section 2. Retirement of Outstanding Warrants. The Port shall redeem and retire the Outstanding Warrants on September 15, 1981.

Section 3. Loan Agreement. The Port Commission hereby approves and accepts the Loan Agreement dated September 8, 1981, by and between the Port and Rainier National Bank acting on its own behalf and as agent for the other banks named in the Loan Agreement. The proper officials of the Port are hereby authorized and directed to execute said agreement.

Section 4. Authorization of Warrant. For the purpose of providing part of the funds required for the redemption and retirement of the Outstanding Warrants, the Port shall borrow money and in evidence thereof issue the Warrant in the principal amount of \$25,000,000. In lieu of such borrowing the Port may exchange the Warrants for a like principal amount of Outstanding Warrants.

Section 5. Description of Warrant. The Warrant shall be issued in the denomination of \$25,000,000, may be registered, at the option of the holder, only as to both principal of and interest in the manner and upon the terms and conditions set forth under the heading "Provisions for Registration" appearing on the Warrant. The Warrant shall be dated September 15, 1981, shall mature on October 15, 1981, and shall bear interest (computed on a 360 day year basis) from its date to the date of maturity at the rate of 12.81 % per annum, payable at maturity. The Port may, at its option, extend the original maturity date of

the Warrant and any subsequent maturity date thereof, to a date one month following the original or any extended maturity date in the manner and subject to the conditions contained in the Loan Agreement. The final maturity date shall be no later than September 15, 1982. In the event the maturity date is extended interest shall be payable from the effective date of the extension to the extended maturity date at the rate fixed by the Commission.

Both principal of and interest on the Warrant shall be payable in lawful money of the United States of America at the office of the King County Comptroller and ex officio Treasurer of the Port in Seattle, Washington, or, at the option of the holder, at either of the fiscal agencies of the State of Washington in Seattle, Washington, and New York, New York, and shall be obligations only of the Bond Redemption Fund.

Section 6. Right of Prior Redemption. The Port hereby reserves the right to prepay part or all of the Warrant at any time in increments of \$1,000,000 at par plus accrued interest to the date of redemption.

Notice of any such intended prepayment shall be given in writing to the holder(s) of the Warrant to be prepaid at its or their main office of offices at least 10 days prior to the prepayment date. Interest on any Warrant or permissible portion thereof so prepaid shall cease on such date unless the same are not paid upon presentation made pursuant to such notice.

Section 7. Warrant Proceeds. Any proceeds received from the sale of the Warrant shall be deposited in the Bond Redemption Fund and shall be used only to redeem and retire the Outstanding Warrants.

Section 8. Bond Redemption Fund. A special fund of the Port known as the "Port of Seattle Second Lien Revenue Bond Redemption Fund" has heretofore been created in the office of the King County Comptroller by Resolution No. 2363 for the sole

purpose of paying the principal of, and interest on, the Outstanding Warrants, the Warrant, and any Future Parity Bonds.

From and after the time of issuance and delivery of the Warrant and as long thereafter the same remains outstanding, the Port hereby irrevocably obligates and binds itself to set aside and pay into the Bond Redemption Fund out of the Gross Revenue, the amounts necessary with other available funds to pay such interest or principal and interest next coming due on the Warrant.

Said amounts so pledged to be paid into the Bond Redemption Fund are hereby declared to be a lien and charge upon the Gross Revenue superior to all other charges of any kind or nature whatsoever, except the charges on such Gross Revenue required to pay and secure the payment of the principal of and interest on the Prior Lien Bonds and except that they are of equal lien to any charges which may hereafter be made thereon to pay and secure the payment of the principal of and interest on any future Parity Bonds.

In the event that money and/or direct obligations of the United States of America, maturing at such time or times and bearing interest to be earned thereon in amounts sufficient to repay and retire the Warrant in accordance with its terms, are hereafter set aside in the Bond Redemption Fund to effect such prepayment and retirement, then no further payments need be made into the Bond Redemption Fund for the payment of the principal of and interest on the Warrant and the Warrant shall then cease to be entitled to any lien, benefits or security of this resolution, except the right to receive the funds so set aside and pledged, and the Warrant shall be deemed not to be outstanding hereunder, or under any resolution authorizing the issuance of Future Parity Bonds.

It is contemplated by the Port that the funds required to pay the principal of the Warrant at or before maturity will be provided from the proceeds of the issuance and sale of revenue bonds.

Section 9. Specific Covenants. The Port hereby covenants and agrees with the owners and holders of each of the Warrant for as long as the same remains outstanding as follows:

(a) That it will at all times establish, maintain and collect rentals, tariffs, rates and charges in the operation of all of its business for as long as the Warrant is outstanding that will produce Net Revenue in an amount sufficient to pay when due the principal of and interest on the Warrant which has not been paid or provided for from other sources.

(b) That it will duly and punctually pay or cause to be paid out of the Bond Redemption Fund the principal of and interest on the Warrant at the times and places as herein and in said Warrant provided; that it will faithfully do and perform and at all times observe any and all covenants, undertakings and provisions contained in this resolution and in the Warrant.

(c) That it will redeem and retire the Outstanding Warrants on September 15, 1981.

(d) That it will at all times keep and maintain all of the Facilities in good repair, working order and condition, and will at all times operate the same and the business or businesses in connection therewith in an efficient manner and at a reasonable cost.

(e) That in the event any Facility or part thereof which contributes in some measure to the Gross Revenue is sold by the Port or is condemned pursuant to the power of eminent domain, the Port will apply the net proceeds of such sale or condemnation to capital expenditures upon or for Facilities which will

contribute in some measure to the Gross Revenue or to the retirement of the Warrant or the Prior Lien Bonds.

(f) That it will keep all Facilities insured, if such insurance is obtainable at reasonable rates and upon reasonable conditions, against such risks, in such amounts, and with such deductibles as the Commission of the Port shall deem necessary for the protection of the Port and of the holders of the Warrant.

That it will at all times keep or arrange to keep in full force and effect policies of public liability and property damage insurance which will protect the Port against anyone claiming damages of any kind or nature if such insurance is obtainable at reasonable rates and upon reasonable conditions, in such amounts and with such deductibles as the Commission of the Port shall deem necessary for the protection of the Port and of the holders of the Warrant.

(g) That it will keep and maintain proper books of account and accurate records of all of its revenue, including tax receipts, received from any source whatsoever, and of all costs of administration and maintenance and operation of all of its business that are in accordance with proper and legal accounting procedure. That on or before one hundred and twenty days after each calendar year it will prepare or cause to be prepared an operating statement of all of the business of the Port for such preceding calendar year. Each such statement shall contain a statement in detail of the Gross Revenue, tax receipts, expenses of administration, expenses of normal operation, expenses of normal and extraordinary maintenance and repairs, and expenditures for capital purposes of the Port for such calendar year, and shall contain a statement as of the end of such year showing the status of all the funds and accounts of the Port pertaining to the operation of its business and the status of all the funds and accounts created by various resolutions of the Commission of



the Port authorizing the issuance of outstanding bonds and warrants payable from the Gross Revenue. Copies of such statement and of such other like statements as may be from time to time prepared, whether audited or not, shall be placed on file in the main office of the Port and shall be open to inspection at any reasonable time by any holder of any of the Warrant.

(h) That if other monies are not available to pay the Warrants at maturity it will use its best efforts to issue revenue bonds to fund the principal of and interest on the Warrant.

Section 10. Additional Bonds and Warrants. The Port hereby further covenants and agrees with the owners and holders of each of the Warrant for as long as the same remains outstanding as follows:

That it will not issue any bonds or warrants (other than Prior Lien Bonds) having a greater or equal lien upon the Gross Revenue to pay or secure the payment of the principal of and interest on such bonds or warrants than the lien created on such Gross Revenue to pay or secure the payment of the principal of and interest on the Warrant, except that so long as there is no default in the payment of the Warrant or with respect to any other covenant or obligation of the Port hereunder,

(a) It reserves the right, for

First, the purpose of providing funds to acquire, construct, reconstruct, maintain, install, repair or replace any equipment, additions, betterments or improvements to the Facilities of the Port for which it is authorized by law to issue revenue bonds or warrants, or

Second, the purpose of refunding by exchange, call or purchase, at or prior to their maturity, any outstanding revenue bonds or revenue warrants of the Port

that have a lien on the Gross Revenue for the payment of the principal thereof and interest thereon junior and inferior to the lien on such Gross Revenue for the payment of the principal of and interest on the Warrants,

to issue parity bonds or warrants (hereinbefore defined as "Future Parity Bonds) and to pledge that payments will be made out of the Gross Revenue into the Bond Redemption Fund to pay and secure the payment of the principal of and interest on such Future Parity Bonds on a parity with the payments required herein to be made out of such Gross Revenue into such fund to pay and secure the payment of the principal of and interest on the Warrant, upon compliance with the following further conditions:

1. That at the time of the issuance of such Future Parity Bonds there is no deficiency in the Bond Redemption Fund.

2. That each resolution authorizing the issuance of Future Parity Bonds will make applicable to such Future Parity Bonds all of the covenants herein contained that are applicable to the Warrant and that may be made applicable to such Future Parity Bonds.

3. That the "net revenue available for revenue bond debt service," computed as hereinafter provided for each calendar year after the year of issuance of such Future Parity Bonds, will equal at least 1.35 times the maximum amount required in any such calendar year to pay the principal of and interest on all then outstanding Prior Lien Bonds.

Such "net income available for revenue bond debt service" shall be the Net Revenue of the Port for a period of any twelve consecutive months out of the twenty-four months immediately preceding the date of

delivery of such Future Parity Bonds as determined by a certificate from a certified public accountant. If desirable, such consecutive twelve-month Net Revenue may be adjusted to include the following:

a. Such twelve months' Net Revenue may be adjusted for the full twelve-month period to reflect any changes made in the rentals, tariffs, rates and charges of the Port during such twelve-month period; and may also be adjusted to reflect any change in such Net Revenue caused by any new Facilities of the Port having been put into use and operation subsequent to the date of such certificate.

b. The estimated Net Revenue to be derived by the Port from the lease, use and/or operation of the additions, improvements, betterments, etc., to the Facilities of the Port actually under construction but which will not be put into use and operation until after the date of the herein-required certificate, as determined by a certified statement from an independent consulting professional engineer experienced in the design and operation of facilities of port districts.

4. Future Parity Bonds issued to refund junior lien bonds or warrants shall not mature or be called for redemption prior to the payment of the principal of and interest on the Warrant.

(b) That it may issue Future Parity Bonds for the purpose of refunding by exchange or purchasing or calling and retiring at or prior to their maturity any part or all of the then outstanding Prior Lien Bonds, or bonds or warrants payable out of the Bond Redemption Fund, if the issuance of such refunding

Future Parity Bonds does not require a greater amount to be paid out of the Gross Revenue for principal of and interest on such refunding Future Parity Bonds over their life than is required to be paid out of such Gross Revenue for the principal of and interest on the bonds or warrants being refunded over their life, and if the conditions required in subsections (a)1 and (a)2 of this Section are complied with:

(c) Nothing herein contained shall prevent the Port from issuing revenue bonds or revenue warrants (coupon or otherwise) which are a charge upon the Gross Revenue junior or inferior to the payments required by this resolution to be made out of such Gross Revenue into the Bond Redemption Fund, or from issuing revenue bonds to refund maturing bonds or warrants for the payment of which moneys are not otherwise available.

Section 11. Form of Warrant. The Warrant shall be in substantially the following form:

UNITED STATES OF AMERICA

No. 1

\$25,000,000

STATE OF WASHINGTON

PORT OF SEATTLE

SECOND LIEN REVENUE WARRANT  
SERIES 1981

THE PORT OF SEATTLE, a municipal corporation organized and existing under and by virtue of the laws of the State of Washington, hereby acknowledges itself indebted and for value received promises to pay to bearer or, if registered, to the registered holder hereof, the principal sum of

TWENTY-FIVE MILLION DOLLARS

on the fifteenth day of October, 1981, with interest thereon from the date hereof at the rate of \_\_\_\_\_% per annum (computed on a 360 day year basis), payable October 15, 1981.

The Port has entered into a loan agreement with Rainier National Bank (and other banks named therein) pursuant to which the Port has the right, at its option, to extend the maturity date on a month-to-month basis and fix a different interest rate under the conditions and in the manner set forth in such agreement and in Resolution No. 2827 of the Port Commission (the "Resolution") and all owners and holders

take these bonds subject to such rights. In such event the extended maturity date and the effective interest rate shall be endorsed hereon. Payment of the interest on this warrant shall be made only upon presentation and surrender of the coupons representing such interest as the same respectively fall due, or if this warrant shall be registered, to the registered holder.

Both principal of and interest on this warrant are payable in lawful money of the United States of America at the office of the King County Comptroller and ex officio Treasurer of the Port, in Seattle, Washington, or, at the option of the holder, at the fiscal agencies of the State of Washington in the Cities of Seattle, Washington, or New York, New York, solely out of the special fund of the port district known as the "Port of Seattle Second Lien Revenue Bond Redemption Fund" created by Resolution No. 2363 of the Commission of the port district.

The Port of Seattle has reserved the right at any time to prepay part or all of the warrant in increments of \$1,000,000 at par plus accrued interest to the date of prepayment.

Notice of any such intended prepayment shall be given in writing to the original purchaser or purchasers from the port district of the warrant at its or their main office or offices at least 10 days prior to the prepayment date.

This warrant is issued pursuant to duly adopted resolutions of the Port Commission for the purpose of providing money to redeem and retire \$25,000,000 of Port of Seattle Second Lien Revenue Warrants, Series 1978, issued pursuant to Resolution No. 2746 of the Port Commission, all in conformity with the laws of the State of Washington. This warrant is payable solely out of the Gross Revenue of the port district as such Gross Revenue is defined in the Resolution.

The Port of Seattle hereby covenants and agrees with the owner and holder of this warrant that it will keep and perform all the covenants of this warrant and of the Resolution to be by it kept and performed.

The Port of Seattle does hereby pledge and bind itself to set aside from such Gross Revenue, and to pay into said Bond Redemption Fund the various amounts required by the Resolution to be paid into and maintained in said Fund, all within the times provided by said Resolution.

Said amounts so pledged to be paid out of Gross Revenue into said Bond Redemption Fund are hereby declared to be a first and prior lien and charge upon such Gross Revenue, excepting only the lien and charge upon such Gross Revenue of the amounts required to pay and secure the payment of the outstanding Prior Lien Bonds (as defined in the Resolution), and any revenue bonds of the port district issued on a parity with such bonds, and equal in rank to the lien and charge thereon to pay and secure the payment of any revenue bonds or warrants of the district hereafter issued on a parity with this warrant.

The Port of Seattle 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 this warrant, and any bonds or warrants issued on a parity therewith are outstanding that will make available net revenue sufficient to pay the principal of and interest on all of such bonds and warrants outstanding and not paid from other sources.

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

IN WITNESS WHEREOF, the Port of Seattle has caused this warrant to be executed in its name by the facsimile or manual signature of the President of its Commission, to be attested by the facsimile or manual signature of the Secretary of its Commission, the corporate seal of the Port of Seattle to be impressed hereon, and the interest coupons attached hereto to be signed with the facsimile signatures of said officials, this fifteenth day of September, 1981.

PORT OF SEATTLE, WASHINGTON

By \_\_\_\_\_  
President of its Commission

ATTEST:

\_\_\_\_\_  
Secretary of its Commission

The interest coupons attached to the Warrant shall be in substantially the following form:

KING COUNTY TREASURER'S  
REFERENCE NO. \_\_\_\_\_ \$ \_\_\_\_\_

On the fifteenth day of \_\_\_\_\_, 19\_\_\_\_, the Port of Seattle will pay to bearer at the office of the King County Comptroller and ex officio Treasurer of the Port, in Seattle, Washington, or, at the option of the holder, at the fiscal agencies of the State of Washington, in the Cities of Seattle, Washington, or New York, New York, the amount shown hereon in lawful money of the United States of America, out of the special fund of the port district entitled "Port of Seattle Second Lien Revenue Bond Redemption Fund," said amount being the interest due that day on its Revenue Warrant, Series 1981, dated September 15, 1981, and numbered \_\_\_\_\_.

PORT OF SEATTLE, WASHINGTON

By \_\_\_\_\_  
President of its Commission

ATTEST:

Secretary of its Commission

The Warrant shall have endorsed thereon the following registration certificate and record:

PROVISIONS FOR REGISTRATION

This warrant may be registered in the name of the holder at the office of the King County Comptroller, in Seattle, Washington, only as to both principal and interest, such registration being noted hereon by said Registrar in the registration blank below, after which no transfer shall be valid unless made by the registered holder or his duly authorized agent, and similarly noted in the registration blank below; but it may be discharged from registration by being transferred to bearer, after which it shall be transferable by delivery and may again be registered as before.

Date of Registration	In Whose Name Registered	Signature of Registrar
:	:	:
:	:	:
:	:	:
:	:	:
:	:	:
:	:	:
:	:	:

RECORD AS TO MATURITY AND INTEREST

In accordance with the provisions of Resolution No. 2827, the Port of Seattle has elected to extend the maturity date of this Warrant from the last established maturity date to the date noted below and has promised to pay interest from such last established maturity date to the extended maturity date at the rate noted below.

Date to Which Interest Has Been Paid	Last Established Maturity Date	Extended Maturity Date	Interest Rate	Signature of Treasurer
:	:	:	:	:
:	:	:	:	:
:	:	:	:	:
:	:	:	:	:
:	:	:	:	:

Section 12. Execution of Warrant. The Warrant shall be executed on behalf of the Port with the facsimile or manual

signature of the President of its Commission, shall be attested by the facsimile or manual signature of the Secretary thereof (at least one of which signatures shall be manual) and shall have the seal of the Port impressed thereon.

Section 13. Ratification and Authorization of Certain Actions. The issuance of the Warrant to the Lender upon the terms and conditions specified herein is hereby in all respects ratified, confirmed and approved.

The proper officials of the Port are hereby authorized and directed to do all things necessary for the prompt execution and delivery of the Warrant and for the proper use and application of the proceeds thereof, including, but not limited to, the execution of a loan agreement or a loan extension agreement on behalf of the Port in the form presented to and herein approved by the Commission.

Section 14. Supplements and Amendments.

(a) The Commission from time to time and at any time may adopt a resolution or resolutions supplemental hereof, which resolution or resolutions thereafter shall become a part of this resolution, for any one or more or all of the following purposes:

1. To add to the covenants and agreements of the Port in this resolution contained other covenants and agreements thereafter to be observed, or to surrender any right or power herein reserved to or conferred upon the Port.

2. To make such provisions for the purpose of curing any ambiguities or of curing, correcting or supplementing any defective provision contained in this resolution or in regard to matters or questions arising under this resolution as the Commission may deem necessary or desirable and not inconsistent with this resolution and which shall not adversely affect the interest of the holders of the Warrant.



Any such supplemental resolution of the Commission may be adopted without the consent of the holders of the Warrant, notwithstanding any of the provisions of Subsection (b) of this section.

(b) With the consent of the holders of not less than 65% of the principal amount of the Warrant at the time outstanding the Commission of the Port may adopt a resolution or resolutions supplemental hereto for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of this resolution or of any supplemental resolution; provided, however, that no such supplemental resolution shall:

1. Extend the fixed maturity of any of the Warrant, except as provided in this resolution, or reduce the fixed rate of interest thereon, or extend the time of payments of interest from their due date or reduce the amount of the principal thereof without the consent of each holder so affected; or

2. Reduce the aforesaid percentage of holders required to approve any such supplemental resolution without the consent of all the holders of the Warrant.

It shall not be necessary for the consent of the Warrant holders under this subsection (b) to approve the particular form of any proposed supplemental resolution, but it shall be sufficient if such consent shall approve the substance thereof.

(c) Upon the adoption of any supplemental resolution relating to the Warrant pursuant to the provisions of this section, this resolution shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations of the Port under this resolution and all holders of such Warrant outstanding hereunder shall thereafter be determined, exercised and enforced thereunder, subject in all

respect to such modification and amendments, and all the terms and conditions of any such supplemental resolution shall be deemed to be part of the terms and conditions of this resolution for any and all purposes relating to such series.

(d) Warrants executed and delivered after the execution of any supplemental resolution adopted pursuant to the provisions of this section may bear a notation as to any matter provided for in such supplemental resolution, and if such supplemental resolution shall so provide, new warrants so modified as to conform, in the opinion of the Commission, to any modification of this resolution contained in any such supplemental resolution, may be prepared by the Port and delivered without cost to the holders of the Warrant, upon surrender for cancellation of such Warrants in equal aggregate principal amounts.

ADOPTED by the Port Commission of the Port of Seattle at a regular meeting thereof held this 8th day of September, 1981, and duly authenticated in open session by the signatures of the Commissioners present and voting in favor thereof and the seal of the Commission.

PORT OF SEATTLE, WASHINGTON


*Henry T. Lemoyson*  
*Jack B. Black*  
*Paul H. Huddell*  
*Henry K. Tolpin*  
*Mark D. ...*  
Commissioners

ATTEST:

*Paul Huddell*  
Secretary of said Commission

(SEAL)

I, PAUL S. FRIEDLANDER, the duly chosen, qualified and acting Secretary of the Port Commission of the Port of Seattle, DO HEREBY CERTIFY that the foregoing resolution is a true and correct copy of Resolution No. 2827 of said Commission duly adopted at a regular meeting thereof held on the 8th day of September, 1981, and duly authenticated in open session by the signatures of the Commissioners present and voting in favor thereof and the seal of the Commission.

  
Secretary of the Commission  
Port of Seattle, Washington

(SEAL)

PORT OF SEATTLE

**Memo**

DATE 9/30/81

TO: FILE

FROM: Gloria Mattila

EXT. \_\_\_\_\_

This portion of "Form of Warrant" was  
inadvertently signed. Have inserted  
replacement page without signatures.

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 this warrant, and any bonds or warrants issued on a parity therewith are outstanding that will make available net revenue sufficient to pay the principal of and interest on all of such bonds and warrants outstanding and not paid from other sources.

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

IN WITNESS WHEREOF, the Port of Seattle has caused this warrant to be executed in its name by the facsimile or manual signature of the President of its Commission, to be attested by the facsimile or manual signature of the Secretary of its Commission, the corporate seal of the Port of Seattle to be impressed hereon, and the interest coupons attached hereto to be signed with the facsimile signatures of said officials, this fifteenth day of September, 1981.

PORT OF SEATTLE, WASHINGTON

By Henry J. Simonson  
President of its Commission

ATTEST:

Paul H. Hudson  
Secretary of its Commission

The interest coupons attached to the Warrant shall be in substantially the following form:

KING COUNTY TREASURER'S  
REFERENCE NO. \_\_\_\_\_

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

On the fifteenth day of \_\_\_\_\_, 19\_\_\_\_, the Port of Seattle will pay to bearer at the office of the King County Comptroller and ex officio Treasurer of the Port, in Seattle, Washington, or, at the option of the holder, at the fiscal agencies of the State of Washington, in the Cities of Seattle, Washington, or New York, New York, the amount shown hereon in lawful money of the United States of America, out of the special fund of the port district entitled "Port of Seattle Second Lien Revenue Bond Redemption Fund," said amount being the interest due that day on its Revenue Warrant, Series 1981, dated September 15, 1981, and numbered \_\_\_\_\_.

PORT OF SEATTLE, WASHINGTON

By \_\_\_\_\_  
President of its Commission