

RESOLUTION NO. 2397

A RESOLUTION of the Port Commission of the Port of Seattle, Washington, providing for the issuance and sale of revenue bonds of the port district in the principal amount of \$22,300,000 for the purpose of providing part of the money to acquire, construct, install and make certain improvements to Unit No. 18 as authorized by the comprehensive scheme of the port district as amended; providing the date, form, terms, and maturities of said bonds; providing that such bonds be issued on a parity with certain outstanding revenue bonds of the port district; providing for the payment of the principal of and interest on said bonds out of the Revenue Bond Redemption Fund of the port district created by Resolution No. 2143 of the Port Commission; and providing and adopting certain covenants safeguarding the payment of such principal and interest.

WHEREAS, pursuant to meetings, hearings and an election of the qualified electors of the Port of Seattle, Washington (hereinafter called the "Port"), the original comprehensive scheme of harbor improvement of the Port (Resolution No. 17) as amended was again amended by Resolution No. 1194 of the Port Commission, adopted September 16, 1946, which resolution created Unit No. 18 of such comprehensive scheme and provided for the acquisition of land and the developing and improving of the same for airport purposes, such airport to be designated as "Seattle-Tacoma Airport"; and

WHEREAS, since the adoption of said Resolution No. 1194 the comprehensive scheme of harbor improvement of the Port has been further added to and amended by Resolutions Nos. 2138, 2220, 2252, 2262, 2271, 2285, 2362 and 2378 of the Port Commission, adopted September 11, 1963, May 24, 1966, March 28, 1967, September 26, 1967, May 28, 1968, December 23, 1968, February 9, 1971 and April 27, 1971, respectively, which Resolutions authorize the acquisition of certain additional lands and the acquisition, construction and installation of certain improvements to said Unit No. 18; and

WHEREAS, in order to provide part of the money necessary to acquire, construct, install and make part of such improvements, it is deemed necessary and advisable that the Port issue and sell its revenue bonds in the aggregate principal amount of \$22,300,000 and

WHEREAS, it has been determined that such \$22,300,000 of bonds may be issued on a parity with the outstanding revenue bonds of the Port issued pursuant to Resolutions Nos. 2143, 2242, 2264, 2272, 2286, 2322, 2330, 2357 and 2377 of the Port Commission under dates of November 1, 1963, November 1, 1966, November 1, 1967, July 1, 1968, February 1, 1969, April 1, 1970, August 1, 1970, February 1, 1971, and June 1, 1971 respectively, and that it is to the best interest of the Port and its inhabitants that such bonds be so issued; and

WHEREAS, it is necessary that the date, form, terms, maturities, conditions and covenants of said bonds to be issued now be fixed;

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

Section 1. As used in this resolution, the following words shall have the following meanings:

A. The word "Port" shall mean 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. The word "Commission" shall mean the Commission of the Port as the same shall be duly and regularly constituted from time to time.

C. The words "Comprehensive Scheme" shall mean 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. The words "Outstanding Parity Bonds" shall mean 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
2322	April 1, 1970
2330	August 1, 1970
2357	February 1, 1971
2377	June 1, 1971

E. The words "Bond Redemption Fund" shall mean 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.

F. The words "Reserve Account" shall mean the account of that name created in the Bond Redemption Fund by Section 6 of said 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.

G. The word "Bonds" shall mean the \$22,300,000 principal amount of revenue bonds of the Port issued for certain purposes as authorized by the Comprehensive Scheme and pursuant to and as provided in this resolution.

H. The word "Facilities" shall mean 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.

I. The words "Gross Revenue" shall mean 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.

J. The words "Net Revenue" shall mean 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.

K. The words "Future Parity Bonds" shall mean 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.

Section 2. The Commission hereby finds and determines as required by Section 8 of its Resolution No. 2143, and Sections 10 of its Resolutions Nos. 2242, 2264, 2272, 2286, 2322, 2330, 2357 and 2377 as follows:

First: That the Bonds will be issued for the purpose of providing part of the funds to acquire, construct, install and make certain additions and improvements to the Facilities of the Port for which it is authorized by law to issue revenue bonds.

Second. That at the time of the adoption of this resolution and at the time of the issuance and delivery of the Bonds, there

was not nor will there be any deficiency in the Bond Redemption Fund and the Reserve Account.

Third. That this resolution contains the covenants required in Subsection A(2) of Section 8 of Resolution No. 2143, and in Subsections A(2) of Sections 10 of Resolutions Nos. 2242, 2264, 2272, 2286, 2322, 2330, 2357 and 2377.

Fourth: That "net revenue available for revenue bond debt service," computed as provided in Subsection A(3) of Section 8 of Resolution No. 2143 and in Subsections A(3) of Sections 10 of Resolutions Nos. 2242, 2264, 2272, 2286, 2322, 2330, 2357 and 2377 for each calendar year after the year of issuance of the Bonds (1971) 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 outstanding revenue bonds of the Port payable out of the Bond Redemption Fund and the Bonds.

The limitations contained in Section 8 of Resolution No. 2143 and in Sections 10 of Resolutions Nos. 2242, 2264, 2272, 2286, 2322, 2330, 2357 and 2377 having been complied with or assured in the issuance of the Bonds, the payments into the Bond Redemption Fund and the Reserve Account required by this resolution to pay and secure the payment of the principal of and interest on the Bonds shall constitute a lien and charge upon the Gross Revenue equal in rank to the lien and charge thereon for the payments required to be made into the Bond Redemption Fund and Reserve Account for the purpose of paying and securing the payment of the principal of and interest on the Outstanding Parity Bonds.

Section 3. The Port shall acquire, construct, install and make the improvements to its Facilities at the Seattle-Tacoma Airport authorized by that portion of the Comprehensive Scheme

applicable to Unit No. 18 (Seattle-Tacoma Airport) and as the Comprehensive Scheme was particularly amended by Resolutions No. 2271 and No. 2285 (as amended by Resolution No. 2378).

Such improvements are all as more particularly described and set forth in maps, plans and specifications constituting the master plan for Unit No. 18, now on file at the main office of the Port.

All of the above-described additions and improvements, when acquired, constructed, installed and made, shall be connected with and made part of the existing buildings and facilities at the Seattle-Tacoma Airport in such manner as will assure maximum efficiency of operation.

Section 4. For the purpose of providing money necessary to pay part of the cost of acquiring, constructing, installing and making part of the above-described additions and improvements and to capitalize the interest to accrue on said bonds during not to exceed the period of construction and six months thereafter the Port shall issue the Bonds in the total principal amount of \$22,300,000.

The Bonds shall be dated November 1, 1971, shall be in the denomination of \$5,000 each, may be registered as to principal or as to principal and interest at the option of the holder, shall bear interest at a rate of not to exceed 8% per annum payable May 1, 1972, and semiannually thereafter on the first days of May and November as evidenced by coupons to be attached thereto and shall be numbered and mature on November 1 in order of their number in years and amounts as follows:

<u>Bond Nos.</u>	<u>Maturity Year</u>	<u>Amount</u>
1-45	1973	\$ 225,000
46-94	1974	245,000
95-147	1975	265,000
148-203	1976	280,000
204-264	1977	305,000
265-330	1978	330,000
331-401	1979	355,000
402-478	1980	385,000
479-562	1981	420,000
563-652	1982	450,000
653-749	1983	485,000
750-854	1984	525,000
855-967	1985	565,000
968-1088	1986	605,000
1089-1219	1987	655,000
1220-1361	1988	710,000
1362-1513	1989	760,000
1514-1677	1990	820,000
1678-1854	1991	885,000
1855-2043	1992	945,000
2044-2246	1993	1,015,000
2247-2463	1994	1,085,000
2464-2696	1995	1,165,000
2697-2945	1996	1,245,000
2946-3212	1997	1,335,000
3213-3498	1998	1,430,000
3499-3802	1999	1,520,000
3803-4121	2000	1,595,000
4122-4460	2001	1,695,000

Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America at the office of the Treasurer of King County 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 and New York, New York, and shall be obligations only of the Bond Redemption Fund.

Section 5. The Port hereby reserves the right to redeem any or all of the Bonds outstanding in inverse numerical order at the following times and at the following prices expressed as a percentage of the principal amount, plus accrued interest to the date of redemption:

On November 1, 1986 and May 1, 1987	at 104
On November 1, 1987 and May 1, 1988	at 103
On November 1, 1988 and May 1, 1989	at 102
On November 1, 1989 and May 1, 1990	at 101
On November 1, 1990 and any interest payment date thereafter	at 100

Notice of any such intended redemption 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 forty nor less than thirty days prior to said redemption date, and by mailing a like notice at the same time to the manager or managers of the account that purchases the Bonds at their sale by the Port at its or their main office or offices or to the business successor or successors, if any, of such account manager or managers at its or their main office or offices. Interest on any Bond or Bonds so called for redemption shall cease on such redemption date unless the same are not redeemed upon presentation made pursuant to such call. Such notice of intended redemption shall also be mailed, postage prepaid, not more than forty nor less than thirty days prior to such redemption date to the registered owners of any bonds which are to be redeemed at their last known addresses, if any, appearing on the registration books, but such mailing shall not be a condition precedent to such redemption, and failure to so mail such notice to any of such registered owners shall not affect the validity of the proceedings for the redemption of the Bonds. In addition to such publication and mailing, the Port shall also mail notice of such intended redemption to Standard & Poor's Corporation and Moody's Investors Service, Inc., New York, New York, or to their successors, if any. The mailing of such notice shall not, however, be a condition precedent to the call

of any Bonds for redemption.

The Port further reserves the right to use any surplus unpledged Gross Revenue at any time to purchase any of the Bonds in the open market for retirement only, if the same may be purchased at a price not exceeding that at which they could be called for redemption on the first succeeding date on which they may be called, plus accrued interest.

Section 6. There has heretofore been created by Resolution No. 2286 a special fund of the Port known as "Port of Seattle Construction Fund-1969A" (hereinafter called the "Construction Fund"), into which shall be paid the proceeds of the sale of the Bonds and any and all other moneys which may be necessary to pay the cost of the improvements for which the Bonds are issued. The Construction Fund shall be drawn upon for the sole purpose of paying the cost of acquiring, constructing, installing, equipping and making the improvements to the Facilities of the Port as provided for herein and in Resolutions Nos. 2286, 2322, 2330, 2357 and 2377 and for paying all expenses incidental thereto, and to the issuance of the Bonds including interest to accrue on the Bonds to and including November 1, 1972, for repaying other funds of the Port for moneys, if any, advanced for such purposes.

Any moneys remaining in the Construction Fund after all costs of acquiring, constructing, installing, equipping and making the improvements referred to in Section 3 hereof and all costs incidental thereto have been paid may be used to repurchase any of the Bonds outstanding as provided in Section 5 hereof, or shall be transferred to such Bond Redemption Fund for the uses and purposes herein provided.

Section 7. Another special fund of the Port known as the "Port of Seattle Revenue Bond Redemption Fund" has heretofore been created in the office of the Treasurer of King County by Resolution No. 2143 for the sole purpose of paying the principal of, premium if any, and interest on the Outstanding Parity Bonds and any bonds issued on a parity therewith, which includes the Bonds.

From and after the time of issuance and delivery of the Bonds and as long thereafter as any of the same remain outstanding, the Port hereby irrevocably obligates and binds itself to set aside and pay into the Bond Redemption Fund out of the Gross Revenue, at least 45 days prior to the respective dates on which the interest on or principal of and interest on the Bonds shall become due, the amounts necessary with other available funds to pay such interest or principal and interest next coming due on the Bonds outstanding.

Said amounts so pledged to be paid into the Bond Redemption Fund and hereafter pledged to be paid into the Reserve Account 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 that they are of equal lien to the charges on such Gross Revenue required to pay and secure the payment of principal of and interest on the Outstanding Parity Bonds and 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 redeem and retire the Bonds in accordance with their terms, are hereafter set aside in the Bond Redemption Fund to effect such

redemption 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 Bonds and the Bonds and appurtenant coupons shall then cease to be entitled to any lien, benefit or security of this resolution, except the right to receive the funds so set aside and pledged, and the Bonds and the appurtenant coupons shall be deemed not to be outstanding hereunder, or under any resolution authorizing the issuance of Outstanding Parity Bonds or Future Parity Bonds.

Section 8. The Reserve Account has heretofore been created in the Bond Redemption Fund for the purpose of securing the payment of the principal of and interest on all revenue bonds of the Port payable out of such Fund.

The Port covenants and agrees that it will pay into the Reserve Account out of Gross Revenue (or out of any other funds on hand legally available for such purpose) not less than approximately equal monthly payments commencing with the month of November, 1971, so that by November 1, 1976, there will have been paid into the Reserve Account an amount which, with the money already on deposit therein, will be equal to the maximum amount required in any calendar year thereafter to pay the principal of and interest on the Outstanding Parity Bonds and the Bonds.

The Port hereby further covenants and agrees that in the event it issues any Future Parity Bonds that it will provide in the resolution authorizing the issuance of the same that it will pay into the Reserve Account out of Gross Revenue (or out of any other funds on hand legally available for such purpose) not less than approximately equal monthly payments commencing with the month in which such Future Parity Bonds are dated so

that by five years from the date of such Future Parity Bonds there will have been paid into the Reserve Account an amount which, with the money already on deposit therein, will be equal to the maximum amount required in any calendar year thereafter to pay the principal of and interest on all outstanding bonds payable out of the Bond Redemption Fund.

The Port further covenants and agrees that when said required amounts have been paid into the Reserve Account, it will at all times maintain those amounts therein until there is a sufficient amount in the Bond Redemption Fund and Reserve Account to pay the principal of, premium if any, and interest on all outstanding bonds payable out of such Fund, at which time the money in the Reserve Account may be used to pay such principal, premium if any, and interest. It is hereby provided, however, that money in the Reserve Account may be withdrawn to redeem and retire, and to pay the interest due to such date of redemption and premium, if any, on all the outstanding bonds of any single issue or series of revenue bonds payable out of the Bond Redemption Fund, as long as the moneys left remaining on deposit in the Reserve Account are equal to the maximum amount required in any calendar year thereafter to pay the principal of and interest on the remaining outstanding bonds payable out of the Bond Redemption Fund.

In the event there shall be a deficiency in the Bond Redemption Fund to meet maturing installments of either interest on or principal of and interest on the outstanding bonds payable out of such Fund, such deficiency shall be made up from the Reserve Account by the withdrawal of moneys therefrom. Any deficiency created in the Reserve Account by reason of any such withdrawal shall then be made up from Gross Revenue (or out of any other

funds on hand legally available for such purpose) first available after making necessary provision for the payments required to be made into the Bond Redemption Fund to pay the interest on or principal of and interest on all outstanding bonds payable out of such Fund and next coming due.

All money in the Reserve Account may be kept in cash or invested in certificates, notes, bonds or other direct obligations of the United States of America maturing not later than twelve years from date of purchase and in no event later than the last maturity of any outstanding bonds that are payable out of the Bond Redemption Fund. Interest earned on or any profits made from the sale of any such investments shall be deposited in and become a part of the Bond Redemption Fund.

Section 9. The Port hereby covenants and agrees with the owners and holders of each of the Bonds for as long as any of the same remain 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 any of the Outstanding Parity Bonds and the Bonds are outstanding that will produce Net Revenue in an amount equal to at least 1.35 times the maximum amount required in any calendar year thereafter to pay the principal of and interest on such Outstanding Parity Bonds and the Bonds outstanding.

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 Bonds at the times and places as herein and in said Bonds 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 Bonds.

C. That it will forthwith provide for the commencement of the acquisition, construction, installation, equipping and making of the improvements and facilities authorized in Section 3 of this resolution for which the Bond proceeds shall be allocated by the Port Commission. The contractor or contractors constructing and installing such improvements shall be required to furnish a good and sufficient completion bond or bonds.

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 Bonds or the Outstanding Parity 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 Bonds.

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 Bonds.

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 payable from the Gross Revenue. Copies of such statement 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 Bonds.

Section 10. The Port hereby further covenants and agrees

with the owners and holders of each of the Bonds for as long as any of the same remain outstanding as follows:

That it will not issue any 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 than the lien created on such Gross Revenue to pay or secure the payment of the principal of and interest on the Outstanding Parity Bonds and the Bonds, except

A. That 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

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 Bonds,

to issue parity bonds (hereinbefore defined as "Future Parity Bonds") and to pledge that payments will be made out of the Gross Revenue into the Bond Redemption Fund and Reserve Account 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 and account to pay and secure the payment of the principal of and interest

on the Outstanding Parity Bonds and the Bonds, upon compliance with the following conditions:

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

(2) That each resolution authorizing the issuance of Future Parity Bonds will contain the covenants required in the third paragraph of Section 8 hereof.

That each resolution authorizing the issuance of Future Parity Bonds will contain a covenant that the Port 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 any bonds payable out of the Bond Redemption Fund -- including the Future Parity Bonds being issued -- are outstanding that will produce Net Revenue in an amount equal to at least 1.35 times the maximum amount required in any calendar year thereafter to pay the principal of and interest on all such bonds.

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 Outstanding Parity Bonds and the Bonds and that may be 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 outstanding bonds payable out of the Bond Redemption Fund and the Future Parity Bonds being issued.

Such "Net Revenue 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 be acquired, constructed, or installed out of the proceeds of the sale of such Future Parity Bonds, and from the lease, use and/or operation of any other 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.

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 bonds 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 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 and Reserve Account, or from issuing revenue bonds to refund maturing bonds or warrants for the payment of which moneys are not otherwise available.

Section 11. The Bonds shall be designated "Port of Seattle Revenue Bonds 1971-C" and shall be in substantially the following form:

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.

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 bonds 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 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 and Reserve Account, or from issuing revenue bonds to refund maturing bonds or warrants for the payment of which moneys are not otherwise available.

Section 11. The Bonds shall be designated "Port of Seattle Revenue Bonds 1971-C" and shall be in substantially the following form:

UNITED STATES OF AMERICA

No. _____

\$5,000

STATE OF WASHINGTON

PORT OF SEATTLE

REVENUE BOND 1971-C

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

FIVE THOUSAND DOLLARS

on the first day of November, 19___, with interest thereon from the date hereof at the rate of ___% per annum until such principal sum is paid or payment has been duly provided for, payable May 1, 1972, and semiannually thereafter on the first days of May and November. Payment of the interest on this bond shall be made only upon presentation and surrender of the coupons representing such interest as the same respectively fall due, or if this bond shall be registered as to both principal and interest, to the registered holder.

Both principal of and interest on this bond are payable in lawful money of the United States of America at the office of the Treasurer of King County, Washington, 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 and New York, New York, solely out of the special fund of the port district known as the "Port of Seattle Revenue Bond Redemption Fund" created by Resolution No. 2143 of the Commission of the port district.

The Port of Seattle has reserved the right to redeem any or all of the bonds of this issue outstanding, in inverse numerical order, at the following times and at the following prices expressed as a percentage of the principal amount, plus accrued interest to date of redemption:

On November 1, 1986 and May 1, 1987	at 104
On November 1, 1987 and May 1, 1988	at 103
On November 1, 1988 and May 1, 1989	at 102
On November 1, 1989 and May 1, 1990	at 101
On November 1, 1990 and any interest payment date thereafter	at 100

Notice of any such intended redemption 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 forty nor less than thirty days prior to said redemption date, and by mailing a like notice at the same time to _____

In addition to such publication and mailing, the district shall also mail notice of such intended redemption to the registered owners of the bonds to be redeemed and to Standard & Poor's Corporation and Moody's Investors Service, Inc., New York, New York, or to their successors, if any. The mailing of such notice shall not, however, be a condition precedent to the call of any bonds for redemption.

This bond is one of an issue of four thousand four hundred sixty bonds of the port district of like amount, date and tenor except as to number, rate of interest and date of maturity in the aggregate principal amount of \$22,300,000, and is issued pursuant to duly adopted resolutions of the Port

Commission for the purpose of providing money to pay part of the cost of acquiring, constructing, equipping, installing and making certain improvements at the Seattle-Tacoma Airport as authorized by the Comprehensive Scheme of the port district as amended, all in conformity with the laws of the State of Washington. This bond and the bonds of this issue are payable solely out of the Gross Revenue of the port district as such Gross Revenue is defined in Resolution No. 2397 of the Commission of the port district.

The Port of Seattle 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 Nos. 2143, 2242, 2264, 2272, 2286, 2322, 2330, 2357, 2377 and 2397, 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 and the Reserve Account created therein the various amounts required by said Resolution No. 2397 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 district issued under dates of November 1, 1963, November 1, 1966, November 1, 1967, July 1, 1968, February 1, 1969, April 1, 1970, August 1, 1970, February 1, 1971 and June 1, 1971,

and any revenue bonds of the port district hereafter issued on a parity with such bonds and the bonds of this issue.

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 any of such November 1, 1963, November 1, 1966, November 1, 1967, July 1, 1968, February 1, 1969, April 1, 1970, August 1, 1970, February 1, 1971 and June 1, 1971 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 said Resolution No. 2397) 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.

Unless registered, this bond, and the bonds of this issue, and each of the coupons attached to each of said bonds are hereby declared to be fully negotiable instruments within the provisions and intent of the laws of the State of Washington.

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 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 bond

have happened, been done and performed.

IN WITNESS WHEREOF, the Port of Seattle has caused this bond 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 first day of November, 1971.

PORT OF SEATTLE, WASHINGTON

By _____
President of its Commission

ATTEST:

Secretary of its Commission

KING COUNTY TREASURER'S
REFERENCE NO. _____

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

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

On the first day of _____, 19___, the Port of Seattle will pay to bearer at the office of the Treasurer of King County, 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, and 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 Revenue Bond Redemption Fund,"

said amount being the semiannual interest due that day on
its Revenue Bond 1971-C dated November 1, 1971, and numbered

_____.

PORT OF SEATTLE, WASHINGTON

By _____
President of its Commission

ATTEST:

Secretary of its Commission

The Bonds shall have endorsed thereon the following
registration certificate:

REGISTRATION CERTIFICATE

This bond may be registered in the name of the holder
at the office of the Treasurer of King County in Seattle,
Washington, as to principal only, such registration being
noted hereon by the 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. The registration
of this bond as to principal shall not affect the negotiability
of the coupons attached hereto, but the coupons may be surrendered
and the interest made payable only to the registered holder,
in which event the Registrar shall note in the registration
blank below that this bond is registered as to interest as
well as to principal.

Upon the request of the holder and with the consent

of the Port of Seattle, but always at the expense of the holder, this bond when converted into a bond registered as to both principal and interest may be reconverted as to both principal and interest as hereinabove provided. Upon reconversion of this bond when registered as to principal and interest into a coupon bond, new coupons representing the interest to accrue hereon to date of maturity shall be attached hereto by the Registrar, who shall note in the registration blank below whether the bond is registered as to principal only or payable to bearer.

<u>Date of Registration</u>	<u>In Whose Name Registered</u>	<u>Manner of Registration</u>	<u>Signature of Registrar</u>
:	:	:	:
:	:	:	:
:	:	:	:
:	:	:	:
:	:	:	:
:	:	:	:

Section 12. The Bonds 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. The interest coupons attached thereto shall be signed with the facsimile signatures of said officials.

Section 13. The Bonds shall be sold at public sale. Sealed proposals for the purchase of the Bonds shall be received, publicly opened and read at 10:00 o'clock A.M. Pacific Daylight Time on the 28th day of October, 1971, at the Bell Street offices of the Port of Seattle in Seattle, Washington. Such bids will be considered and acted upon at a special meeting of the Commission to be held at said office at 11:30 o'clock A.M. Pacific Daylight

Time, on such date. Bidders must agree to pay accrued interest from November 1, 1971, to date of delivery and at least 98% of the par value of the Bonds.

Notice of such sale shall be published once in The Bond Buyer prior to said date of sale. Such other publicity of such sale shall be given as found advisable by the Controller of the Port.

Upon the sale of the Bonds the proper officials of the Port are hereby authorized and directed to do all things necessary for the prompt execution and delivery of the Bonds and for the proper use and application of the proceeds of sale thereof.

Section 14.

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 Bonds.

Any such supplemental resolution of the Commission may

be adopted without the consent of the holders of any of the Bonds at any time outstanding, notwithstanding any of the provisions of subsection B of this section.

B. With the consent of the holders of not less than 65% in aggregate principal amount of the Bonds 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 Bonds, or reduce the rate of interest thereon, or extend the time of payments of interest from their due date, or reduce the amount of the principal thereof, or reduce any premium payable on the redemption thereof, without the consent of the holder of each Bond so affected;

or

(2) Reduce the aforesaid percentage of holders of Bonds required to approve any such supplemental resolution without the consent of the holders of all of the Bonds then outstanding.

It shall not be necessary for the consent of the Bondholders 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.

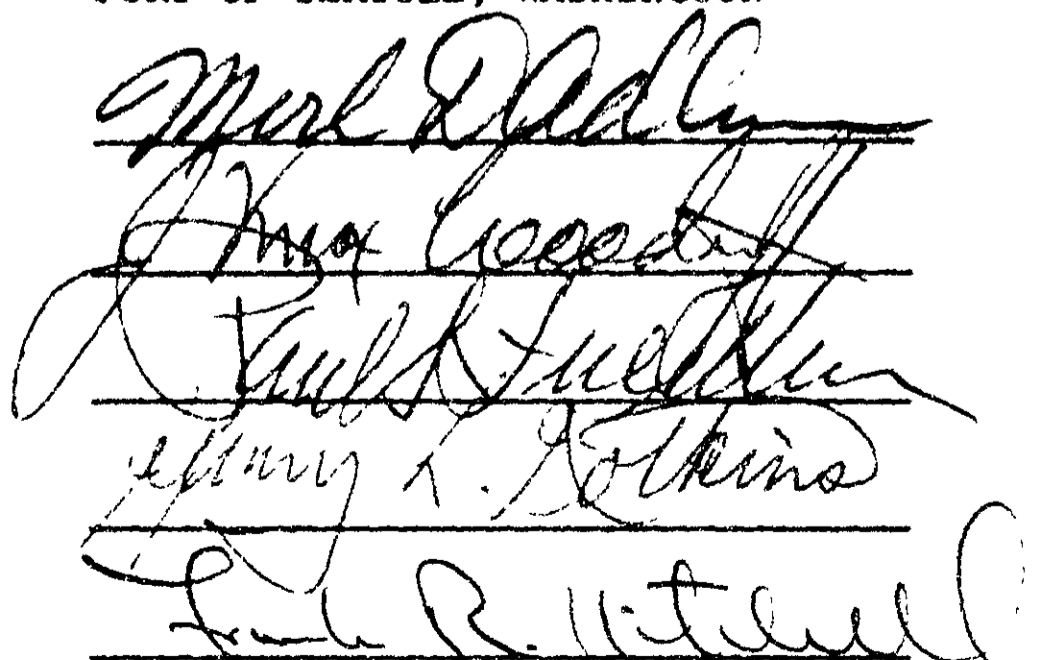
C. Upon the adoption of any supplemental resolution pursuant to the provisions of this section, this resolution shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations of the Port under

this resolution and all holders of Bonds outstanding hereunder shall thereafter be determined, exercised and enforced thereunder, subject in all respects 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.

D. Bonds 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 Bonds 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 Bonds then outstanding, upon surrender for cancellation of such Bonds with all unmatured coupons and all matured coupons not fully paid, in equal aggregate principal amounts.

ADOPTED by the Port Commission of the Port of Seattle at a regular meeting thereof held this 12 day of October, 1971, 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


Commissioners

ATTEST:


Secretary of said Commission