



- AGENDA -

STATE FINANCE COMMITTEE

June 8, 2023, at 3:00 PM

Via Zoom

With public participation via Zoom, telephonically,
and in-person at the Office of the State Treasurer,
Legislative Building, Second Floor, Room 230, Olympia, Washington

STATE FINANCE COMMITTEE

Call to Order.

1. Approval of minutes of the November 29, 2022, State Finance Committee meeting.
2. Resolution No. 1271 authorizes the issuance of State of Washington General Obligation Bonds in a principal amount not to exceed \$5,355,900,000 for the purpose of providing funds to pay and reimburse State expenditures for various State projects identified in the Bond Act; providing for certain terms and covenants of the bonds; providing for certain other provisions safeguarding the payment of the principal thereof and interest thereon; and authorizing and directing the sale of said bonds in one or more sales. Resolution No. 1271 also authorizes the State Treasurer to adopt bond sale resolutions.
3. Resolution No. 1272 authorizes the issuance of Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Bonds of the State in a principal amount not to exceed \$1,905,620,000 for the purpose of providing funds to pay and reimburse State expenditures for various transportation projects identified in the Bond Acts; providing for certain terms and covenants of the bonds; providing for certain other provisions safeguarding the payment of the principal thereof and interest thereon; and authorizing and directing the sale of said bonds in one or more sales. Resolution No. 1272 also authorizes the State Treasurer to adopt bond sale resolutions.
4. Resolution No. 1273 authorizes the issuance of Various Purpose General Obligation Refunding Bonds of the State in a principal amount not to exceed \$4,577,460,000 and Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Refunding Bonds of the State in a principal amount not to exceed \$2,947,310,000 for the purpose refunding certain outstanding Various Purpose General Obligation Bonds, Various Purpose General Obligation Refunding Bonds, Motor Vehicle Fuel Tax General Obligation Bonds, and Motor Vehicle Fuel Tax General Obligation Refunding Bonds; making certain other provisions

Office of the State Treasurer

with respect to the payment of the principal of and interest on the bonds; approving the form of a refunding escrow agreement with respect to the bonds to be refunded; and providing for other matters properly related thereto. Resolution No. 1273 also authorizes the State Treasurer to adopt bond sale resolutions.

5. Resolution No. 1274 approves and establishes a finance plan and maximum principal amount of financing contracts and certificates of participation of the State for the 2023-25 biennium.
6. Informational Item: Bond sales and market update.
7. Public Comments.

Adjourn.

Public Zoom Access Information:

To join virtually, please select the following:

<https://us02web.zoom.us/j/82660515968?pwd=QjNBR1R2Z3RlEkNTRDEvWjJZRkQwZz09>

Passcode: 023745

Public Dial-in Access Information:

Participants who wish to participate telephonically, please use the following dial-in information:

Dial-in: (253) 215-8782 or 877 853 5257 (Toll Free)

Meeting ID: 826 6051 5968

Office of the State Treasurer

P.O. Box 40200 Olympia, Washington 98504-0200
(360) 902-9000 • TTY USERS: CALL 711 • FAX (360) 902-9037
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- BRIEFING BOOK -
State Finance Committee

June 8, 2023, Meeting

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- SECTION 1 -

State Finance Committee

June 8, 2023, Meeting



STATE FINANCE COMMITTEE MINUTES

November 29, 2022 at 3:00 PM

Virtual – Zoom

With public participation via Zoom, telephonically, and in-person at the
Helen Sommers Building Conference Room 1015, Olympia, WA

The State Finance Committee met virtually via Zoom in a special meeting after notice was duly given to the public.

Present: State Treasurer Mike Pellicciotti, Chair
Governor Jay Inslee, Member
Lieutenant Governor Denny Heck, Member

Also Present Virtually: Jason Richter, Office of the State Treasurer, Secretary
Nona Snell, Office of Financial Management
Dallas Roberts, Office of the Lieutenant Governor
Stacia Hollar, Office of the Attorney General
Scott Forbes, Office of the Attorney General
Tammie Nuber, Office of the State Treasurer
Anna Borris, Office of the State Treasurer
Svein Braseth, Office of the State Treasurer
Austin Goble, Office of the State Treasurer
Aaron Sherman, Office of the State Treasurer
Danni Colo, Office of the State Treasurer
Molly Johannessen, Office of the State Treasurer

Chair Pellicciotti called the meeting to order at 3:05 PM. Chair Pellicciotti stated for the record that all three members of the State Finance Committee (SFC) were present, and a quorum was established. Chair Pellicciotti stated this meeting was being streamed by TVW.

Item 1: Approval of Minutes

Chair Pellicciotti introduced the draft minutes from the June 22, 2022, State Finance Committee meeting for approval. No corrections or amendments were requested. Motion – Lieutenant Governor Heck; Second – Governor Inslee; the minutes were approved unanimously.

Item 2: Resolution No. 1266

Chair Pellicciotti introduced Jason Richter, State Finance Committee Secretary and Deputy Treasurer of Debt Management for the Office of the State Treasurer, to provide a summary of Resolution No. 1266.

Resolution No. 1266 appoints U.S. Bank Trust Company, National Association to act as the state's fiscal agent pursuant to RCW 43.80.120 and requires the Office of the State Treasurer to carry out all matters associated with such appointment including, carrying out the responsibilities of the State Finance Committee as set forth in chapter 43.80 RCW.

Chair Pellicciotti asked if there were any questions regarding Resolution No. 1266.

Hearing no questions, the Chair asked for a motion to approve Resolution No. 1266.

Motion – Lieutenant Governor Heck; Second – Governor Inslee; Resolution No. 1266 was adopted unanimously.

Item 3: Informational Item – Bond Sales Update

Mr. Richter provided a bond sales and market update.

- **Sales Update**

Since the last State Finance Committee Bond Sales and Market Update on June 22, 2022, the state has sold two series of bonds and one series of certificates of participation (COPs), totaling over \$851 million.

- **Refunding Savings**

There have been no refinancings since the June 22, 2022 State Finance Committee meeting.

- **Future New Money Issuances**

The state plans to sell new money bonds in January 2023 and anticipates additional issuances in the summer of 2023 and in the beginning of 2024 to finance Capital Budget and Transportation Budget projects. The size and timing of these issuances will be primarily dependent upon the state's cash-flow needs.

- **Future Refinancings**

In addition to new money financings, OST actively monitors the state's debt portfolio for refinancing opportunities. Approximately \$4.6 billion of outstanding bonds are callable over the next three years.

- **Market Update**

The current Bond Buyer 20-Bond Index (BBI) now stands at 4.02% (as of November 10, 2022), which is 192 basis points higher than a year ago (November 10, 2021). In comparison, the BBI's 30-year average is equal to 4.47%.

Item 4: Public Comment

Chair Pellicciotti opened the meeting up for public comment. There was no public comment provided.

Chair Pellicciotti acknowledged and thanked his fellow Committee members for approving during the June 22, 2022 meeting the ability to post draft meeting minutes, improving public transparency, since SFC meetings generally occur on a semi-annual basis.

Having no further business before the State Finance Committee, Chair Pellicciotti adjourned the meeting at 3:23 PM.

STATE FINANCE COMMITTEE STATE OF
WASHINGTON

By _____
Mike Pellicciotti
State Treasurer and Chair

By _____
Jay Inslee
Governor and Member

By _____
Denny Heck
Lieutenant Governor and Member

ATTEST:

Jason P. Richter,
Deputy State Treasurer and Secretary

- SECTION 2 -

State Finance Committee

June 8, 2023, Meeting



State of Washington
STATE FINANCE COMMITTEE

MIKE PELLICCIOTTI, Chair
State Treasurer

JAY R. INSLEE
Governor

DENNY HECK
Lieutenant Governor

June 8, 2023

MEMORANDUM

TO: The Honorable Mike Pellicciotti
The Honorable Jay R. Inslee
The Honorable Denny Heck

FROM: Jason P. Richter
Deputy State Treasurer

RE: **Proposed Resolution No. 1271** authorizes the issuance and sale of State of Washington Various Purpose General Obligation Bonds

Resolution Purpose

Proposed Resolution No. 1271 authorizes the issuance of State of Washington General Obligation Bonds in a principal amount not to exceed \$5,355,900,000 for the purpose of providing funds to pay and reimburse state expenditures for various state projects identified in the Bond Act; providing for certain terms and covenants of the bonds; providing for certain other provisions safeguarding the payment of the principal thereof and interest thereon; and authorizing and directing the sale of said bonds in one or more sales. Resolution No. 1271 also authorizes the Deputy State Treasurer to establish the method of sale of the bonds and the State Treasurer to adopt bond sale resolutions.

Background

The bonds will be used to fund expected cash flow requirements for the 2023-25 Biennium, based upon preliminary issuance projections from the 2023 Legislative Session. Issuance is currently planned on a semi-annual basis.

Authorization

Authority to issue the bonds is expected to be provided by the following bond acts, based on the preliminary allocation shown in the following table:

Chapter and Laws (Bond Authorizations)	Bonds			Preliminary Par Amount Allocation
	Authorized	Issued	Unissued	
Ch. 147 -- Laws of 2003, Regular Sess.....	249,500,000	211,450,000	38,050,000	-
Ch. 167 -- Laws of 2006, Regular Sess.....	200,000,000	178,920,000	21,080,000	3,000,000
Ch. 179 -- Laws of 2008, Regular Sess.....	50,000,000	48,210,000	1,790,000	1,790,000
Ch. 179 -- Laws of 2008, Regular Sess.....	100,000,000	99,245,000	755,000	755,000
Ch. 6 -- Laws of 2009, Regular Sess.....	133,000,000	124,325,000	8,675,000	8,675,000
Ch. 3 -- Laws of 2018, Regular Sess.....	300,000,000	26,070,000	273,930,000	30,000,000
Ch. 414 -- Laws of 2019, Regular Sess.....	3,200,926,000	1,701,820,000	1,499,106,000	1,499,106,000
Ch. 331 -- Laws of 2021, Regular Sess.....	3,971,290,793	1,412,250,000	2,559,040,793	1,719,536,000
Ch. 473 -- Laws of 2023, Regular Sess.....	4,186,076,000	-	4,186,076,000	2,093,038,000
<i>Subtotal.....</i>	12,390,792,793	3,802,290,000	8,588,502,793	5,355,900,000

Projects Funded

2023-25 Capital Budget appropriations and re-appropriations for bond-funded projects include the projects provided in the schedule attached to this memo (amounts shown in thousands).

Counsel and Advisors

Assistance in preparing Proposed Resolution No. 1271 was provided by:

Bond Counsel: William Tonkin, Foster Garvey PC
Municipal Advisors: Corey McCullough, Montague DeRose and Associates, L.L.C.,
Robert Shelley, Piper Sandler & Co.

Attachment

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2023-25 Enacted Capital Budget

State Bonds
(Dollars In Thousands)
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Prty		New App	Reapp
Governmental Operations			
<i>Office of the Secretary of State</i>			
004	30000047 Archives Capital Minor Works	1,507	0
003	30000044 Archives Minor Works	0	56
	Total	1,507	56
<i>Department of Commerce</i>			
001	40000295 2023-25 Housing Trust Fund	400,000	0
000	40000301 2024 Local and Community Projects	228,343	0
000	40000299 2023-25 Behavioral Health Community Capacity Grants	211,000	0
000	40000300 2023-25 Early Learning Facilities Fund Grant Program	65,000	0
006	40000296 2023-25 Connecting Housing to Infrastructure (CHIP)	60,000	0
002	40000290 2023-25 Broadband Infrastructure Federal Match Projects	50,000	0
000	91002197 Health Care Infrastructure	38,918	0
000	40000572 2023-25 Defense Community Compatibility Projects	35,810	0
009	40000279 2023-25 Building Communities Fund Grant Program	30,579	0
000	40000298 Transit Oriented Housing Development Partnership Match	25,000	0
011	40000280 2023-25 Building for the Arts	18,000	0
000	92001393 2023-25 Dental Capacity Grants	17,680	0
000	91001682 2023-25 Youth Shelters and Housing	14,520	0
000	40000576 Rising Strong Project Grant Pass Through	13,356	0
011	40000286 2023-25 Library Capital Improvement Program	10,951	0
011	40000292 2023-25 Youth Recreational Facilities Grant Program	8,000	0
011	40000287 Pacific Tower Capital Improvements	6,464	0
000	91002195 2023-25 Rural Rehabilitation Grant Program	6,000	0
011	40000285 2023-25 Early Learning Facilities – School Districts	5,406	0
000	92001419 2023-25 Landlord Mitigation Account	5,000	0
003	40000293 Capital Pre-Development Funding	5,000	0
008	40000291 2023-25 Weatherization Plus Health	5,000	0
000	40000568 Housing Finance Commission Land Acquisition Program	1,377	0
000	40000556 2023-25 Community Relief	1,000	0
010	40000282 Dig-Once Pilot Project and Enhanced Program Development	500	0
000	92001367 Public Facility Improvement Fund	360	0
000	91002196 Broadband Study	75	0
000	40000230 2022 Local & Community Projects	0	117,688
000	40000219 2021-23 Behavioral Health Community Capacity Grants	0	89,011
000	40000153 2021-23 Housing Trust Fund Investment in Affordable Housing	0	84,844
000	40000148 2021-23 Clean Energy V-Investing in Washington's Clean Energy	0	55,231
000	40000116 2020 Local and Community Projects	0	50,532
000	40000266 2023 Local and Community Projects	0	48,301
000	40000222 2021-23 Rapid Capital Housing Acquisition	0	41,036
000	40000036 2019-21 Housing Trust Fund Program	0	38,367
000	40000114 2019-21 Behavioral Health Capacity Grants	0	35,919
000	40000142 2021-23 Building Communities Fund Grant Program	0	27,103
000	92000953 2021-23 Broadband Office	0	26,878
000	40000260 2022 Rapid Capital Housing Acquisition	0	22,935
000	30000878 Public Works Assistance Account Construction Loans	0	22,673
000	91001677 2021-23 Early Learning Facilities	0	21,924
000	40000005 2018 Local and Community Projects	0	21,708
000	30000881 Clean Energy Funds 3	0	20,387
000	40000018 Behavioral Health Community Capacity	0	19,163
000	40000044 2019-21 Early Learning Facilities	0	18,199
000	91001685 Grants for Affordable Housing Development Connections	0	17,910

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2023-25 Enacted Capital Budget

State Bonds
(Dollars in Thousands)
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Prty		New App	Reapp	
000	40000042	Clean Energy Transition 4	0	16,135
000	40000043	2019-21 Building Communities Fund Program	0	15,255
000	40000147	2021-23 Library Capital Improvement Program (LCIP) Grants	0	14,871
000	40000278	Ports Infrastructure	0	14,328
000	40000130	2021 Local and Community Projects	0	11,416
000	91001687	Infrastructure Projects	0	10,087
000	91001659	Continuing Affordability in Current Housing	0	10,000
000	40000143	2021-23 Building for the Arts Grant Program	0	9,955
000	92000957	2021-23 Community Relief	0	9,849
000	30000872	2017-19 Housing Trust Fund Program	0	9,652
000	91001681	Early Learning Renovation Grants	0	8,500
000	40000149	2021-23 Energy Retrofits for Public Buildings Grant Program	0	8,211
000	91001690	Food Banks	0	6,900
000	92001004	Reimann Roads, Telecomm and Utility Relocation (Pasco)	0	6,515
000	40000049	2019-21 Energy Efficiency and Solar Grants Program	0	5,979
000	92000369	Local & Community Projects 2016	0	5,917
000	92001175	2022 Dental Capacity Grants	0	5,705
000	91001688	Capital Grant Program Equity	0	5,000
000	40000150	2021-23 Weatherization Plus Health	0	4,940
000	91001157	2019 Local and Community Projects	0	4,781
000	91001239	Library Capital Improvement Program	0	4,702
000	91001660	2021-23 Dental Capacity Grants	0	4,676
000	30000726	Clean Energy and Energy Freedom Program	0	4,609
000	92000939	Enhanced Shelter Capacity Grants	0	3,889
000	30000879	Weatherization Plus Health Matchmaker Program	0	3,714
000	40000041	2019-21 Youth Recreational Facilities Grant Program	0	3,190
000	40000139	2021-23 Youth Recreational Facilities Grant Program	0	3,019
000	40000223	2021-23 Rural Rehabilitation Loan Program	0	2,833
000	40000140	2021-23 Early Learning Facilities-School Districts Grant	0	2,281
000	92001122	Increasing Housing Inventory	0	2,183
000	91000943	CERB Administered Broadband Infrastructure	0	2,100
000	40000124	2019-21 Behavioral Rehabilitation Services Capacity Grants	0	1,967
000	40000006	Early Learning Facility Grants	0	1,870
000	40000009	PWAA Preconstruction and Emergency Loan Programs	0	1,702
000	40000039	2019-21 Building for the Arts Grant Program	0	1,497
000	30000846	2017 Local and Community Projects	0	1,229
000	40000048	2019-21 Weatherization	0	1,000
000	92000230	Projects that Strengthen Communities & Quality of Life	0	982
000	40000007	Dental Clinic Capacity Grants	0	978
000	91001686	Work, Education, Health Monitoring Projects	0	805
000	30000882	Energy Efficiency and Solar Grants	0	782
000	92000151	Projects for Jobs & Economic Development	0	735
000	91001306	Dental Capacity Grants	0	485
000	40000144	2021-23 CERB Capital Construction	0	412
000	40000136	Seattle Vocational Institute	0	256
000	91002160	2022 Permanent Supportive Housing Remediation	0	200
000	91001675	Substance Use Disorder Recovery Housing	0	48
000	91002171	Dig-Once Pilot Program	0	17
	Total	1,263,339	1,015,966	
Office of Financial Management				
000	40000005	Emergency Repairs	4,000	0
004	20082856	Cowlitz River Dredging	0	2,000

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2023-25 Enacted Capital Budget

State Bonds
(Dollars In Thousands)
Run: 5/26/2023 1:37 PM

Prty		New App	Reapp
000	92000035 Fircrest School Land Use Assessment	0	165
	Total	4,000	2,165
<i>Department of Enterprise Services</i>			
007	92000020 Legislative Campus Modernization	112,616	72,346
001	40000244 Facility Professional Services Staffing	23,951	0
017	40000317 GA - Building Demolition	4,300	0
016	40000226 Capitol Campus Security & Safety Enhancements	3,110	5,135
000	91000450 2023-25 Capitol Campus Security	2,879	0
012	40000314 Modular Building - Critical Repairs & Upgrades	2,850	0
000	40000331 Washington Building	2,200	0
003	40000245 Campus - Critical Fire System Upgrades	1,020	0
024	40000393 Capitol Campus Emergency Generator Replacement	854	0
010	40000249 NRB - Replace Piping for Wet Fire Suppression	250	0
004	92000040 Temple of Justice HVAC, Lighting & Water Systems	0	25,410
022	30000786 Elevator Modernization	0	1,316
000	40000448 Executive Guard Post One	0	740
002	40000180 21-31 Statewide Minor Works - Preservation	0	323
008	30000812 Campus Physical Security & Safety Improvements	0	156
	Total	154,030	105,426
<i>Military Department</i>			
005	30000591 Joint Force Readiness Center: Replacement	12,000	144
010	30000592 King County Area Readiness Center	6,000	569
012	40000274 Minor Works Program 2023-25 Biennium	4,721	0
011	40000301 Minor Works Preservation 2023-25 Biennium	3,479	0
003	40000192 Camp Murray Bldg 34 Renovation	3,425	0
004	40000194 Moses Lake Readiness Center Renovation	2,462	0
002	30000930 Snohomish Readiness Center	1,707	1,406
001	30000808 Tri-Cities Readiness Center	944	265
017	40000290 WA Army National Guard Vehicle Storage Buildings	750	0
008	40000300 Spokane Readiness Center IT Infrastructure Upgrade	609	0
006	40000311 Kent Readiness Center Water Damage Repairs	569	0
000	40000004 Anacortes Readiness Center Major Renovation	0	2,707
000	40000188 Minor Works Preservation 2021-23 Biennium	0	2,028
000	40000185 Minor Works Program 21-23 Biennium	0	2,002
003	40000189 Camp Murray Bldg. 20 Roof Top Unit Upgrade	0	307
	Total	36,666	9,428
<i>Dept of Arch and Hist Preservation</i>			
002	40000015 2023-25 Historic County Courthouse Rehabilitation Grant Program	3,162	0
001	40000018 2023-25 Heritage Barn Grant Program	1,000	0
003	40000016 2023-25 Historic Cemetery Grant Program	515	0
004	40000017 2023-25 Historic Theater Capital Grant Program	515	0
000	40000006 2021-23 Historic County Courthouse Rehabilitation Program	0	1,603
000	40000005 2021-23 Heritage Barn Grants	0	765
000	40000003 Ebey's National Historic Reserve	0	624
000	40000012 2021-23 Historic Theater Capital Grant Program	0	288
000	40000007 2021-23 Historic Cemetery Grant Program	0	275
000	30000023 2019-21 Historic County Courthouse Grants Program	0	160
000	30000022 Rehabilitation of Beverly Bridge	0	156
000	40000001 2019-21 Historic Cemetery Grant Program	0	121
	Total	5,192	3,992

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2023-25 Enacted Capital Budget

State Bonds
(Dollars In Thousands)
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Prty		New App	Reapp
Total Governmental Operations		1,464,734	1,137,033
Human Services			
<i>Wa St Criminal Justice Train Comm</i>			
000	92000006 Regional Training Facilities	2,760	0
000	40000019 Criminal Justice Training Facilities	500	0
001	40000017 Omnibus Minor Works	356	0
001	40000014 Omnibus Minor Works	0	726
	Total	3,616	726
<i>Dept of Social and Health Services</i>			
001	91000067 Western State Hospital: New Forensic Hospital	613,000	43,870
000	92000046 Maple Lane - Rapid BH Bed Capacity	21,070	0
003	91000077 BH: State Owned, Mixed Use Community Civil 48-Bed Capacity	20,629	50,480
002	40000954 Minor Works Preservation 2023-25	7,666	0
020	40000965 Special Commitment Center-Campus: Fire Alarm Replacement	5,115	0
000	91000090 BH Rapid Community Capacity	5,000	0
017	40000573 Rainier School-Cottages: Roofing Replacement	3,800	0
047	40000493 Eastern State Hospital-Activity Therapy Building: HVAC Upgrades	3,715	0
012	40000953 Minor Works Programmatic 2023-25	3,618	0
004	30002238 Lakeland Village: Code Required Campus Infrastructure Upgrades	3,505	1,000
023	40000606 Eastern State Hospital-Commissary: Building Repairs	3,350	0
028	40000969 Eastern State Hospital-AT Bldg: Electrical & Emerg. Generator	3,205	0
033	40001089 Western State Hospital-Water System: Assessment and Improvements	2,490	0
019	40000955 DOC/DSHS McNeil Island-Infrastructure: Repairs & Upgrades 2023-25	2,451	0
030	40000970 Eastern State Hospital-Eastlake: Nursing Station Improvements	1,740	0
029	40000594 Western State Hospital-Multiple Bldgs: Sprinkler Head Replacement	1,394	0
016	40000964 Medical Lake-Campus: Electrical Feeder Replacement	1,392	0
008	40000411 Child Study and Treatment Center-Ketron: LSA Expansion	1,382	1,535
024	40000572 Lakeland Village-Cottages: Roofing Replacement	1,300	0
025	40000559 Child Study & Treatment Center-Emergency Power: Replacement	800	0
000	40001140 Diversion and Recovery Community Capacity	500	0
037	30003234 DOC/DSHS McNeil Island-Main Dock: Float & Dolphin Replacement	250	0
999	91000080 Western State Hospital Treatment & Recovery Center	0	23,931
999	30002755 Fircrest School-Nursing Facilities: Replacement	0	10,032
999	30002765 Western State Hospital-Forensic Services: Two Wards Addition	0	8,673
999	40000571 Minor Works Preservation Projects: Statewide 2021-23	0	7,600
999	40000381 Minor Works Preservation Projects: Statewide 2019-21	0	6,447
999	40000578 Statewide-Behavioral Health: Patient Safety Improvements 2021-23	0	6,151
999	91000066 DSHS & DCYF Fire Alarms	0	6,026
007	30003577 Special Commitment Center-Community Facilities: New Capacity	0	6,000
999	40000946 Fircrest School-ICF Cottages: HVAC & Water Heater Improvements	0	5,605
999	40000589 Western State Hospital-Building 29: Roofing Replacement	0	4,867
999	91000019 ESH and WSH-All Wards: Patient Safety Improvements	0	4,633
009	40000392 Western State Hospital-Multiple Buildings: Fire Doors Replacement	0	4,602
999	40000567 Maple Lane-Columbia Cottage: Behavioral Health Expansion	0	3,871
999	91000075 BH: State Operated Community Civil 16-Bed Capacity	0	2,255
999	30000468 Eastern State Hospital: New Boiler Plant	0	2,095
999	40000569 Minor Works Program Projects: Statewide 2021-23	0	2,070
999	40000405 Eastern State Hospital-Westlake: Fire Stops	0	1,874
999	40000404 Eastern State Hospital-Eastlake & Westlake: Fire & Smoke Controls	0	1,728
999	30002759 Eastern State Hospital-Westlake: New HVAC DDC Controls	0	1,589

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2023-25 Enacted Capital Budget

State Bonds
(Dollars in Thousands)
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Prty		New App	Reapp
999	30002235	Minor Works Preservation Projects: Statewide	0 1,419
999	20081319	Western State Hospital New Kitchen and Commissary Building	0 1,263
999	30003616	Eastern State Hospital: Emergency Electrical System Upgrades	0 1,182
999	30000415	Fircrest School-Back-Up Power & Electrical Feeders	0 1,035
999	30003211	DOC/DSHS McNeil Island-Infrastructure: Repairs & Upgrades	0 979
010	91000070	Western State Hospital & CSTC Power Upgrades	0 783
999	40000492	Eastern State Hospital-EL & WL: HVAC Compliance & Monitoring	0 570
999	40000888	Western State Hospital-Building 27: Roofing Replacement	0 512
999	30002752	Rainier School-Multiple Buildings: Roofing Replacement & Repairs	0 456
000	91000084	Child Study & Treatment Center - Youth Housing	0 350
027	30003582	Western State Hospital-Multiple Buildings: Elevator Modernization	0 318
999	40000382	Minor Works Program Projects: Statewide 2019-21	0 171
999	30003601	Fircrest School: Campus Master Plan & Rezone	0 163
999	30003324	Child Study and Treatment Center: CLIP Capacity	0 157
999	91000078	Rainier School-PATs E,C Cottage Cooling Upgrades	0 143
999	30003849	Behavioral Health: Compliance with Systems Improvement Agreement	0 124
999	30003213	DOC/DSHS McNeil Island-Infrastructure: Water System Replacement	0 96
999	30003569	State Psychiatric Hospitals: Compliance with Federal Requirements	0 94
999	30003573	Yakima Valley School-Multiple Buildings: Safety Improvements	0 56
999	30003579	Western State Hospital-Multiple Buildings: Fire Suppression	0 55
999	30003603	Western State Hospital-Forensic Services: Roofing Replacement	0 54
072	40000948	Western State Hospital-Building 29: CMS Certification	0 30
	Total	707,372	216,944
Department of Health			
002	30000379	Public Health Lab South Laboratory Addition	53,452 4,131
006	40000065	Drinking Water System Rehabilitations and Consolidations	5,000 0
004	40000063	New Deionized Water (DI) Piping at Public Health Laboratories	1,172 0
000	92000208	Lower Yakima Valley Groundwater Management Area Water Supply	850 0
008	40000054	New LED lighting and controls in existing laboratory spaces	365 0
000	30000381	New Central Boiler Plant	0 10,658
000	40000053	Generator for New Central Boiler Plant	0 1,837
000	40000052	Lakewood Water District PFAS Treatment Facility	0 936
000	40000006	Drinking Water System Repairs and Consolidation	0 760
000	40000027	2019-21 Drinking Water System Repairs and Consolidation	0 592
	Total	60,839	18,914
Department of Veterans Affairs			
000	91000013	DVA ARPA Federal Funds & State Match	6,810 10,849
006	30000094	Minor Works Facilities Preservation	1,860 450
002	40000099	WVH - Fire Alarm Replacement - 240 Building	1,280 0
008	40000070	WSVC - Raise, Realign, and Clean Markers	1,250 0
004	40000092	WSVC - Burial and Columbarium Expansion Grant	300 0
004	40000006	WVH HVAC Retrofit	0 395
002	40000013	WSH - Life Safety Grant	0 164
	Total	11,500	11,858
Dept of Children, Youth, & Families			
001	40000546	Echo Glen Secure Facility Improvements	8,050 0
000	40000557	Statewide Minor Works	2,959 0
002	40000547	Echo Glen Emergency Generator & Fuel Storage Tank	2,630 0
004	40000552	Green Hill Spruce Living Unit Renovation Minimum Security	1,270 0
014	30003237	Green Hill School-Recreation Building: Replacement	0 14,726

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Prty		New App	Reapp
016	40000534 Green Hill School - Baker North Remodel	0	5,935
015	30002736 Echo Glen-Housing Unit: Acute Mental Health Unit	0	5,043
002	40000400 Minor Works Preservation Projects: Statewide 2019-21	0	140
	Total	14,909	25,844
Department of Corrections			
001	40000246 MCC: SOU and TRU - Domestic Water and HVAC Piping System	26,000	2,962
010	92000037 WSP: Unit Six Roof Replacement	12,569	375
020	40000427 Minor Works Preservation Projects	9,992	0
013	30001128 SCCC Roof Replacement	6,194	0
008	40000067 ECWR: Foundation and Siding	5,111	850
009	30000697 WCC: Paint & Repair 300,000 Gallon Water Storage Tank	2,406	500
006	30001123 SW IMU Recreation Yard Improvement	2,000	2,244
003	40000414 CRCC Sage Unit Move to AHCC	1,452	1,026
015	40000324 CBCC: Fire Pump Replacement	1,411	0
034	40000419 McNeil Island Transport Barge Replacement	900	0
035	40000418 McNeil Island Passenger Ferry Replacement	900	0
005	40000416 CRCC: Modular Building for Health Service Staff	428	777
004	40000415 AHCC: Modular Building for Health Service Staff	408	791
000	92001125 Corrections Training Center	350	0
000	40000180 MCC: WSR Clinic Roof Replacement	0	9,123
000	30000143 Washington Corrections Center: Transformers and Switches	0	8,002
000	40000254 Minor Works - Preservation Projects	0	7,595
000	40000380 WCC: Support Buildings Roof Replacement	0	6,746
000	30000738 MCC: TRU Roof Programs and Recreation Building	0	5,840
000	40000260 WCC: Interim Mental Health Building	0	1,237
007	40000255 LCC: Boiler Replacement	0	1,210
011	30000117 MCC: WSR Perimeter Wall Renovation	0	905
002	40000413 Inpatient Psychiatric Unit	0	350
	Total	70,121	50,533
	Total Human Services	868,357	324,819
Natural Resources			
Department of Ecology			
011	40000476 2023-25 Chehalis Basin Strategy	70,000	0
009	40000583 2023-25 Columbia River Water Supply Development Program	59,200	0
007	40000540 2023-25 Floodplains by Design	49,800	0
010	40000572 2023-25 Yakima River Basin Water Supply	49,000	0
013	40000565 2023-25 Streamflow Restoration Program	40,000	0
011	92000200 North Shore Levee	18,500	0
018	40000605 2023-25 Zosel Dam Preservation	5,549	0
024	40000538 2023-25 Swift Creek Natural Asbestos Flood Control and Cleanup	4,000	0
017	40000559 2023-25 Sunnyside Valley Irrigation District Water Conservation	3,246	0
000	92000205 2023-25 Drought Response	3,000	0
022	40000570 Elevator Restorations at Ecology Facilities	1,735	0
015	40000530 2023-25 PFAS Contaminated Drinking Water	1,500	0
016	40000604 Product Testing Laboratory	350	0
000	40000387 2021-23 Chehalis Basin Strategy	0	57,660
000	40000389 2021-23 Floodplains by Design	0	41,349
000	40000397 2021-23 Streamflow Restoration Program	0	39,943
000	40000399 2021-23 Columbia River Water Supply Development Program	0	39,574
000	40000209 2019-21 Chehalis Basin Strategy	0	27,989

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000	40000129	2019-21 Floodplains by Design	0	27,982
000	40000177	2019-21 Streamflow Restoration Program	0	26,806
000	40000152	2019-21 Columbia River Water Supply Development Program	0	26,504
000	30000796	2017-19 Stormwater Financial Assistance Program	0	19,192
000	40000422	2021-23 Yakima River Basin Water Supply	0	18,909
000	92000076	Storm Water Improvements	0	17,004
000	40000179	2019-21 Yakima River Basin Water Supply	0	14,008
000	40000116	2019-21 Centennial Clean Water Program	0	13,226
000	30000797	2015-17 Restored Stormwater Financial Assistance	0	11,172
000	30000458	Remedial Action Grants	0	9,421
000	40000396	2021-23 Puget Sound Nutrient Reduction Grant Program	0	8,981
000	30000706	Floodplains by Design 2017-19	0	8,919
000	30000712	Columbia River Water Supply Development Program	0	7,365
000	30000705	2017-19 Centennial Clean Water program	0	5,693
000	91000373	2021-23 Water Banking	0	5,000
000	40000391	2021-23 Sunnyside Valley Irrigation District Water Conservation	0	4,281
000	30000714	Watershed Plan Implementation and Flow Achievement	0	3,374
000	40000111	2019-21 Sunnyside Valley Irrigation District Water Conservation	0	2,673
000	30000537	Floodplains by Design	0	2,183
000	30000704	2015-17 Restored Eastern Washington Clean Sites Initiative	0	2,068
000	30000673	Sunnyside Valley Irrigation District Water Conservation	0	1,815
000	30000763	2015-17 Restored Clean Up Toxic Sites -- Puget Sound	0	1,557
000	91000347	Skagit Water	0	1,521
000	30000589	Sunnyside Valley Irrigation District Water Conservation	0	1,125
000	30000331	Watershed Plan Implementation and Flow Achievement	0	895
000	30000591	Watershed Plan Implementation and Flow Achievement	0	875
000	91000359	PFAS Pilot Project	0	494
000	30000333	Dungeness Water Supply & Mitigation	0	375
000	19742006	Water Supply Facilities	0	295
000	30000590	Yakima River Basin Water Supply	0	294
000	30000740	Water Irrigation Efficiencies Program	0	204
000	20042951	Twin Lake Aquifer Recharge Project	0	128
000	30000708	Swift Creek Natural Asbestos Flood Control and Cleanup	0	123
000	20052852	Quad Cities Water Right Mitigation	0	116
000	40000193	Zosel Dam Preservation	0	80
000	30000213	Watershed Plan Implementation and Flow Achievement	0	67
000	20081951	Transfer of Water Rights for Cabin Owners	0	57
000	30000028	Watershed Plan Implementation and Flow Achievement	0	57
	Total	305,880	451,354	

State Parks and Recreation Comm

000	92001128	2023-25 State Parks Capital Projects Pool	23,548	0
033	40000153	Nisqually New Full Service Park	21,825	10,244
000	91000443	2023-25 Capital Preservation Pool	19,932	0
035	40000202	Nisqually Day Use Improvements	2,468	0
017	40000438	Palouse to Cascades Trail - Trail Structure Repairs	1,261	0
000	92001127	Enhancement of Puget Sound Pump Out Facilities	1,000	0
003	30000416	Lake Chelan State Park Moorage Dock Pile Replacement	574	72
027	40000053	Saltwater - Green Vision Project	450	0
036	40000186	Fort Ebey Replace Campground Restroom	270	0
000	92000017	2021-23 State Parks Capital Preservation Pool	0	31,583
000	92000014	State Parks Capital Preservation Pool	0	7,501
053	30000820	Kopachuck Day Use Development	0	6,902

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Prty		New App	Reapp
000	40000364 Minor Works - Preservation 2021-23	0	6,227
000	30000532 Schafer Relocate Campground	0	3,292
000	40000218 Saint Edward Maintenance Facility	0	2,426
000	40000162 Palouse to Cascade Trail - Crab Creek Trestle Replacement	0	2,004
000	30000984 Lake Sammamish Sunset Beach Picnic Area	0	1,968
000	40000365 Minor Works - Program 2021-23	0	1,843
000	30000959 Mount Spokane - Maintenance Facility Relocation from Harms Way	0	1,750
000	30000097 Fort Flagler - Welcome Center Replacement	0	1,387
000	30000872 Lake Sammamish Dock Grant Match	0	866
000	91000434 Fort Flagler Campground Road Relocation	0	620
000	40000151 Preservation Minor Works 2019-21	0	611
000	30000951 Field Spring Replace Failed Sewage Syst & Non-ADA Comfort Station	0	538
052	30000305 Sun Lakes State Park: Dry Falls Campground Renovation	0	288
028	91000441 Anderson Lake - New Day Use Facilities and Trail Development	0	229
000	30000983 Palouse Falls Day Use Area Renovation	0	214
000	40000016 Statewide Electric Vehicle Charging Stations	0	145
070	30001019 Statewide New Park	0	94
038	40000188 Fort Flagler Historic Theater Restoration	0	67
	Total	71,328	80,871

Rec/Conserv Funding Board

001	40000053 2023-25 Washington Wildlife Recreation Program	120,000	0
003	40000061 2023-25 Puget Sound Acquisition and Restoration	49,050	0
007	40000064 2023-25 Brian Abbott Fish Barrier Removal Board	27,315	0
002	40000054 2023-25 Salmon Recovery Funding Board Grant Programs	20,000	0
008	40000062 2023-25 Estuary and Salmon Restoration Program	14,309	0
021	91001663 Springwood Ranch in Kittitas County	14,000	10,000
009	40000063 2023-25 Washington Coastal Restoration and Resiliency Initiative	10,134	0
006	40000060 2023-25 Community Forest Grant Program	7,807	0
000	92000458 Community Outdoor Athletic Facilities Program	5,900	0
000	40000503 Planning for Recreation Access Grants	5,000	0
005	40000059 2023-25 Aquatic Lands Enhancement Account	2,358	0
047	91000958 Upper Quinault River Restoration Project	2,000	2,123
026	91001662 Fish Barrier Removal Projects in Skagit County	1,000	1,000
000	92000461 City of LaCenter Breeze Creek Culvert Replacement	1,000	0
020	40000019 2021-23 - Washington Wildlife Recreation Grants	0	87,243
028	40000031 2021-23 - Puget Sound Acquisition and Restoration	0	45,361
019	40000002 2019-21 - Washington Wildlife Recreation Grants	0	37,205
018	30000409 2017-19 Washington Wildlife Recreation Grants	0	25,142
025	40000021 2021-23 - Salmon Recovery Funding Board Programs	0	22,331
038	40000035 2021-23 - Brian Abbott Fish Barrier Removal Board	0	20,114
027	40000009 2019-21 - Puget Sound Acquisition and Restoration	0	15,350
042	40000045 2021-23 - Puget Sound Estuary and Salmon Restoration Program	0	13,282
036	40000047 2021-23 - Community Forest Grant Program	0	10,956
031	40000027 2021-23 - Youth Athletic Facilities	0	9,417
035	40000029 2021-23 - Aquatic Lands Enhancement Account	0	8,430
037	40000012 2019-21 - Brian Abbott Fish Barrier Removal Board	0	8,318
045	40000033 2021-23 - Washington Coastal Restoration Initiative	0	8,019
026	30000414 Puget Sound Acquisition and Restoration	0	7,169
067	92000131 Recreation & Conservation Office Recreation Grants	0	6,576
017	30000220 Washington Wildlife Recreation Grants	0	6,426
043	30000420 Washington Coastal Restoration Initiative	0	4,105
052	40000049 2021-23 - Outdoor Recreation Equity	0	3,908

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Prty		New App	Reapp
030	40000007 2019-21 - Youth Athletic Facilities	0	3,764
050	40000050 2021-23 - Family Forest Fish Passage Program	0	3,033
041	40000010 2019-21 - Puget Sound Estuary and Salmon Restoration Program	0	2,475
023	30000408 Salmon Recovery Funding Board Programs	0	2,437
033	30000413 Aquatic Lands Enhancement Account	0	2,205
024	40000004 2019-21 - Salmon Recovery Funding Board Programs	0	2,174
044	40000011 2019-21 - Washington Coastal Restoration Initiative	0	2,025
034	40000008 2019-21 - Aquatic Lands Enhancement Account	0	1,813
040	30000415 Puget Sound Estuary and Salmon Restoration Program	0	1,695
022	30000221 Salmon Recovery Funding Board Programs	0	1,312
029	30000412 Youth Athletic Facilities	0	1,218
046	91000448 Coastal Restoration Grants	0	622
049	40000017 2019-21 Family Forest Fish Passage Program	0	431
039	30000227 Puget Sound Estuary and Salmon Restoration Program	0	418
048	40000001 Family Forest Fish Passage Program	0	97
068	92000448 Statewide Multi-modal Trails Database	0	93
	Total	279,873	378,287
State Conservation Commission			
001	40000022 2023-25 Natural Resource Investment for the Economy & Environment	4,000	0
003	40000024 2023-25 Farmland Protection and Land Access	4,000	0
007	40000023 2023-25 Conservation Reserve Enhancement Program (CREP)	4,000	0
005	40000029 2023-25 Improve Shellfish Growing Areas	3,500	0
006	40000026 2023-25 Regional Conservation Partnership Program (RCPP)	3,000	0
009	40000021 2023-25 VSP Project Funding	3,000	0
004	40000025 2023-25 Irrigation Efficiencies	2,500	0
010	40000028 2023-25 Washington Shrubsteppe Restoration & Resiliency Initiativ	1,500	0
000	92001497 Skagit County Voluntary Stewardship	1,000	0
000	92000017 Whitman County Fire Recovery	961	0
004	40000017 2021-23 Regional Conservation Partnership Program (RCPP) Match	0	6,884
001	40000016 2021-23 Natural Resource Investment for the Economy & Environment	0	3,606
000	40000009 2019-21 Water Irrigation Efficiencies Program	0	3,383
002	40000013 2021-23 Conservation Reserve Enhancement Program (CREP)	0	3,083
000	92000016 Voluntary Stewardship Program	0	2,991
005	40000018 2021-23 Improve Shellfish Growing Areas	0	2,952
000	40000020 2021-23 Farmland Protection and Land Access	0	2,000
006	40000014 2021-23 Water Irrigation Efficiencies Program	0	2,000
000	91000017 2019-21 CREP Riparian Cost Share - State Match	0	588
000	40000006 2019-21 Match for Federal RCPP	0	212
	Total	27,461	27,699
Department of Fish and Wildlife			
003	30000660 Wallace River Hatchery - Replace Intakes and Ponds	17,228	6,810
006	40000163 Duckabush Estuary Habitat Restoration	14,000	0
014	30000671 Naselle Hatchery Renovation	11,500	16,235
001	40000164 Minor Works Preservation 23-25	11,255	0
010	30000663 Spokane Hatchery Renovation	8,153	2,277
000	91000163 Tribal Hatcheries	3,483	0
002	40000178 Minor Works Programmatic 23-25	2,850	0
005	30000680 Beaver Creek Hatchery - Renovation	2,696	129
009	30000661 Soos Creek Hatchery Renovation	2,054	3,180
012	30000277 Minter Hatchery Intakes	1,441	7,576
000	91000162 Cooperative Elk and Deer Damage Fencing	1,400	0

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Prty		New App	Reapp	
008	40000147	SRKW - Sol Duc Hatchery Modifications	1,186	127
018	40000175	SRKW - Palmer Ponds Expansion	950	0
017	40000090	Fish and Wildlife Health and BioSecurity Facility	884	0
000	40000267	Snohomish County Wildlife Rehabilitation Facility (PAWS)	500	0
004	40000021	Toutle River Fish Collection Facility - Match	300	2,042
013	30000843	Samish Hatchery - Friday Creek Intake & Fish Passage	150	0
072	30000830	Hurd Creek - Relocate Facilities out of Floodplain	0	11,307
082	40000004	Wiley Slough Dike Raising	0	5,401
074	40000089	Minor Works Preservation 21-23	0	4,815
077	40000146	SRKW - Kendall Creek Hatchery Modifications	0	3,957
030	20062008	Deschutes Watershed Center	0	3,888
078	40000148	SRKW - Voights Creek Hatchery Modifications	0	3,427
071	91000160	Kalama Creek Hatchery	0	3,000
080	30000846	PSNERP Match	0	2,376
029	30000827	Forks Creek Hatchery - Renovate Intake and Diversion	0	2,312
073	40000092	Minor Works Program 21-23	0	2,127
066	92000050	Shrubsteppe and Rangeland Cooperative Wildlife Fencing	0	1,337
024	30000662	2021-23 Cooperative Elk Damage Fencing	0	1,097
032	30000826	Snow Creek Reconstruct Facility	0	917
084	40000008	Minor Works Programmatic 2019-21	0	665
084	40000007	Minor Works Preservation 2019-21	0	550
065	92000049	Naches Rearing Ponds	0	512
067	92000051	Recreational Fishing Access on the Grande Ronde River	0	488
079	40000161	Klickitat WLA - Simcoe Fencing	0	422
025	30000214	Eells Springs Hatchery Renovation	0	396
016	30000848	Kalama Falls Hatchery Replace Raceways and PA System	0	370
023	30000481	Wooten Wildlife Area Improve Flood Plain	0	364
081	30000844	Dungeness Hatchery - Replace Main Intake	0	322
062	30000753	Puget Sound and Adjacent Waters Nearshore Restoration - Match	0	281
060	30000276	Samish Hatchery Intakes	0	228
068	91000161	Western Pond Turtle Nest Hill Restoration	0	192
076	40000162	Taneum Creek Property Acquisition Post Closing Activities	0	145
007	40000145	SRKW - New Cowlitz River Hatchery	0	124
026	40000087	Region 1 Office - Construct Secure Storage	0	56
070	92001248	Upper Indian Creek Fish Screen Removal	0	24
		Total	80,030	89,476

Department of Natural Resources

001	40000152	Revitalizing Trust Land Transfers	9,325	0
025	40000146	2023-25 State Forest Land Replacement - Encumbered Lands	7,500	0
010	40000143	Whiteman Cove Restoration	6,937	0
003	40000153	Webster Nursery Seed Plant Replacement	6,745	0
007	40000151	2023-25 Natural Areas Facilities Preservation and Access	5,092	0
022	40000154	2023-25 Minor Works Preservation	4,484	0
020	40000140	2023-25 Rivers and Habitat Open Space Program (RHOSP)	3,354	0
021	40000162	2023-25 Minor Works Programmatic	3,232	0
023	40000150	2023-25 Structurally Deficient Bridges	3,062	0
006	40000141	2023-25 Safe and Sustainable Recreation	2,915	0
011	40000156	Omak Consolidation, Expansion and Relocation	2,789	0
099	40000034	Trust Land Transfer Program	2,246	1,692
014	40000163	Eatonville Work Center and Fire Station	880	0
016	40000155	Correction of Fish Barrier Culverts	750	0
004	40000157	Webster Nursery Production Expansion	663	0

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Prty			New App	Reapp
008	40000142	2023-25 School Seismic Safety - Geologic Site Class Assessments	663	0
012	40000161	Ahtanum Fire Camp Relocation or Renovation	426	0
000	92000057	Land Appraisals	40	0
099	40000077	2021-23 Forestry Riparian Easement Program	0	5,146
099	40000025	Airway Heights Facility Replacement	0	3,462
099	40000093	2021-23 Natural Areas Facilities Preservation and Access	0	3,136
099	40000049	Forest Hazard Reduction	0	2,190
099	40000088	2021-23 Sustainable Recreation	0	2,072
099	40000082	Rural Broadband Investment	0	1,854
099	40000070	2021-23 Minor Works Preservation	0	1,804
099	40000079	2021-23 Puget Sound Corps	0	1,607
019	40000081	2021-23 Rivers and Habitat Open Space Program	0	1,409
099	91000099	Port of Willapa Harbor Energy Innovation District Grant	0	1,400
099	92000039	Camp Colman Cabin Preservation and Upgrades	0	1,400
099	40000092	2021-23 Road Maintenance and Abandonment Planning	0	1,067
099	40000086	2021-23 Structurally Deficient Bridges	0	693
099	40000038	Teaway	0	592
099	92000037	DNR and Camp Colman Collaboration	0	459
009	40000056	Grouse Ridge Fish Barriers & RMAP Compliance	0	227
099	40000074	2021-23 Community Forests	0	200
024	40000073	Webster Nursery Seed Plant Replacement	0	113
039	40000033	Omak Consolidation, Expansion and Relocation	0	93
	Total		61,103	30,616
Department of Agriculture				
000	92000006	2023-25 WA State Fairs Health and Safety Grants	8,000	0
000	92000005	2021-23 WA State Fairs Health and Safety Grants	0	4,695
	Total		8,000	4,695
	Total Natural Resources		833,675	1,062,998
Transportation				
Washington State Patrol				
016	40000072	Crime Laboratory South I-5 Corridor Consolidated Facility	8,600	0
017	30000290	Crime Laboratory I-5 North Corridor Consolidated Facility	7,200	246
013	30000240	Vancouver Crime Lab - New Roof	1,594	0
014	40000077	Fire Training Academy Roof Replacement	572	0
015	40000081	Seattle Crime Laboratory Generator Replacement	450	0
012	40000031	FTA Minor Works and Repairs	237	181
004	30000171	FTA Emergency Power Generator Replacement	0	821
010	40000034	FTA - Student Dormitory HVAC	0	127
	Total		18,653	1,375
Higher Education				
University of Washington				
001	40000049	Magnuson Health Sciences Phase II- Renovation/Replacement	58,000	4,284
002	20091002	Anderson Hall Renovation	28,650	0
004	91000027	UWMC NW - Campus Behavioral Health Renovation	13,000	1,297
002	40000100	Intellectual House - Phase 2	9,000	0
003	40000101	UW Tacoma - Land Acquisition	7,700	0
005	40000038	Behavioral Health Teaching Facility	0	88,777
007	30000492	College of Engineering Interdisciplinary/Education Research Ctr	0	36,677
006	30000378	UW Bothell	0	24,018

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Prty		New App	Reapp
008	91000016 Ctr for Advanced Materials and Clean Energy Research Test Beds	0	12,588
004	30000808 UW Major Infrastructure	0	2,000
	Total	116,350	169,641
Washington State University			
003	40000342 New Engineering Student Success Building & Infrastructure	40,000	0
004	40000362 Eastlick-Abelson Renovation	22,000	0
006	40000343 Knott Dairy Infrastructure	10,000	0
007	40000344 Bustad Renovation (SIM for Vet Teaching Anatomy)	8,000	0
005	40000361 Spokane Team Health Education Building	7,000	0
002	40000341 Minor Capital Program 2023-25 (MCI & Omnibus Equip.)	6,500	0
000	92001125 Agriculture Research Stations	1,000	0
000	30000840 WSU Vancouver - Life Sciences Building	0	32,017
016	40000012 Spokane-Biomedical and Health Sc Building Ph II	0	9,095
000	40000272 Campus Fire Protection and Domestic Water Reservoir	0	5,721
000	40000339 Pullman Student Success Center Phase 1	0	1,903
	Total	94,500	48,736
Eastern Washington University			
001	30000507 Science Renovation	58,000	26,452
002	40000114 Infrastructure Renewal IV	12,000	0
006	40000116 Minor Works: Preservation 2023-25	5,375	0
004	40000113 Martin - Williamson Hall	350	0
014	40000070 Infrastructure Renewal III	0	9,876
002	40000016 Infrastructure Renewal II	0	5,436
	Total	75,725	41,764
Central Washington University			
001	40000081 Humanities & Social Science Complex	85,600	2,844
003	40000123 Multicultural Center	6,000	0
007	40000128 Minor Works Preservation 2023-2025	1,035	0
004	30000836 Arts Education	300	0
000	40000009 Health Education	0	24,224
000	30000456 Nutrition Science	0	2,344
002	40000075 Chiller Addition	0	952
000	40000121 Electrical Grid Security	0	576
010	40000083 Minor Works Preservation 2021 - 2023	0	300
	Total	92,935	31,240
The Evergreen State College			
001	30000125 Seminar I Renovation	25,227	1,679
002	40000085 Minor Works Preservation 2023-25	2,300	0
000	40000034 Minor Works Preservation 2021-23	0	1,772
000	40000082 Recreation and Athletic Center Critical Repairs	0	971
	Total	27,527	4,422
Western Washington University			
001	30000919 Student Development and Success Center	47,950	0
003	30000604 Access Control Security Upgrades	6,250	1,290
005	40000008 Classroom, Lab, and Collaborative Space Upgrades	1,500	0
004	40000004 Environmental Studies Renovation	500	0
014	30000872 Electrical Engineering/Computer Science Building	0	46,324
013	30000912 Coast Salish Longhouse	0	2,749

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2023-25 Enacted Capital Budget

State Bonds
(Dollars In Thousands)
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Prty			New App	Reapp
015	30000911	2021-23 Classroom & Lab Upgrades	0	2,033
012	30000918	Minor Works - Program 2021-2023	0	544
		Total	56,200	52,940
Community/Technical College System				
007	40000754	Minor Works - Program Improvements (23-25)	48,200	0
013	40000198	Wenatchee: Center for Technical Education and Innovation	46,471	1,949
014	40000214	Shoreline: STE(A)M Education Center	39,692	1,735
012	40000104	Tacoma: Center for Innovative Learning and Engagement	39,606	2,379
008	40000102	Lake Washington: Center for Design	38,949	893
009	40000130	Bates: Fire Service Training Center	38,135	2,558
011	40000190	Everett: Baker Hall Replacement	37,904	135
006	40000721	Minor Works - Infrastructure Replacement (23-25)	37,300	0
004	40000595	Minor Works - Facility Repairs (23-25)	36,909	0
002	40000630	Minor Works - Preservation (23-25)	26,724	0
003	40000670	Minor Works - Roof Repairs (23-25)	6,207	0
005	40000698	Minor Works - Site Repairs (23-25)	5,171	0
099	92000037	2023-25 Career Preparation and Launch Grants	5,000	0
000	30000135	Clark College: North County Satellite	0	56,514
000	40000168	Bellevue: Center for Transdisciplinary Learning and Innovation	0	41,749
000	40000293	Pierce Puyallup: STEM building	0	37,731
000	30000127	Grays Harbor College: Student Services and Instructional Building	0	31,008
000	30001458	Spokane Falls: Fine and Applied Arts Replacement	0	22,806
000	30000990	Shoreline: Allied Health, Science & Manufacturing Replacement	0	22,590
000	30000136	Everett Community College: Learning Resource Center	0	12,939
000	30001451	North Seattle Library Building Renovation	0	12,626
000	40000516	Pierce College Olympic South Asbestos Abatement and Restoration	0	9,176
000	30000987	Pierce Fort Steilacoom: Cascade Building Renovation - Phase 3	0	7,923
000	30000986	Olympic: Shop Building Renovation	0	7,716
000	40000431	Minor Works - Infrastructure	0	6,885
000	30000138	Whatcom Community College: Learning Commons	0	5,396
020	40000204	Renton: Health Sciences Center	0	3,721
023	40000107	Spokane: Apprenticeship Center	0	3,064
000	30000985	Wenatchee Valley: Wells Hall Replacement	0	2,974
018	40000222	Cascadia: CCS Gateway building	0	2,803
019	40000114	Edmonds: Triton Learning Commons	0	2,647
015	40000106	Lower Columbia: Center for Vocational and Transitional Studies	0	2,556
010	40000103	Olympic Innovation and Technology Learning Center	0	2,329
024	40000110	Skagit: Library/Culinary Arts Building	0	2,052
022	40000109	Centralia: Teacher Education and Family Development Center	0	1,447
000	30000988	South Seattle: Automotive Technology Renovation and Expansion	0	1,444
000	30001452	Walla Walla Science and Technology Building Replacement	0	638
000	30000983	Highline: Health and Life Sciences	0	565
000	30000982	Spokane: Main Building South Wing Renovation	0	126
000	30000989	Bates: Medical Mile Health Science Center	0	7
		Total	406,268	311,081
		Total Higher Education	869,505	659,824
K-12 Schools				
Supt of Public Instruction				
001	40000063	2023-25 School Construction Assistance Program	412,044	0
017	40000015	West Sound Technical Skills Center Modernization	40,606	10,990

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2023-25 Enacted Capital Budget

State Bonds
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Prty		New App	Reapp
004	40000066 2023-25 School Seismic Safety Grant Program	40,000	0
000	92000928 2023-25 Distressed Schools	21,740	0
005	40000067 2023-25 School District Health and Safety	20,200	0
000	40000099 Chief Leschi School HVAC	15,000	0
003	40000065 2023-25 Small District & Tribal Compact Schools Modernization	12,145	0
008	40000070 2023-25 Skills Centers Minor Works	5,135	0
000	92000931 2023-25 Agricultural Science in Schools Grant to FFA Foundation	5,000	0
006	40000068 2023-25 Healthy Kids-Healthy Schools	1,500	0
022	40000034 2021-23 School Construction Assistance Program	0	270,684
022	92000923 2021-23 School Seismic Safety Grant Program (5933)	0	100,000
022	40000039 2021-23 Small District and Tribal Compact Schools Modernization	0	25,727
022	92000917 2021-23 Distressed Schools	0	20,276
022	40000048 Pierce County Skills Center - Evergreen Building Modernization	0	9,597
022	92000925 2022 Small District and Tribal Compact Schools Modernization	0	7,496
022	92000148 2019-21 School Seismic Safety Retrofit Program	0	6,511
022	92000039 K-3 Class-size Reduction Grants	0	3,842
022	92000142 2019-21 Distressed Schools	0	3,429
022	40000052 2021-23 School District Health and Safety	0	3,393
022	40000040 2021-23 Skills Centers Minor Works	0	3,350
022	91000465 2021-23 Healthy Kids-Healthy Schools: Remediation of Lead	0	3,112
022	40000013 2019-21 School Construction Assistance Program - Maintenance Lvl	0	2,377
022	92000036 Pierce College at New Bethel High School	0	1,600
022	40000003 2017-19 School Construction Assistance Program	0	1,581
022	91000483 Healthy Kids/Healthy Schools - T-12 Lighting	0	1,500
022	30000145 2013-15 School Construction Assistance Program - Maintenance	0	1,473
022	92000139 2019-21 Small District Modernization Grants	0	1,128
022	40000051 Puget Sound Skills Center Preservation	0	1,024
022	92000041 Distressed Schools	0	674
017	40000023 Skills Centers Minor Works	0	368
022	40000050 Seattle Public Schools Skills Center - Rainier Beach High School	0	300
022	40000019 School District Health and Safety 2019-21	0	110
022	30000197 Tri-Tech Skill Center - Core Growth	0	46
022	92000140 2019-21 STEM Grants	0	32
	Total	573,370	480,620
Other Education			
<i>State School for the Blind</i>			
001	40000021 2023-25 Campus Preservation (Minor Works)	2,100	0
001	30000107 Independent Living Skills Center	0	2,228
002	40000015 21-23 Campus Preservation	0	459
003	40000004 Minor Works: Campus Preservation 2019-21	0	75
	Total	2,100	2,762
<i>WA St. Center for Child Deafness</i>			
001	30000036 Academic and Physical Education Building	12,453	47,706
001	40000006 Northrop Primary School Building Renovation	2,100	0
002	40000007 2023-25 Minor Works	830	0
002	30000047 Minor Works: Preservation 2021-23	0	75
	Total	15,383	47,781
<i>Washington State Arts Commission</i>			
002	30000003 2023-25 Creative Districts Capital Projects Program	416	0
001	30000002 Creative Districts Capital Construction Projects	0	381

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2023-25 Enacted Capital Budget

State Bonds
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Prt	Total	New App	Reapp	
		416	381	
<i>Washington State Historical Society</i>				
000	40000150	Heritage Capital Grant Projects 2023-25	10,000	0
001	40000145	Great Hall Core Exhibit Renewal	3,900	575
002	40000180	Preservation - Minor Works 2023-25	973	0
003	40000181	Program - Museum Audio Visual Upgrades	437	0
000	40000099	Heritage Capital Grant Projects 2021-2023	0	7,457
000	40000136	Preservation - Minor Works 2021-23	0	2,637
000	40000014	Heritage Capital Grant Projects: 2019-21	0	2,303
000	30000297	Heritage Capital Grants Projects	0	1,003
000	91000008	Black History Commemoration	0	17
	Total	15,310	13,992	
<i>East Wash State Historical Society</i>				
003	40000054	Minor Works: Preservation 2023-25	2,482	0
001	40000053	Garage & Emergency Exit Concrete Remediation	0	838
004	40000017	Campbell and Carriage House Repairs and Restoration	0	764
005	40000041	Minor Works: Preservation 2021-23	0	109
002	40000052	Complete HVAC Controls Replacement	0	11
	Total	2,482	1,722	
	Total Other Education	35,691	66,638	
	Statewide Total	4,663,985	3,733,307	

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EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1271

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF GENERAL OBLIGATION BONDS OF THE STATE IN A PRINCIPAL AMOUNT NOT TO EXCEED \$5,355,900,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY AND REIMBURSE STATE EXPENDITURES FOR VARIOUS STATE PROJECTS IDENTIFIED IN THE BOND ACT; PROVIDING FOR CERTAIN TERMS AND COVENANTS OF THE BONDS; PROVIDING FOR CERTAIN OTHER PROVISIONS SAFEGUARDING THE PAYMENT OF THE PRINCIPAL THEREOF AND INTEREST THEREON; AND AUTHORIZING AND DIRECTING THE SALE OF SAID BONDS IN ONE OR MORE SALES.

ADOPTED: JUNE 8, 2023

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STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1271

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF GENERAL OBLIGATION BONDS OF THE STATE IN A PRINCIPAL AMOUNT NOT TO EXCEED \$5,355,900,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY AND REIMBURSE STATE EXPENDITURES FOR VARIOUS STATE PROJECTS IDENTIFIED IN THE BOND ACT; PROVIDING FOR CERTAIN TERMS AND COVENANTS OF THE BONDS; PROVIDING FOR CERTAIN OTHER PROVISIONS SAFEGUARDING THE PAYMENT OF THE PRINCIPAL THEREOF AND INTEREST THEREON; AND AUTHORIZING AND DIRECTING THE SALE OF SAID BONDS IN ONE OR MORE SALES.

WHEREAS, the Legislature of the State of Washington (the "State") has authorized the issuance by the State Finance Committee (the "Committee") of certain general obligation bonds more particularly described in Exhibit 1 of this resolution; and

WHEREAS, the Committee is authorized by chapter 39.42 RCW to provide for the issuance and sale of such bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FINANCE COMMITTEE ACTING FOR AND ON BEHALF OF THE STATE OF WASHINGTON, as follows:

Section 1. Definitions. Unless the context otherwise requires, the terms defined in this section shall, for all purposes of this resolution and of any resolution supplemental hereto, have the meanings specified; words importing the singular number include the plural number and vice versa:

Authorized General Obligation Bonds means the aggregate principal amount of the general obligation bonds authorized by the Bond Act.

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

Bond Act means, collectively, one or more of the Chapters and Laws set forth in Exhibit 1 attached hereto and specified in a Bond Sale Resolution as the particular authorization being used for a Series of Bonds.

Bond Fund means one or more of the debt service funds in the State Treasury created by Chapter 456, Laws of 1997, Sections 30 and 33, known as the Debt-limit General Fund Bond

Retirement Account and the Nondebt-limit Reimbursable Bond Retirement Account, as set forth on Exhibit 1 attached hereto and specified in a Bond Sale Resolution as the Bond Fund for a Series of Bonds.

Bond Register means the registration books on which are maintained the names and addresses of the Registered Owners of the Bonds.

Bond Registrar means the Fiscal Agent.

Bond Sale Resolution means a supplemental resolution hereafter adopted by the Committee, or by the State Treasurer on behalf of the Committee as provided in this resolution, that establishes, among other items, the aggregate principal amount, principal amounts per maturity, maturity dates, interest rates, redemption provisions and other terms of a Series of the Bonds that are dependent upon the final pricing of such Bonds, and specifies the Bond Act and the Bond Fund for that Series of Bonds, as such resolution may be amended or supplemented from time to time. Wherever in this resolution reference is made to the adoption of a Bond Sale Resolution by the Committee or to the establishment of any matter relating to the sale of the Bonds by the Committee pursuant to a Bond Sale Resolution, that reference shall include adoption of a Bond Sale Resolution by the State Treasurer on behalf of the Committee as provided in this resolution and shall authorize the establishment of such matters relating to the sale of the Bonds by the State Treasurer pursuant to such a Bond Sale Resolution adopted by the State Treasurer.

Bonds means any or all of the general obligation bonds of the State, the sale and issuance of which are provided for in this resolution.

Chair means the Chair of the Committee.

Code means the Internal Revenue Code of 1986, as amended from time to time, together with all applicable rulings and regulations promulgated thereunder.

Commission means the Securities and Exchange Commission.

Committee means the State Finance Committee of the State, or any successor thereof.

Compound Accreted Value means the amount payable at maturity with respect to any deferred interest Bond equal to the original principal amount thereof and interest thereon, accrued from its date and compounded semiannually on each interest payment date at a rate per annum established by a Bond Sale Resolution.

Deputy State Treasurer means the Deputy State Treasurer and Secretary of the Committee.

DTC means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for each Series of Bonds pursuant to Section 13 hereof.

Federal Credit Payments means amounts which the State is entitled to receive as a subsidy or tax credit payable by the United States Treasury to the State in respect of interest on any Bonds issued as Tax-Advantaged Bonds.

Fiscal Agent means the fiscal agency or fiscal agencies of the State as appointed from time to time by the Committee pursuant to chapter 43.80 RCW.

General State Projects means those projects identified in the Bond Act.

Issue Date means the date on which a Series of Bonds is delivered to the initial purchaser or purchasers thereof upon payment in full of the purchase price therefor.

Laws means the statutes of the State.

Legislature means the Legislature of the State.

Letter of Representations means the Blanket Issuer Letter of Representations from the State to DTC.

MSRB means the Municipal Securities Rulemaking Board.

Record Date means the Bond Registrar's close of business on the 15th day of the month preceding a payment date, unless another date is specified in a Bond Sale Resolution with respect to any Series of Bonds. With respect to redemption of a Bond prior to its maturity, the Record Date shall mean the Bond Registrar's close of business on the date on which the Bond Registrar sends the notice of redemption in accordance with Section 5.

Registered Owner means, with respect to each Series of the Bonds, the person named as the registered owner of a particular Bond in the Bond Register. For so long as the Bonds are held in book-entry only form, DTC shall be deemed to be the sole Registered Owner.

Rule means the Commission's Rule 15c2-12 under the Securities and Exchange Act of 1934, as the same may be amended from time to time.

Series shall refer to each issue of Bonds issued in the future and identified by a separate series designation.

State means the State of Washington.

Taxable Bonds means all Bonds that are identified as taxable bonds in the Bond Sale Resolution.

Tax-Advantaged Bonds means any Bonds other than Tax-Exempt Bonds that are designated by the State as Bonds with respect to which the State is eligible to receive Federal Credit Payments or the holders of which are eligible to receive a federal tax credit under any federal subsidy or credit program available under the Code.

Tax-Exempt Bonds means all Bonds that are identified as tax-exempt bonds in the Bond Sale Resolution.

Term Bonds means all Bonds that are identified as term bonds in the Bond Sale Resolutions, the payment of which will be made from mandatory sinking fund deposits into the Bond Fund.

Underwriters means the underwriters identified in the Bond Sale Resolutions.

Section 2. Authorization and Purpose of the Bonds. For the purpose of providing funds to finance the General State Projects, and all costs incidental thereto, and for the payment of the expenses incurred in connection with the sale and issuance of the Bonds, the Committee hereby authorizes, on behalf of the State, the sale and issuance of the Bonds in one or more sales and one or more Series, all as provided in the Bond Act.

The Committee covenants on behalf of the State that no Series of Bonds will be offered for sale without prior appropriation by the Legislature of the net proceeds of sale of such Bonds, and that, as of the Issue Date of each Series of the Bonds, the aggregate principal amount of Authorized General Obligation Bonds that the Committee shall have sold and issued, including the Bonds, will not exceed the total principal amount authorized by the Bond Act to be issued.

Section 3. Description of the Bonds. The Bonds shall be in an aggregate principal amount of not to exceed \$5,355,900,000. The Tax-Exempt Bonds and Tax-Advantaged Bonds shall be designated "Various Purpose General Obligation Bonds," and the Taxable Bonds shall be designated "General Obligation Bonds (Taxable)," each with such additional Series designation or other designations established by a Bond Sale Resolution. Each Series of Bonds shall be dated as of their Issue Date; shall be issued in fully registered form; shall be in the denomination (or, as to deferred interest Bonds, a Compound Accreted Value at maturity) of \$5,000 each or any integral multiple thereof within a single maturity; shall be numbered separately in such manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification; and shall mature on the date or dates in each of the years and in the principal amounts to be established by a Bond Sale Resolution. The Bond Sale Resolution shall designate whether all or a portion of the Bonds of a Series will be issued as serial bonds or Term Bonds.

Current interest Bonds of a Series shall bear interest from their Issue Date or from the most recent interest payment date to which interest has been paid or duly provided for, whichever is later, payable at such rate or rates on such interest payment dates as are established by the Bond Sale Resolution, to the maturity or earlier redemption thereof. Deferred interest Bonds shall bear interest from their date, payable at maturity, at such rate or rates compounded semiannually to produce the approximate yields to maturity as the Committee hereafter shall establish by a Bond Sale Resolution. If any Bond shall have been duly presented for payment and not paid on such applicable date, then interest shall continue to accrue thereafter at the interest rate stated on such Bond until it is paid.

Nothing in this resolution shall preclude the Committee from providing by separate resolution for the issuance and sale of a portion of the Bonds as a Series of variable interest rate Bonds.

Section 4. Place, Manner and Medium of Payment. The principal of, premium, if any, and interest on the Bonds shall be payable in lawful money of the United States of America. Interest

on the Bonds shall be calculated on the basis of a 360-day year and twelve 30-day months. If the Bonds of any Series are in fully immobilized form and held by DTC, such payments of principal and interest on such Series shall be made as provided in the operational arrangements of DTC as referred to in the Letter of Representations to the Registered Owner at the address appearing on the Bond Register as of the Record Date.

If the Bonds of any Series are no longer in fully immobilized form, interest on the Bonds shall be paid by check or draft mailed (or by wire transfer to a Registered Owner of such Bonds (if agreed to by the Committee)) to the Registered Owners of the Bonds of such Series at the addresses for such Registered Owners appearing on the Bond Register on the Record Date. Principal and premium, if any, of the Bonds shall be payable upon presentation and surrender of such Bonds by the Registered Owners to the Bond Registrar.

Section 5. Redemption; Purchase; Notice; Cancellation.

(a) Optional and Mandatory Redemption. The Bond Sale Resolution for a Series shall designate which maturities of the Series, if any, are subject to optional and mandatory redemption, and shall further provide for the time, manner and price at which such Series of Bonds may be redeemed prior to their stated maturities. As long as the Bonds are held in book-entry only form, the selection of Bonds to be redeemed shall be made in accordance with the operational arrangements in effect at DTC. If the Bonds are no longer held in uncertificated form, the selection of such Bonds to be redeemed shall be made in a random method determined by the Bond Registrar.

(b) Partial Redemption. Any Bond in the principal amount of greater than \$5,000 may be partially redeemed in any integral multiple of \$5,000. If the Bonds are no longer held in book-entry only form, then in such event, upon surrender of such Bond to the Bond Registrar, a new Bond or Bonds (at the option of the Registered Owner), of the same Series, date, maturity and interest rate and in the aggregate principal amount remaining unredeemed, in any denomination authorized by this resolution, shall be authenticated and delivered, without charge, to the Registered Owner thereof.

(c) Purchase. The State hereby reserves the right to purchase any or all of the Bonds offered for sale to the State at any time, at any price.

(d) Effect of Optional Redemption/Purchase. If the State redeems under the optional redemption provisions, purchases in the open market or defeases Term Bonds of a Series, the par amount of the Term Bonds so redeemed, purchased or defeased (irrespective of their actual redemption or purchase prices) shall be credited against one or more scheduled mandatory redemption amounts for those Term Bonds. The State Treasurer shall determine the manner in which the credit is to be allocated and shall notify the Bond Registrar in writing of its allocation at least 60 days prior to the earliest mandatory redemption date for that maturity of Term Bonds for which notice of redemption has not already been given.

(e) Notice of Redemption. While the Bonds are held in book-entry only form, notice of redemption shall be given only in accordance with the operational arrangements then in effect at DTC, and the Bond Registrar shall not be required to give any other notice of redemption.

If the Bonds cease to be in book-entry only form, the State shall cause notice of any such intended redemption (which redemption shall be conditioned by the Bond Registrar on the receipt of sufficient funds for redemption) to be given by the Bond Registrar not less than 20 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the Registered Owner of each Bond to be redeemed at the address appearing on the Bond Register on the Record Date, and the requirements of this sentence shall be deemed to be complied with when notice is mailed as herein provided, whether or not it is actually received by the Registered Owner. Additional notice of redemption may be sent at least 35 days before the redemption date to the MSRB and to such persons and with such additional information as the Deputy State Treasurer shall deem appropriate, but such mailings shall not be a condition precedent to the redemption of such Bonds.

(f) Rescission of Optional Redemption Notice. In the case of an optional redemption, the notice of redemption may state that the State retains the right to rescind the redemption notice and the related optional redemption of Bonds by giving a notice of rescission to the affected Registered Owners at any time prior to the scheduled optional redemption date. Any notice of optional redemption that is so rescinded shall be of no effect, and the Bonds for which the notice of optional redemption has been given shall remain outstanding.

(g) Effect of Redemption. If the State shall have set aside on the date fixed for redemption sufficient money for the payment of Bonds called for redemption on the date fixed for redemption, the Bonds so called shall cease to accrue interest after such redemption date, and all such Bonds shall be deemed not to be outstanding hereunder for any purpose, except that the Registered Owners thereof shall be entitled to receive payment of the redemption price and accrued interest to the redemption date from the money set aside for such purpose.

(h) Cancellation of Bonds. All Bonds purchased or redeemed under this Section 5 shall be canceled.

Section 6. State Debt Limit Not Exceeded. The Committee covenants on behalf of the State that, as of the Issue Date of each Series, the Bonds of that Series shall be issued within the debt limitation of the State.

Section 7. Security for Bonds.

(a) Pledge of Full Faith and Credit. The Bonds are general obligations of the State. The State, acting by and through the Committee, pledges its full faith and credit to the payment of the principal of and the interest on the Bonds and unconditionally promises to pay that principal and interest as the same shall become due.

(b) Additional Means for Payment of Bonds. The Legislature may provide additional means for raising money for the payment of the principal of and interest on the Authorized General Obligation Bonds, and the Bond Act shall not be deemed to provide an exclusive method for such payment.

Section 8. Deposits Into and Payments from Bond Fund.

(a) Deposits into Bond Fund. On behalf of the State and as a part of the contract of sale of the Bonds, it is hereby covenanted and agreed with the Registered Owners from time to time of the Bonds that the Committee shall, on or before June 30 of each year, certify to the State Treasurer the amount needed in the ensuing 12 months to meet the Bond retirement and interest requirements on the Bonds; provided, however, that the percentage of receipts required in connection with the payments due prior to the start of the next fiscal year shall be estimated within 30 days following the date of sale of the Bonds. On each date on which any interest or principal and interest payment is due with respect to the Bonds, the State Treasurer shall withdraw from any general State revenues received in the State Treasury and deposit in the Bond Fund an amount equal to the amount certified by the Committee to be due with respect to those Bonds on the payment date. Any amounts received from the Federal government as credit payments with respect to Bonds issued as Tax-Advantaged Bonds shall be deposited in the Bond Fund.

Interest earnings on money in the Bond Fund shall remain in the Bond Fund and shall be used and applied to pay the principal and interest on the Bonds or other bonds payable from the Bond Fund.

(b) Payments from Bond Fund. On or before each date that payments are due on the Bonds, the State Treasurer shall pay from the Bond Fund to the Bond Registrar sufficient money to pay the principal of and interest next coming due on the Bonds then outstanding. For purposes of this Section 8, principal of the outstanding Bonds shall be considered as coming due on their respective dates of maturity or, in the case of Term Bonds, on the dates and in the amounts scheduled for their mandatory redemption. The amount required to be deposited into the Bond Fund and paid to the Bond Registrar, for purposes of effecting the payment of the Bonds or the mandatory redemption of Term Bonds, is subject to reduction arising from the State's purchase or optional redemption of the Bonds in the manner described in Section 5 of this resolution.

(c) Reimbursements of the General Fund. The General Fund in the State Treasury shall be reimbursed with respect to payments made on account of the Bonds in the manner and to the extent described in the applicable Bond Acts.

Section 9. Enforcement of Rights. The Registered Owner of each Bond, or a trustee for the Registered Owners of any of the Bonds, may by mandamus or other appropriate proceeding require the transfer and payment of money as directed in the Bond Act and this resolution.

Section 10. Form of Bonds. The Bonds shall be prepared in a form consistent with the provisions of this resolution, the applicable Bond Sale Resolution and state law.

Section 11. Execution of Bonds. The Bonds shall be executed on behalf of the State by the facsimile or manual signatures of the Governor and the State Treasurer. A facsimile of the official seal of the State shall be imprinted or otherwise reproduced on the Bonds, and the facsimile is adopted as the seal of the State for the Bonds. If any officer who shall have signed or whose facsimile signature appears on any Bond shall cease to be that officer before that Bond shall have been actually authenticated or issued, that Bond, nevertheless, may be authenticated and issued and, upon such authentication and issue, shall be as binding upon the State as though that person

had not ceased to be that officer. Any Bond may be executed on behalf of the State by an officer who, on the actual date of execution of the Bond, shall be the proper officer of the State, although on the date of the Bond that officer might not have held that office.

Section 12. Authentication and Delivery of Bonds by Bond Registrar. The Bond Registrar is authorized and directed, on behalf of the State, to authenticate and deliver the Bonds initially issued or transferred or exchanged in accordance with the provisions of the Bonds and this resolution. Only those Bonds bearing a Certificate of Authentication in the following form, manually executed by an authorized representative of the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this resolution: “Certificate of Authentication. This Bond is one of the State of Washington [Name of Series], dated _____, 20__, described in the Bond Resolution.” The Certificate of Authentication shall be conclusive evidence that the Bonds so authenticated have been duly executed, authenticated and delivered and are entitled to the benefits of this resolution. The Bond Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Bonds.

Section 13. Bond Registrar; Registration of Bonds.

(a) Registration Covenant. The Bonds shall be issued only in registered form as to both principal and interest and shall be recorded on the Bond Register. The State covenants that, until all Bonds have been surrendered and canceled, it will maintain or cause to be maintained a system of recording the ownership of each Bond that complies with the provisions of Section 149(a) of the Code.

(b) Bond Registrar. The Bond Registrar shall keep, or cause to be kept, the Bond Register at its principal corporate trust office, which shall be open to inspection by the State at all times during regular business hours. The Bond Register shall contain the name and mailing address of the Registered Owner of each Bond and the principal amount and number of each of the Bonds held by each Registered Owner.

The Bond Registrar is authorized, on behalf of the State, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this resolution, to serve as the State’s paying agent for the Bonds and to carry out all of the Bond Registrar’s powers and duties under this resolution.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar’s Certificate of Authentication on the Bonds. The Bond Registrar may become either a Registered or Beneficial Owner of Bonds with the same rights it would have if it were not the Bond Registrar and, to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as members of, or in any other capacity with respect to, any committee formed to protect the rights of Beneficial Owners.

(c) Registered Ownership. The State and the Bond Registrar, each in its discretion, may deem and treat the Registered Owner of each Bond as the absolute owner thereof for all purposes (except as provided in Section 21 of this resolution), and neither the State nor the Bond Registrar shall be affected by any notice to the contrary. Payment of any such Bond shall be made only as described in Section 4 of this resolution, but the registration may be transferred

as herein provided. All payments made as described in Section 4 shall be valid and shall satisfy and discharge the liability of the State upon the Bond to the extent of the amount or amounts so paid.

(d) DTC Acceptance/Letter of Representations. To induce DTC to accept each Series of Bonds as eligible for deposit at DTC, the State has executed and delivered to DTC the Letter of Representations.

Neither the State nor the Bond Registrar will have any responsibility or obligation to DTC participants or the persons for whom they act as nominees (or any successor depository) with respect to each Series of Bonds in respect of the accuracy of any records maintained by DTC (or any successor depository) or any DTC participant, the payment by DTC (or any successor depository) or any DTC participant of any amount in respect of the principal of or interest on any Series of Bonds, any notice which is permitted or required to be given to Registered Owners under this resolution or a Bond Sale Resolution (except such notices as shall be required to be given by the State to the Bond Registrar or to DTC (or any successor depository), or any consent given or other action taken by DTC (or any successor depository) as the Registered Owner. For so long as any Series of Bonds are held in fully immobilized form hereunder, DTC or its successor depository shall be deemed to be the Registered Owner of such Series for all purposes hereunder and under the respective Bond Sale Resolution, and all reference herein to the Registered Owners shall mean DTC (or any successor depository) or its nominee and shall not mean the owners of any beneficial interest in such Series of Bonds.

(e) Use of Depository.

(i) Unless otherwise specified in a Bond Sale Resolution, the Bonds of each Series authorized herein shall be registered initially in the name of "Cede & Co.," as nominee of DTC, with all Bonds maturing on the same maturity date and bearing the same interest rate in the form of a single certificate. Registered ownership of such immobilized Bonds, or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (B) to any substitute depository appointed by the Committee pursuant to subsection (ii) below or such substitute depository's successor; or (C) to any person as provided in subsection (iv) below.

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

(iii) In the case of any transfer pursuant to clause (A) or (B) of subsection (i) above, the Bond Registrar shall, upon receipt of all outstanding Bonds of a Series, together with a written request on behalf of the Committee, issue a single new Bond for each maturity of the Series of the immobilized Bonds then Outstanding, registered in the name of such successor or

such substitute depository, or their nominees, as the case may be, all as specified in such written request of the Committee.

(iv) In the event that (A) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or (B) the Committee determines that it is in the best interest of the Beneficial Owners of any Series of Bonds that owners of Bonds of that Series be able to obtain those bonds in the form of Bond certificates, the ownership of that Series of Bonds may then be transferred to any person or entity as herein provided, and shall no longer be held in fully immobilized form. The Committee shall deliver a written request to the Bond Registrar, together with a supply of definitive Bonds for that Series to issue Bonds as herein provided in any authorized denomination. Upon receipt by the Bond Registrar of all then outstanding Bonds of that Series together with a written request on behalf of the Committee to the Bond Registrar, new Bonds of the same Series shall be issued in the appropriate denominations and registered in the names of those persons as are identified in such written request.

(f) Registration of Transfer of Ownership or Exchange; Change in Denominations. The transfer of any Bond may be registered and Bonds may be exchanged, but no transfer of any Bond shall be valid unless such Bond is surrendered to the Bond Registrar, with the assignment form appearing on such Bond duly executed by the Registered Owner or its duly authorized agent in a manner satisfactory to the Bond Registrar. Upon surrender of a Bond for transfer or exchange, the Bond Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee, a new Bond or Bonds (at the option of the new Registered Owner) of the same Series, date, maturity and interest rate and for the same aggregate principal amount of the surrendered Bond, in any authorized denomination, naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for the surrendered and canceled Bond. Any Bond may be surrendered to the Bond Registrar and exchanged, without charge, for an equal aggregate principal amount of Bonds, as appropriate, of the same Series, date, maturity and interest rate, in any authorized denomination. The Bond Registrar shall not be obligated to transfer or exchange any Bond during the period between the applicable Record Date and the next upcoming interest payment, principal payment or redemption date.

Section 14. Mutilated, Lost, Stolen or Destroyed Bonds. If any Bond becomes mutilated, lost, stolen or destroyed, the Bond Registrar shall, upon request of the State, authenticate and deliver a new Bond, as appropriate, of the same Series, date, interest rate and maturity and of like tenor and effect in substitution therefor, all in accordance with Law. If the lost, stolen or destroyed Bond has matured, the State, at its option, may pay the same without its surrender, in accordance with Law. However, no substitution or payment shall be made unless and until the applicant shall furnish (a) evidence satisfactory to the Bond Registrar of the destruction or loss of the original Bond and of its ownership and (b) such additional security, indemnity or evidence as may be required by the Committee. No substitute Bond shall be furnished until the applicant shall reimburse the State and the Bond Registrar for their respective expenses in the furnishing thereof. Each substitute Bond shall be equally and proportionately entitled to the security of this resolution with all other Bond or Bonds of the same Series, as appropriate, then outstanding. The State shall not be required to treat both the original Bond and any duplicate Bond as being outstanding for the

purpose of determining the principal amount of Bonds which may be issued and outstanding hereunder, but both the original and the duplicate Bond shall be treated as one and the same.

Section 15. Defeasance. If money and/or “Government Obligations” (as defined in chapter 39.53 RCW, as now in existence or hereafter amended) maturing at such time(s) and bearing such interest to be earned thereon (without any reinvestment thereof) as will provide a series of payments which shall be sufficient together with any money initially deposited, to provide for the payment of the principal of and interest on all or a designated portion of a Series of Bonds when due in accordance with their respective terms are set aside in a special fund (hereinafter called the “trust account”) to effect such payment, and are pledged irrevocably in accordance with a refunding or defeasance plan adopted by the State for the purpose of effecting such payment, then no further payments need be made into the Bond Fund for the payment of principal of and interest on such Bonds, the Registered Owners thereof shall cease to be entitled to any lien, benefit or security of this resolution, except the right to receive payment of the principal of and interest on such Bonds when due in accordance with their respective terms from the money and the principal and interest proceeds on the Government Obligations set aside in the trust account, and such Bonds shall no longer be deemed to be outstanding hereunder.

Section 16. Sale of the Bonds.

(a) Methods of Sale of Bonds. The Deputy State Treasurer is hereby authorized to determine, for each Series of Bonds, whether such Bonds will be sold competitively at public sale or whether such Series will be sold by means of a negotiated sale to one or more Underwriters.

If the Deputy State Treasurer determines to sell Bonds at a public sale, the Deputy State Treasurer shall: (i) establish the date of the public sale; (ii) establish the criteria by which the successful bidder will be determined; (iii) determine the amount, form and method of delivery of a good faith deposit to the State; (iv) cause notice of the public sale to be given; and (v) provide for such other matters pertaining to the public sale as the Deputy State Treasurer deems necessary or desirable.

If the Deputy State Treasurer determines to sell Bonds by means of a negotiated sale, the Deputy State Treasurer is authorized to solicit proposals for the selection of firms to serve as Underwriters for such Bonds and to negotiate the terms of a bond purchase contract for the sale of those Bonds.

(b) Adoption of Bond Sale Resolutions. The State Treasurer is authorized, on behalf of the Committee, to adopt a Bond Sale Resolution to approve the sale of a Series of the Bonds within the aggregate total amount of Bonds authorized by this resolution.

Provisions of the Bond Sale Resolution may include, without limitation, (i) provisions for the acceptance of offers to purchase the Bonds and provisions for the sale and delivery of the Bonds to the purchasers; (ii) provisions for the date or dates, price or prices, aggregate principal amount of the Series, principal amounts per maturity, delivery dates, and interest rate or rates (or mechanisms for determining the interest rate or rates); (iii) redemption provisions; and (iv) other terms and conditions required by or otherwise not inconsistent with the provisions of this resolution.

(c) Elections to Treat Bonds as Tax-Advantaged Bonds. If the State Treasurer determines that it is beneficial to the State for a Series of Bonds to be sold and issued as Tax-Advantaged Bonds, the Bond Sale Resolution shall include those elections and other provisions as may be required under the Code for the State to designate that Series of Bonds as Tax-Advantaged Bonds and may authorize other actions as are necessary or appropriate for the State to receive from the United States Treasury the applicable Federal Credit Payments or for the holders to receive the applicable tax credit in respect of those Bonds.

Section 17. Official Statement. To allow the initial Underwriters of the Bonds of each Series to comply with Section (b)(1) of the Rule, the Committee hereby authorizes the State Treasurer or Deputy State Treasurer to execute a certificate “deeming final,” as of its date, the preliminary official statement to be prepared by the State in connection with the offering of each Series of Bonds. A preliminary official statement may be deemed final even though it omits information as to offering prices, interest rates, selling compensation, aggregate principal amounts, principal amount per maturity, maturity dates, options of redemption, delivery date, ratings and other terms of the Bonds that are dependent on such matters.

The Committee authorizes and approves the preparation, execution (which may be through a certificate) by the State Treasurer or Deputy State Treasurer and delivery to the Underwriter of a final official statement for the Bonds of each Series, in the form of the preliminary official statement, with such modifications and amendments thereto as shall be deemed necessary or desirable by the State Treasurer or Deputy State Treasurer. The Committee authorizes and approves the distribution by the Underwriters of the preliminary official statement to potential purchasers of the Bonds and the final official statement to purchasers of the Bonds.

Section 18. Delivery of Bonds. The proper State officials are authorized and directed to execute all documents and to do everything necessary, without unreasonable delay after each Bond Sale Resolution is adopted, for (a) the preparation and delivery of transcripts of proceedings pertaining to the Series of Bonds sold thereunder, and (b) the preparation, authentication and delivery of such Bonds, in definitive form, to the initial Underwriters thereof.

Each Series of Bonds will be prepared at the State’s expense and will be delivered to the initial Underwriters thereof in accordance with its offer to purchase the Bonds of such Series, with the approving legal opinion of Bond Counsel regarding each such Series.

Section 19. Disposition of Bond Proceeds. The proceeds from the sale of each Series of Bonds, together with all other money which the Committee may direct the State Treasurer to deposit therein, shall be deposited to the credit of accounts identified in the applicable Bond Sale Resolution and shall be used exclusively to pay or reimburse prior expenditures made for costs of carrying out the purposes specified in the Bond Act, including the payment of costs of issuance.

The State reserves the right to amend the Bond Act and this resolution so as to provide different or additional purposes for which the proceeds from the sale of the Bonds may be used.

Section 20. Tax Covenants. The Committee on behalf of the State covenants that the State will not take or permit to be taken on its behalf any action that would adversely affect the exemption from federal income taxation of the interest on the Tax-Exempt Bonds and will take or

require to be taken such acts as may be permitted by law and as may from time to time be required under applicable law to continue the exemption from federal income taxation of the interest on the Tax-Exempt Bonds. Without limiting the generality of the foregoing, the State will comply with Section 148 of the Code, will spend the proceeds of the Tax-Exempt Bonds with due diligence to completion of the purposes specified herein, will pay any required rebate or penalty (if permitted in lieu of loss of tax exemption) to the United States under Section 148(f) of the Code, and will not invest or make other use of the proceeds of the Tax-Exempt Bonds or of its other money or take such other intentional acts at any time during the term of the Tax-Exempt Bonds that will cause such Tax-Exempt Bonds to be arbitrage bonds within the meaning of Section 148(a) of the Code. The State Treasurer may establish such accounts and/or subaccounts as the State Treasurer deems necessary to comply with this section.

The Committee on behalf of the State also covenants that the State will not take or permit to be taken on its behalf any action that would adversely affect the entitlement of the State to receive from the United States Treasury the applicable Federal Credit Payments in respect of Tax-Advantaged Bonds, or the entitlement of the Beneficial Owners to receive tax credits in respect of Tax-Advantaged Bonds.

Section 21. Undertaking to Provide Ongoing Disclosure.

(a) Contract/Undertaking. This section constitutes the State's written undertaking for the benefit of the owners of each Series of the Bonds in order to assist the Underwriters in complying with Section (b)(5) of the Rule.

(b) Financial Statements/Operating Data.

(i) *Annual Disclosure Report.* The State covenants and agrees that not later than seven months after the end of each fiscal year (the "Submission Date"), the State shall provide or cause to be provided, either directly or through a designated agent, to the MSRB, in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB, an annual report (the "Annual Disclosure Report") that is consistent with the requirements of part (ii) of this subsection (b). The Annual Disclosure Report may be submitted as a single document or as separate documents comprising a package and may include by reference other information as provided in part (ii) of this subsection (b); provided that any Audited Financial Statements (hereinafter defined) may be submitted separately from the balance of the Annual Disclosure Report and later than the Submission Date if such Audited Financial Statements are not available by the Submission Date. If the State's fiscal year changes, the State shall give notice of such change in the same manner as notice is to be given of the occurrence of an event listed in subsection (c) hereof, and if for any fiscal year the State does not furnish an Annual Disclosure Report to the MSRB by the Submission Date, the State shall send a notice to the MSRB.

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

(A) *Audited Financial Statements.* Audited financial statements of the State prepared in accordance with generally accepted accounting principles as

promulgated by the Governmental Accounting Standards Board, as the same shall be amended from time to time, except that if any audited financial statements are not available by the Submission Date, the Annual Disclosure Report shall contain unaudited financial statements in a format similar to the audited financial statements most recently prepared for the State, and the State's audited financial statements shall be filed in the same manner as the Annual Disclosure Report when and if they become available;

(B) *Financial and Operating Data.* Historical financial and operating data for the State of the type included in the official statement for such Series; and

(C) *Amendments.* A narrative explanation of any reasons for any amendments to this undertaking made during the previous fiscal year and the effect of such amendments on the Annual Disclosure Report being provided.

Any or all of the items listed above may be included by specific reference to documents available to the public on the internet website of the MSRB or filed with the Commission. The State shall identify clearly each document so included by reference.

If not provided as part of the Annual Disclosure Report discussed above, the State shall provide the State's audited annual financial statements prepared in accordance with regulations prescribed by the State auditor when and if available to the MSRB.

(c) Listed Events. The State agrees to provide or cause to be provided, in a timely manner not in excess of ten business days after the occurrence of the event, to the MSRB notice of the occurrence of any of the following events with respect to the respective Series of Bonds (which may be amended if the Rule is amended prior to the Issue Date of any Series of Bonds): (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notice of Proposed Issue (IRS Form 5701 – TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of owners, if material; (8) Bond calls (other than scheduled sinking fund redemptions for which notice is given pursuant to Exchange Act Release 34-23856), if material, and tender offers; (9) defeasances; (10) release, substitution or sale of property securing the repayment of the respective Series of Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the State, as such "Bankruptcy Events" are defined in the Rule; (13) the consummation of a merger, consolidation, or acquisition involving the State or the sale of all or substantially all of the assets of the State other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the State or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the State or obligated person, any of which affect security holders, if material; and

(16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the State or obligated person, any of which reflect financial difficulties. The term “financial obligation” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

Solely for purposes of information, but without intending to modify this agreement, with respect to the notice regarding property securing the repayment of the Bonds, the State may state in its preliminary and final official statements for any Series that there is no property securing the repayment of such Bonds nor, if applicable, are there any debt service reserves or credit enhancement or liquidity provider.

(d) Notice Upon Failure to Provide Financial Data. The State agrees to provide or cause to be provided, in a timely manner, to the MSRB, notice of its failure to provide the annual financial information described in subsection (b) above on or prior to the date set forth in subsection (b) above.

(e) Termination/Modification. The State’s obligations to provide annual financial information and notices of listed events with respect to each Series of Bonds shall terminate upon the legal defeasance (if notice of such defeasance is given as provided above) or payment in full of all of the Bonds of such Series. This section, or any provision hereof, shall be null and void if the State (1) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this section, or any such provision, have been repealed retroactively or otherwise do not apply to the Bonds; and (2) notifies, in a timely manner, the MSRB of such opinion and the cancellation of this section. Notwithstanding any other provision of this resolution, the State may amend this section and any provision of this section may be waived, with an approving opinion of nationally recognized bond counsel to the effect that such amendment or waiver is permitted by the Rule.

In the event of any amendment of or waiver of a provision of this section, the State shall describe such amendment in the next Annual Disclosure Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the State. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a listed event under subsection (c), and (ii) the Annual Disclosure Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

(f) Owner’s Remedies Under this Section. The right of the Registered Owners or any beneficial owner to enforce the provisions of this section shall be limited to a right to obtain specific enforcement of the State’s obligations hereunder, and any failure by the State to comply with the provisions of this undertaking shall not be a default with respect to the Bonds under this resolution.

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

Section 22. Alternate Use of Bond Proceeds. Nothing in this resolution or the Bonds shall prevent the State from properly authorizing that the Bond proceeds may be expended for purposes other than provided in Section 2 of this resolution.

Section 23. Contract; Severability. The covenants contained in this resolution and in the Series of Bonds issued hereunder shall constitute a contract between the State and the Registered Owner of each Bond. If any one or more of the covenants or agreements provided in this resolution, to be performed by the State, shall be declared by any court of competent jurisdiction after final appeal (if any appeal be taken) to be contrary to law, then the covenant or covenants, agreement or agreements, shall be null and void, shall be deemed separable from the remaining covenants and agreements in this resolution and shall in no way affect the validity of the other provisions of this resolution, the Bonds.

Section 24. Filing of Resolution. The Deputy State Treasurer is directed to file with the State Treasurer, pursuant to RCW 39.42.100, a certified copy of this resolution immediately upon its adoption.

Section 25. Ratification. All actions heretofore taken by officers or staff of the Committee consistent with the terms of this resolution are ratified, approved and confirmed.

Section 26. Immediate Effect. This resolution shall take effect immediately upon its adoption.

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ADOPTED at an open meeting of the State Finance Committee after notice thereof was duly given as required by law, this 8th day of June, 2023.

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By _____
Mike Pellicciotti
State Treasurer and Chair

By _____
Jay Inslee
Governor and Member

By _____
Denny Heck
Lieutenant Governor and Member

ATTEST:

Jason P. Richter
Deputy State Treasurer and Secretary

EXHIBIT 1

BOND ACTS, CHAPTERS AND LAWS, AND BOND FUNDS

Exhibit 1A -- Authorization Allocation

Chapter and Laws (Bond Authorizations)	Bonds Authorized	Issued	Unissued	Preliminary Par Amount Allocation
Ch. 147 -- Laws of 2003, Regular Sess.....	249,500,000	211,450,000	38,050,000	-
Ch. 167 -- Laws of 2006, Regular Sess.....	200,000,000	178,920,000	21,080,000	3,000,000
Ch. 179 -- Laws of 2008, Regular Sess.....	50,000,000	48,210,000	1,790,000	1,790,000
Ch. 179 -- Laws of 2008, Regular Sess.....	100,000,000	99,245,000	755,000	755,000
Ch. 6 -- Laws of 2009, Regular Sess.....	133,000,000	124,325,000	8,675,000	8,675,000
Ch. 3 -- Laws of 2018, Regular Sess.....	300,000,000	26,070,000	273,930,000	30,000,000
Ch. 414 -- Laws of 2019, Regular Sess.....	3,200,926,000	1,701,820,000	1,499,106,000	1,499,106,000
Ch. 331 -- Laws of 2021, Regular Sess.....	3,971,290,793	1,412,250,000	2,559,040,793	1,719,536,000
Ch. 473 -- Laws of 2023, Regular Sess.....	4,186,076,000	-	4,186,076,000	2,093,038,000
<i>Subtotal.....</i>	12,390,792,793	3,802,290,000	8,588,502,793	5,355,900,000

Exhibit 1B -- Chapter and Laws with Fund Detail

Bonds	Ch	Laws	Sess	Sec	OST Autho	Debt	Capital	Taxable	Capital Fund Name
						Service Fund Number*	Fund Number*		
VP GO	147	2003	1R	7	800	383	218		Multimodal Transportation Account
VP GO	167	2006	1R	201	854	380	10P		Columbia River Basin Water Supply
VP GO	167	2006	1R	201	854	380	18B		Columbia River Basin Taxable Bond Water Supply
VP GO	179	2008	1R	102	905	380	057		State Building Construction Account
VP GO	179	2008	1R	202	906	383	359		School Construction & Skill Centers Building
VP GO	6	2009	1R	1	907	380	057		State Building Construction Account
VP GO	3	2018	1R	203	1355	380	22K		Watershed Restoration and Enhancement Bond Account.
GO	3	2018	1R	203	1355	380	377	Yes	Watershed Restoration and Enhancement Taxable Bond Account
VP GO	414	2019	1R	2(a)	1356	380	057		State Building Construction Account
GO	414	2019	1R	2(b)	1356	380	355	Yes	State Taxable Building Const. Account
VP GO	331	2021	1R	2(1)(a)	1452	380	057		State Building Construction Account
GO	331	2021	1R	2(1)(b)	1452	380	355	Yes	State Taxable Building Const. Account
VP GO	374	2023	1R	102(1)(a)	1565	380	057		State Building Construction Account
GO	374	2023	1R	102(1)(b)	1565	380	355	Yes	State Taxable Building Const. Account

*** Fund Definitions**

- 057 State Building Construction Account
- 070 Outdoor Recreation Account
- 072 St/Loc Impr Rev Acct Water Sup Fac
- 09C Farmlands Preservation Account
- 09G Riparian Protection Account
- 10P Columbia River Basin Water Supply
- 10T Hood Canal Aquatic Rehab Bond
- 18B Columbia River Basin Taxable Bond Water Supply
- 218 Multimodal Transportation Account
- 22K Watershed Restoration and Enhancement Bond Account.
- 244 Habitant Conservation Account
- 355 State Taxable Building Const. Account
- 357 Gardner-Evans Higher Ed Construction
- 359 School Construction & Skill Centers Building
- 377 Watershed Restoration and Enhancement Taxable Bond Account
- 380 Debt-Limit GF Bond Retirement Acct
- 383 Nondebt-Limit Reimbursable Bond Ret

CERTIFICATE

I, Jason P. Richter, the duly appointed, qualified and acting Secretary of the State Finance Committee of the State of Washington, certify that the foregoing is a true and correct copy of Resolution No. 1271 of such Committee, adopted at an open public meeting thereof held on this 8th day of June, 2023, after notice of such meeting was duly and regularly given as required by law, and that such resolution has been entered in the records of such Committee held on such date and remains in effect as of this date.

DATED: June 8, 2023.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 3 -

State Finance Committee

June 8, 2023, Meeting



State of Washington
STATE FINANCE COMMITTEE

MIKE PELLICCIOTTI, Chair
State Treasurer

JAY R. INSLEE
Governor

DENNY HECK
Lieutenant Governor

June 8, 2023

MEMORANDUM

TO: The Honorable Mike Pellicciotti
The Honorable Jay R. Inslee
The Honorable Denny Heck

FROM: Jason P. Richter
Deputy State Treasurer

RE: **Proposed Resolution No. 1272** authorizes the issuance and sale of State of Washington Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Bonds

Resolution Purpose

Proposed Resolution No. 1272 authorizes the issuance of Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Bonds of the State in a principal amount not to exceed \$1,905,620,000 for the purpose of providing funds to pay and reimburse State expenditures for various transportation projects identified in the Bond Acts; providing for certain terms and covenants of the bonds; providing for certain other provisions safeguarding the payment of the principal thereof and interest thereon; and authorizing and directing the sale of said bonds in one or more sales. Resolution No. 1272 also authorizes the Deputy State Treasurer to establish the method of sale of the bonds and the State Treasurer to adopt bond sale resolutions.

Background

The bonds will be used to fund various transportation capital projects throughout the state as authorized by the 2023-25 Transportation Budget. Issuance is currently planned to occur on a semi-annual basis.

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Authorization

Authority to issue the bonds is expected to be provided by the following bond acts, based on the preliminary allocation provided in the following table:

Chapter and Laws (Bond Authorizations)	Bonds			Preliminary Allocation
	Authorized	Issued	Unissued	
Ch. 83 -- Laws of 1967, 1st Ex. Sess.....	143,000,000	100,430,000	42,570,000	-
Ch. 293 -- Laws of 1990.....	15,000,000	13,400,000	1,600,000	-
Ch. 431 -- Laws of 1993, as amended.....	600,000,000	428,237,709	171,762,291	118,773,000
Ch. 432 -- Laws of 1993.....	100,000,000	24,805,000	75,195,000	-
Ch. 440 -- Laws of 1993.....	100,000,000	92,490,000	7,510,000	-
Ch. 15 -- Laws of 1995, 2nd Sp. Sess.....	25,625,000	19,415,000	6,210,000	-
Ch. 321 -- Laws of 1998.....	1,900,000,000	1,869,506,712	30,493,288	-
Ch. 147 -- Laws of 2003.....	3,200,000,000	2,987,508,877	212,491,123	-
Ch. 315 -- Laws of 2005.....	5,300,000,000	4,169,708,336	1,130,291,664	49,838,000
Ch. 45 -- Laws of 2015, 3rd Sp. Sess.....	5,300,000,000	930,075,000	4,369,925,000	1,737,009,000
Total.....	16,683,625,000	10,635,576,634	6,048,048,366	1,905,620,000

Projects Funded

As provided in the 2023-25 Transportation Budget, bond proceeds are to be deposited in the funds shown in the following table. Examples of projects to be funded in part by bond proceeds for the 2023-25 Biennium are described in the attachment to this memo.

Fund Number	Fund Name	Total 2023-25 Amount
09H	Transportation Partnership Account	49,838,000
20H	Connecting Washington Account	1,737,009,000
215	Special Category C Account	118,773,000
TOTAL		1,905,620,000

Counsel and Advisors

Assistance in preparing Proposed Resolution No. 1272 was provided by:

Bond Counsel: William Tonkin, Foster Garvey PC
Municipal Advisors: Corey McCullough, Montague DeRose and Associates, L.L.C.,
Robert Shelley, Piper Sandler & Co.

Attachment

Examples of projects to be funded in part by bond proceeds for the 2023-25 Biennium:

Western Washington

SR 167/SR 509 Puget Sound Gateway: This project constructs a new four lane alignment on SR 167 between I-5 in Tacoma and SR 161 in Puyallup and connects SR 509 south from SeaTac to I-5.

SR 520 Seattle Corridor Improvements - West End: This project completes corridor improvements between I-5 and the West High Rise to address congestion and safety needs of the corridor.

I-405/Renton to Bellevue - Corridor Widening: This project continues widening of the I-405 corridor between Renton and Bellevue and includes the implementation of Express Toll Lanes (ETL) and rebuilding impacted interchanges. It also builds the first segment of the I-405/SR 167 interchange master plan by constructing a direct connector on northbound and southbound lanes between SR 167 HOT and I-405 express toll lanes. This project would complete a 40-mile corridor wide express toll facility.

I-90/SR 18 Interchange Improvements: The I-90/SR 18 interchange experiences severe congestion during peak traffic periods at the existing ramp terminal locations. This project constructs improvements to the I-90 interchange and widens SR 18 to Deep Creek to improve safety and alleviate congestion.

Eastern Washington

US 395 North Spokane Corridor: This project completes the corridor from Francis Avenue to an interim connection with I-90. In addition to completing the corridor to the Trent Avenue interchange, this investment would also complete an interim connection with I-90.

Ferries

Fauntleroy Terminal Preservation: This project provides for replacement of the timber trestle, transfer span and buildings.

EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1272

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF MOTOR VEHICLE FUEL TAX AND VEHICLE RELATED FEES GENERAL OBLIGATION BONDS OF THE STATE IN A PRINCIPAL AMOUNT NOT TO EXCEED \$1,905,620,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY AND REIMBURSE STATE EXPENDITURES FOR VARIOUS TRANSPORTATION PROJECTS IDENTIFIED IN THE BOND ACTS; PROVIDING FOR CERTAIN TERMS AND COVENANTS OF THE BONDS; PROVIDING FOR CERTAIN OTHER PROVISIONS SAFEGUARDING THE PAYMENT OF THE PRINCIPAL THEREOF AND INTEREST THEREON; AND AUTHORIZING AND DIRECTING THE SALE OF SAID BONDS IN ONE OR MORE SALES.

ADOPTED: JUNE 8, 2023

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Exhibit 1 - Schedule of Bond Acts, Chapters and Laws and Bond Funds

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1272

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF MOTOR VEHICLE FUEL TAX AND VEHICLE RELATED FEES GENERAL OBLIGATION BONDS OF THE STATE IN A PRINCIPAL AMOUNT NOT TO EXCEED \$1,905,620,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY AND REIMBURSE STATE EXPENDITURES FOR VARIOUS TRANSPORTATION PROJECTS IDENTIFIED IN THE BOND ACTS; PROVIDING FOR CERTAIN TERMS AND COVENANTS OF THE BONDS; PROVIDING FOR CERTAIN OTHER PROVISIONS SAFEGUARDING THE PAYMENT OF THE PRINCIPAL THEREOF AND INTEREST THEREON; AND AUTHORIZING AND DIRECTING THE SALE OF SAID BONDS IN ONE OR MORE SALES.

WHEREAS, the Legislature of the State of Washington (the “State”) has authorized the issuance by the State Finance Committee (the “Committee”) of certain motor vehicle fuel tax and vehicle related fees general obligation bonds pursuant to bond authorizing legislation more particularly described in Exhibit 1 of this resolution; and

WHEREAS, the Committee is authorized by chapter 39.42 RCW to provide for the issuance and sale of such bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FINANCE COMMITTEE ACTING FOR AND ON BEHALF OF THE STATE OF WASHINGTON, as follows:

Section 1. Definitions. Unless the context otherwise requires, the terms defined in this section shall, for all purposes of this resolution and of any resolution supplemental hereto, have the meanings specified; words importing the singular number include the plural number and vice versa:

Authorized Bonds means the aggregate principal amount of the motor vehicle fuel tax and vehicle related fees general obligation bonds authorized by the Bond Act.

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

Bond Act means, collectively, one or more of the Chapters and Laws set forth in Exhibit 1 attached hereto and specified in a Bond Sale Resolution as the particular authorization being used for a Series of Bonds.

Bond Fund means the highway bond retirement account created in the State Treasury.

Bond Register means the registration books on which are maintained the names and addresses of the Registered Owners of the Bonds.

Bond Registrar means the Fiscal Agent.

Bond Sale Resolution means a supplemental resolution hereafter adopted by the Committee, or by the State Treasurer on behalf of the Committee as provided in this resolution, that establishes, among other items, the aggregate principal amount, principal amounts per maturity, maturity dates, interest rates, redemption provisions and other terms of a Series of the Bonds that are dependent upon the final pricing of such Bonds, and specifies the Bond Act for that Series of Bonds, as such resolution may be amended or supplemented from time to time. Wherever in this resolution reference is made to the adoption of a Bond Sale Resolution by the Committee or to the establishment of any matter relating to the sale of the Bonds by the Committee pursuant to a Bond Sale Resolution, that reference shall include adoption of a Bond Sale Resolution by the State Treasurer on behalf of the Committee as provided in this resolution and shall authorize the establishment of such matters relating to the sale of the Bonds by the State Treasurer pursuant to such a Bond Sale Resolution adopted by the State Treasurer.

Bonds means any or all of the motor vehicle fuel tax and vehicle related fees general obligation bonds of the State, the sale and issuance of which are provided for in this resolution.

Chair means the Chair of the Committee.

Code means the Internal Revenue Code of 1986, as amended from time to time, together with all applicable rulings and regulations promulgated thereunder.

Commission means the Securities and Exchange Commission.

Committee means the State Finance Committee of the State, or any successor thereof.

Compound Accreted Value means the amount payable at maturity with respect to any deferred interest Bond equal to the original principal amount thereof and interest thereon, accrued from its date and compounded semiannually on each interest payment date at a rate per annum established by a Bond Sale Resolution.

Deputy State Treasurer means the Deputy State Treasurer and Secretary of the Committee.

DTC means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for each Series of Bonds pursuant to Section 12 hereof.

Federal Credit Payments means amounts which the State is entitled to receive as a subsidy or tax credit payable by the United States Treasury to the State in respect of interest on any Bonds issued as Tax-Advantaged Bonds.

Fiscal Agent means the fiscal agency or fiscal agencies of the State as appointed from time to time by the Committee pursuant to chapter 43.80 RCW.

Issue Date means the date on which a Series of Bonds is delivered to the initial purchaser or purchasers thereof upon payment in full of the purchase price therefor.

Laws means the statutes of the State.

Legislature means the Legislature of the State.

Letter of Representations means the Blanket Issuer Letter of Representations from the State to DTC.

MSRB means the Municipal Securities Rulemaking Board.

Project Account means the fund or account into which proceeds of Bonds are required to be deposited under the Bond Act, including but not limited to the Motor Vehicle Fund, Transportation 2003 Account (Nickel Account), Transportation Partnership Account, the Special Category C Account and the Connecting Washington Account, as applicable.

Record Date means the Bond Registrar's close of business on the 15th day of the month preceding a payment date, unless another date is specified in a Bond Sale Resolution with respect to any Series of Bonds. With respect to redemption of a Bond prior to its maturity, the Record Date shall mean the Bond Registrar's close of business on the date on which the Bond Registrar sends the notice of redemption in accordance with Section 5.

Registered Owner means, with respect to each Series of the Bonds, the person named as the registered owner of a particular Bond in the Bond Register. For so long as the Bonds are held in book-entry only form, DTC shall be deemed to be the sole Registered Owner.

Rule means the Commission's Rule 15c2-12 under the Securities and Exchange Act of 1934, as the same may be amended from time to time.

Series shall refer to each issue of Bonds issued in the future and identified by a separate series designation.

State means the State of Washington.

Tax-Advantaged Bonds means any Bonds that are designated by the State as Bonds with respect to which the State is eligible to receive Federal Credit Payments or the holders of which are eligible to receive a federal tax credit under any federal subsidy or credit program available under the Code.

Tax-Exempt Bonds means any Bond the interest on which is excludable from gross income of the Beneficial Owner for purposes of federal income tax.

Term Bonds means all Bonds that are identified as term bonds in the Bond Sale Resolutions, the payment of which will be made from mandatory sinking fund deposits into the Bond Fund.

Transportation Projects means those projects or improvements authorized under the Bond Act for which the State Department of Transportation has requested financing through the issuance of a Series of the Bonds.

Underwriters means the underwriters identified in the Bond Sale Resolutions.

Section 2. Authorization and Purpose of the Bonds. For the purpose of providing funds to finance the Transportation Projects, and all costs incidental thereto, and for the payment of the expenses incurred in connection with the sale and issuance of the Bonds, the Committee hereby authorizes, on behalf of the State, the sale and issuance of the Bonds in one or more sales and one or more Series, all as provided in the Bond Act.

The Committee covenants on behalf of the State that no Series of Bonds will be offered for sale without both a prior request by the State Department of Transportation for the sale and prior appropriation by the Legislature of the net proceeds of sale of such Bonds and that, as of the Issue Date of each Series of the Bonds, the aggregate principal amount of Authorized Bonds that the Committee shall have sold and issued, including the Bonds, will not exceed the total principal amount authorized by the Bond Act to be issued.

Section 3. Description of the Bonds. The Bonds shall be designated “Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Bonds,” with such additional Series designation or other designations established by a Bond Sale Resolution; and shall be in an aggregate principal amount of not to exceed \$1,905,620,000. Each Series of Bonds shall be dated as of their Issue Date; shall be issued in fully registered form; shall be in the denomination (or, as to deferred interest Bonds, a Compound Accreted Value at maturity) of \$5,000 each or any integral multiple thereof within a single maturity; shall be numbered separately in such manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification; and shall mature on the date or dates in each of the years and in the principal amounts to be established by a Bond Sale Resolution. The Bond Sale Resolution shall designate whether all or a portion of the Bonds of a Series will be issued as serial bonds or Term Bonds.

Current interest Bonds of a Series shall bear interest from their Issue Date or from the most recent interest payment date to which interest has been paid or duly provided for, whichever is later, payable at such rate or rates on such interest payment dates as are established by the Bond Sale Resolution, to the maturity or earlier redemption thereof. Deferred interest Bonds shall bear interest from their date, payable at maturity, at such rate or rates compounded semiannually to produce the approximate yields to maturity as the Committee hereafter shall establish by a Bond Sale Resolution. If any Bond shall have been duly presented for payment and not paid on such applicable date, then interest shall continue to accrue thereafter at the interest rate stated on such Bond until it is paid.

Nothing in this resolution shall preclude the Committee from providing by separate resolution for the issuance and sale of a portion of the Bonds as a Series of variable interest rate Bonds.

Section 4. Place, Manner and Medium of Payment. The principal of, premium, if any, and interest on the Bonds shall be payable in lawful money of the United States of America. Interest on the Bonds shall be calculated on the basis of a 360-day year and twelve 30-day months. If the Bonds of any Series are in fully immobilized form and held by DTC, such payments of principal and interest on such Series shall be made as provided in the operational arrangements of DTC as referred to in the Letter of Representations to the Registered Owner at the address appearing on the Bond Register as of the Record Date.

If the Bonds of any Series are no longer in fully immobilized form, interest on the Bonds shall be paid by check or draft mailed (or by wire transfer to a Registered Owner of such Bonds (if agreed to by the Committee)) to the Registered Owners of the Bonds of such Series at the addresses for such Registered Owners appearing on the Bond Register on the Record Date. Principal and premium, if any, of the Bonds shall be payable upon presentation and surrender of such Bonds by the Registered Owners to the Bond Registrar.

Section 5. Redemption; Purchase; Notice; Cancellation.

(a) Optional and Mandatory Redemption. The Bond Sale Resolution for a Series shall designate which maturities of the Series, if any, are subject to optional and mandatory redemption, and shall further provide for the time, manner and price at which such Series of Bonds may be redeemed prior to their stated maturities. As long as the Bonds are held in book-entry only form, the selection of Bonds to be redeemed shall be made in accordance with the operational arrangements in effect at DTC. If the Bonds are no longer held in uncertificated form, the selection of such Bonds to be redeemed shall be made in a random method determined by the Bond Registrar.

(b) Partial Redemption. Any Bond in the principal amount of greater than \$5,000 may be partially redeemed in any integral multiple of \$5,000. If the Bonds are no longer held in book-entry only form, then in such event, upon surrender of such Bond to the Bond Registrar, a new Bond or Bonds (at the option of the Registered Owner), of the same Series, date, maturity and interest rate and in the aggregate principal amount remaining unredeemed, in any denomination authorized by this resolution, shall be authenticated and delivered, without charge, to the Registered Owner thereof.

(c) Purchase. The State hereby reserves the right to purchase any or all of the Bonds offered for sale to the State at any time, at any price.

(d) Effect of Optional Redemption/Purchase. If the State redeems under the optional redemption provisions, purchases in the open market or defeases Term Bonds of a Series, the par amount of the Term Bonds so redeemed, purchased or defeased (irrespective of their actual redemption or purchase prices) shall be credited against one or more scheduled mandatory redemption amounts for those Term Bonds. The State Treasurer shall determine the manner in which the credit is to be allocated and shall notify the Bond Registrar in writing of its allocation at

least 60 days prior to the earliest mandatory redemption date for that maturity of Term Bonds for which notice of redemption has not already been given.

(e) Notice of Redemption. While the Bonds are held in book-entry only form, notice of redemption shall be given only in accordance with the operational arrangements then in effect at DTC, and the Bond Registrar shall not be required to give any other notice of redemption. If the Bonds cease to be in book-entry only form, the State shall cause notice of any such intended redemption (which redemption shall be conditioned by the Bond Registrar on the receipt of sufficient funds for redemption) to be given by the Bond Registrar not less than 20 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the Registered Owner of each Bond to be redeemed at the address appearing on the Bond Register on the Record Date, and the requirements of this sentence shall be deemed to be complied with when notice is mailed as herein provided, whether or not it is actually received by the Registered Owner. Additional notice of redemption may be sent at least 35 days before the redemption date to the MSRB and to such persons and with such additional information as the Deputy State Treasurer shall deem appropriate, but such mailings shall not be a condition precedent to the redemption of such Bonds.

(f) Rescission of Optional Redemption Notice. In the case of an optional redemption, the notice of redemption may state that the State retains the right to rescind the redemption notice and the related optional redemption of Bonds by giving a notice of rescission to the affected Registered Owners at any time prior to the scheduled optional redemption date. Any notice of optional redemption that is so rescinded shall be of no effect, and the Bonds for which the notice of optional redemption has been given shall remain outstanding.

(g) Effect of Redemption. If the State shall have set aside on the date fixed for redemption sufficient money for the payment of Bonds called for redemption on the date fixed for redemption, the Bonds so called shall cease to accrue interest after such redemption date, and all such Bonds shall be deemed not to be outstanding hereunder for any purpose, except that the Registered Owners thereof shall be entitled to receive payment of the redemption price and accrued interest to the redemption date from the money set aside for such purpose.

(h) Cancellation of Bonds. All Bonds purchased or redeemed under this Section 5 shall be canceled.

Section 6. Security for Bonds.

(a) Pledge of Full Faith and Credit. The Bonds are general obligations of the State. The State, acting by and through the Committee, pledges its full faith and credit to the payment of the principal of and the interest on the Bonds and unconditionally promises to pay that principal and interest as the same shall become due.

(b) Pledge of Excise Taxes on Fuel and Vehicle-Related Fees. The principal and interest on the Bonds shall be first payable in the manner provided by the Bond Act from the proceeds of the state excise taxes on fuel imposed by Chapter 82.38 RCW and vehicle-related fees imposed under Title 46 RCW that constitute license fees for motor vehicles required to be used for highway purposes. On behalf of the State and as a part of the contract of sale of the Bonds, the

proceeds of such excise taxes on fuel and vehicle-related fees are pledged to the payment of any Bonds and the interest thereon, and in the Bond Act the Legislature has agreed to continue to impose such excise taxes on fuel and vehicle-related fees in amounts sufficient to pay, when due, the principal and interest on all bonds issued under the authority of the Bond Act.

Any funds required to pay the Bonds allocated to the 1993 Ch. 431 Bond Act (RCW 47.10.812-.817), or the interest thereon when due, shall be taken from that portion of the Motor Vehicle Fund which results from the imposition of excise taxes on motor vehicle and special fuels and which is distributed to the special category C account in the Motor Vehicle Fund, and shall never constitute a charge against any allocations of any other such funds in the Motor Vehicle Fund to the State, counties, cities, and towns unless and until the amount arising from the excise tax on motor vehicle and special fuels and distributed to the special category C account proves insufficient to meet the requirements for bond retirement or interest on any such Bonds.

Any funds required to pay the Bonds allocated to the 2005 Ch. 315 Bond Act (RCW 47.10.873-.878), or the interest thereon when due, shall be taken from that portion of the Motor Vehicle Fund which results from the imposition of excise taxes on motor vehicle and special fuels and which is distributed to the transportation partnership account in the Motor Vehicle Fund, and shall never constitute a charge against any other allocations of any other such funds in the Motor Vehicle Fund to the State, counties, cities, and towns unless and until the amount arising from the excise taxes on motor vehicle and special fuels and distributed to the transportation partnership account proves insufficient to meet the requirements for Bond retirement or interest on any such Bonds.

Any funds required to pay the Bonds allocated to the 2015 Ch. 45 (RCW 47.10.889-.895), or the interest thereon when due, shall be taken from that portion of the Motor Vehicle Fund that results from the imposition of excise taxes on fuel and vehicle-related fees and that is distributed to the connecting Washington account in the Motor Vehicle Fund, and shall never constitute a charge against any other allocations of fuel tax and vehicle-related fee revenues to the State, counties, cities, and towns unless the amount arising from excise taxes on fuel and vehicle-related fees distributed to the connecting Washington account proves insufficient to meet the requirements for Bond retirement or interest on any such Bonds.

Any payments for bond retirement or interest on the Bonds taken from the fuel taxes and vehicle-related fees that are distributable to the State, counties, cities and towns shall be repaid from the first revenues from the fuel taxes and vehicle-related fees distributed to the applicable Project Account not required for bond retirement or interest on the Bonds.

The Bonds and any other general obligation bonds of the State that have been or that may be authorized and that pledge excise taxes on fuel for the payment of the principal and interest thereon shall be an equal charge against the revenues from such excise taxes on fuel. The Bonds and any other general obligation bonds of the State that have been or that may be authorized and that pledge vehicle-related fees for the payment of the principal and interest thereon shall be an equal charge against the revenues from such vehicle-related fees.

(c) Additional Means for Payment of Bonds. The Legislature may provide additional means for raising money for the payment of the principal of and interest on the

Authorized Bonds, and the Bond Act shall not be deemed to provide an exclusive method for such payment.

Section 7. Deposits Into and Payments from Bond Fund and Specific Covenants.

(a) Repayment Procedure. On or before June 30 of each year, the Committee shall certify to the State Treasurer the amount required to pay principal of and interest on the Bonds in the next fiscal year; provided, however, that the percentage of receipts required in connection with the payments due prior to the start of the next fiscal year shall be estimated within 30 days following the date of sale of the Bonds. The State Treasurer, subject to the applicable provisions of the Bond Act, shall withdraw revenues from the Motor Vehicle Fund and deposit in the Bond Fund on or before each interest or principal and interest payment date such amounts as are required to pay debt service on such Bonds.

Any amounts received from the Federal government as credit payments with respect to Bonds issued as Tax-Advantaged Bonds shall be deposited in the Bond Fund.

Any surplus money in the Bond Fund may, in the discretion of the Committee, be used to redeem any bonds payable from the Bond Fund (subject to applicable bond covenants) prior to scheduled maturities or may remain in the Bond Fund to reduce requirements upon the fuel tax and vehicle-related fees portions of the Motor Vehicle Fund.

Interest earnings on money in the Bond Fund shall remain in the Bond Fund and shall be used and applied to pay the principal and interest on the Bonds or other bonds payable from the Bond Fund.

(b) Accurate Records. The State shall maintain accurate records showing (i) all collections of fuel excise taxes levied pursuant to Chapter 82.38 RCW, (ii) all collections of vehicle-related fees imposed under Title 46 RCW that constitute license fees for motor vehicles required to be used for highway purposes and (iii) all payments made into and out of the Bond Fund, and such records shall be made available for inspection at any reasonable time by the holders of any of the Authorized Bonds.

(c) Transfers of Funds. On or before the date such payments are due from time to time, the State Treasurer shall pay to the Bond Registrar, from money in the Bond Fund, sums sufficient to pay the principal of and interest coming due on Bonds then outstanding. For purposes of this Section 7, principal of the outstanding Bonds shall be considered as coming due on their respective dates of maturity or, in the case of Term Bonds, on the dates and in the amounts scheduled for their mandatory redemption. The amount required to be deposited into the Bond Fund and paid to the Bond Registrar, for purposes of effecting the payment of the Bonds or the mandatory redemption of Term Bonds, is subject to reduction arising from the State's purchase or optional redemption of the Bonds in the manner described in Section 5 of this resolution.

Section 8. Enforcement of Rights. The Registered Owner of each Bond, or a trustee for the Registered Owners of any of the Bonds, may by mandamus or other appropriate proceeding require the transfer and payment of money as directed in the Bond Act and this resolution.

Section 9. Form of Bonds. The Bonds shall be prepared in a form consistent with the provisions of this resolution, the applicable Bond Sale Resolution and state law.

Section 10. Execution of Bonds. The Bonds shall be executed on behalf of the State by the facsimile or manual signatures of the Governor and the State Treasurer. A facsimile of the official seal of the State shall be imprinted or otherwise reproduced on the Bonds, and the facsimile is adopted as the seal of the State for the Bonds. If any officer who shall have signed or whose facsimile signature appears on any Bond shall cease to be that officer before that Bond shall have been actually authenticated or issued, that Bond, nevertheless, may be authenticated and issued and, upon such authentication and issue, shall be as binding upon the State as though that person had not ceased to be that officer. Any Bond may be executed on behalf of the State by an officer who, on the actual date of execution of the Bond, shall be the proper officer of the State, although on the date of the Bond that officer might not have held that office.

Section 11. Authentication and Delivery of Bonds by Bond Registrar. The Bond Registrar is authorized and directed, on behalf of the State, to authenticate and deliver the Bonds initially issued or transferred or exchanged in accordance with the provisions of the Bonds and this resolution. Only those Bonds bearing a Certificate of Authentication in the following form, manually executed by an authorized representative of the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this resolution: “Certificate of Authentication. This Bond is one of the State of Washington [Name of Series], dated _____, 20__ , described in the Bond Resolution.” The Certificate of Authentication shall be conclusive evidence that the Bonds so authenticated have been duly executed, authenticated and delivered and are entitled to the benefits of this resolution. The Bond Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Bonds.

Section 12. Bond Registrar; Registration of Bonds.

(a) Registration Covenant. The Bonds shall be issued only in registered form as to both principal and interest and shall be recorded on the Bond Register. The State covenants that, until all Bonds have been surrendered and canceled, it will maintain or cause to be maintained a system of recording the ownership of each Bond that complies with the provisions of Section 149(a) of the Code.

(b) Bond Registrar. The Bond Registrar shall keep, or cause to be kept, the Bond Register at its principal corporate trust office, which shall be open to inspection by the State at all times during regular business hours. The Bond Register shall contain the name and mailing address of the Registered Owner of each Bond and the principal amount and number of each of the Bonds held by each Registered Owner.

The Bond Registrar is authorized, on behalf of the State, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this resolution, to serve as the State’s paying agent for the Bonds and to carry out all of the Bond Registrar’s powers and duties under this resolution.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar’s Certificate of Authentication on the Bonds. The Bond Registrar may become

either a Registered or Beneficial Owner of Bonds with the same rights it would have if it were not the Bond Registrar and, to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as members of, or in any other capacity with respect to, any committee formed to protect the rights of Beneficial Owners.

(c) Registered Ownership. The State and the Bond Registrar, each in its discretion, may deem and treat the Registered Owner of each Bond as the absolute owner thereof for all purposes (except as provided in Section 20 of this resolution), and neither the State nor the Bond Registrar shall be affected by any notice to the contrary. Payment of any such Bond shall be made only as described in Section 4 of this resolution, but the registration may be transferred as herein provided. All payments made as described in Section 4 shall be valid and shall satisfy and discharge the liability of the State upon the Bond to the extent of the amount or amounts so paid.

(d) DTC Acceptance/Letter of Representations. To induce DTC to accept each Series of Bonds as eligible for deposit at DTC, the State has executed and delivered to DTC the Letter of Representations.

Neither the State nor the Bond Registrar will have any responsibility or obligation to DTC participants or the persons for whom they act as nominees (or any successor depository) with respect to each Series of Bonds in respect of the accuracy of any records maintained by DTC (or any successor depository) or any DTC participant, the payment by DTC (or any successor depository) or any DTC participant of any amount in respect of the principal of or interest on any Series of Bonds, any notice which is permitted or required to be given to Registered Owners under this resolution or a Bond Sale Resolution (except such notices as shall be required to be given by the State to the Bond Registrar or to DTC (or any successor depository), or any consent given or other action taken by DTC (or any successor depository) as the Registered Owner. For so long as any Series of Bonds are held in fully immobilized form hereunder, DTC or its successor depository shall be deemed to be the Registered Owner of such Series for all purposes hereunder and under the respective Bond Sale Resolution, and all reference herein to the Registered Owners shall mean DTC (or any successor depository) or its nominee and shall not mean the owners of any beneficial interest in such Series of Bonds.

(e) Use of Depository.

(i) Unless otherwise specified in a Bond Sale Resolution, the Bonds of each Series authorized herein shall be registered initially in the name of "Cede & Co.," as nominee of DTC, with all Bonds maturing on the same maturity date and bearing the same interest rate in the form of a single certificate. Registered ownership of such immobilized Bonds, or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (B) to any substitute depository appointed by the Committee pursuant to subsection (ii) below or such substitute depository's successor; or (C) to any person as provided in subsection (iv) below.

(ii) Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository or a determination by the Committee

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

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

(iv) In the event that (A) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or (B) the Committee determines that it is in the best interest of the Beneficial Owners of any Series of Bonds that owners of Bonds of that Series be able to obtain those bonds in the form of Bond certificates, the ownership of that Series of Bonds may then be transferred to any person or entity as herein provided, and shall no longer be held in fully immobilized form. The Committee shall deliver a written request to the Bond Registrar, together with a supply of definitive Bonds for that Series to issue Bonds as herein provided in any authorized denomination. Upon receipt by the Bond Registrar of all then outstanding Bonds of that Series together with a written request on behalf of the Committee to the Bond Registrar, new Bonds of the same Series shall be issued in the appropriate denominations and registered in the names of those persons as are identified in such written request

(f) Registration of Transfer of Ownership or Exchange; Change in Denominations. The transfer of any Bond may be registered and Bonds may be exchanged, but no transfer of any Bond shall be valid unless such Bond is surrendered to the Bond Registrar, with the assignment form appearing on such Bond duly executed by the Registered Owner or its duly authorized agent in a manner satisfactory to the Bond Registrar. Upon surrender of a Bond for transfer or exchange, the Bond Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee, a new Bond or Bonds (at the option of the new Registered Owner) of the same Series, date, maturity and interest rate and for the same aggregate principal amount of the surrendered Bond, in any authorized denomination, naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for the surrendered and canceled Bond. Any Bond may be surrendered to the Bond Registrar and exchanged, without charge, for an equal aggregate principal amount of Bonds, as appropriate, of the same Series, date, maturity and interest rate, in any authorized denomination. The Bond Registrar shall not be obligated to transfer or exchange any Bond during the period between the applicable Record Date and the next upcoming interest payment, principal payment or redemption date.

Section 13. Mutilated, Lost, Stolen or Destroyed Bonds. If any Bond becomes mutilated, lost, stolen or destroyed, the Bond Registrar shall, upon request of the State, authenticate and deliver a new Bond, as appropriate, of the same Series, date, interest rate and maturity and of like tenor and effect in substitution therefor, all in accordance with Law. If the lost, stolen or destroyed Bond has matured, the State, at its option, may pay the same without its surrender, in accordance

with Law. However, no substitution or payment shall be made unless and until the applicant shall furnish (a) evidence satisfactory to the Bond Registrar of the destruction or loss of the original Bond and of its ownership and (b) such additional security, indemnity or evidence as may be required by the Committee. No substitute Bond shall be furnished until the applicant shall reimburse the State and the Bond Registrar for their respective expenses in the furnishing thereof. Each substitute Bond shall be equally and proportionately entitled to the security of this resolution with all other Bond or Bonds of the same Series, as appropriate, then outstanding. The State shall not be required to treat both the original Bond and any duplicate Bond as being outstanding for the purpose of determining the principal amount of Bonds which may be issued and outstanding hereunder, but both the original and the duplicate Bond shall be treated as one and the same.

Section 14. Defeasance. If money and/or “Government Obligations” (as defined in chapter 39.53 RCW, as now in existence or hereafter amended) maturing at such time(s) and bearing such interest to be earned thereon (without any reinvestment thereof) as will provide a series of payments which shall be sufficient together with any money initially deposited, to provide for the payment of the principal of and interest on all or a designated portion of a Series of Bonds when due in accordance with their respective terms are set aside in a special fund (hereinafter called the “trust account”) to effect such payment, and are pledged irrevocably in accordance with a refunding or defeasance plan adopted by the State for the purpose of effecting such payment, then no further payments need be made into the Bond Fund for the payment of principal of and interest on such Bonds, the Registered Owners thereof shall cease to be entitled to any lien, benefit or security of this resolution, except the right to receive payment of the principal of and interest on such Bonds when due in accordance with their respective terms from the money and the principal and interest proceeds on the Government Obligations set aside in the trust account, and such Bonds shall no longer be deemed to be outstanding hereunder.

Section 15. Sale of the Bonds.

(a) Methods of Sale of Bonds. The Deputy State Treasurer is hereby authorized to determine, for each Series of Bonds, whether such Bonds will be sold competitively at public sale or whether such Series will be sold by means of a negotiated sale to one or more Underwriters.

If the Deputy State Treasurer determines to sell Bonds at a public sale, the Deputy State Treasurer shall: (i) establish the date of the public sale; (ii) establish the criteria by which the successful bidder will be determined; (iii) determine the amount, form and method of delivery of a good faith deposit to the State; (iv) cause notice of the public sale to be given; and (v) provide for such other matters pertaining to the public sale as the Deputy State Treasurer deems necessary or desirable.

If the Deputy State Treasurer determines to sell Bonds by means of a negotiated sale, the Deputy State Treasurer is authorized to solicit proposals for the selection of firms to serve as Underwriters for such Bonds and to negotiate the terms of a bond purchase contract for the sale of those Bonds.

(b) Adoption of Bond Sale Resolutions. The State Treasurer is authorized, on behalf of the Committee, to adopt a Bond Sale Resolution to approve the sale of a Series of the Bonds within the aggregate total amount of Bonds authorized by this resolution.

Provisions of the Bond Sale Resolution may include, without limitation, (i) provisions for the acceptance of offers to purchase the Bonds and provisions for the sale and delivery of the Bonds to the purchasers; (ii) provisions for the date or dates, price or prices, aggregate principal amount of the Series, principal amounts per maturity, delivery dates, and interest rate or rates (or mechanisms for determining the interest rate or rates); (iii) redemption provisions; and (iv) other terms and conditions required by or otherwise not inconsistent with the provisions of this resolution.

(c) Elections to Treat Bonds as Tax-Advantaged Bonds. If the State Treasurer determines that it is beneficial to the State for a Series of Bonds to be sold and issued as Tax-Advantaged Bonds, the Bond Sale Resolution shall include those elections and other provisions as may be required under the Code for the State to designate that Series of Bonds as Tax-Advantaged Bonds and may authorize other actions as are necessary or appropriate for the State to receive from the United States Treasury the applicable Federal Credit Payments or for the holders to receive the applicable tax credit in respect of those Bonds.

Section 16. Official Statement. To allow the initial Underwriters of the Bonds of each Series to comply with Section (b)(1) of the Rule, the Committee hereby authorizes the State Treasurer or Deputy State Treasurer to execute a certificate “deeming final,” as of its date, the preliminary official statement to be prepared by the State in connection with the offering of each Series of Bonds. A preliminary official statement may be deemed final even though it omits information as to offering prices, interest rates, selling compensation, aggregate principal amounts, principal amount per maturity, maturity dates, options of redemption, delivery date, ratings and other terms of the Bonds that are dependent on such matters.

The Committee authorizes and approves the preparation, execution (which may be through a certificate) by the State Treasurer or Deputy State Treasurer and delivery to the Underwriter of a final official statement for the Bonds of each Series, in the form of the preliminary official statement, with such modifications and amendments thereto as shall be deemed necessary or desirable by the State Treasurer or Deputy State Treasurer. The Committee authorizes and approves the distribution by the Underwriters of the preliminary official statement to potential purchasers of the Bonds and the final official statement to purchasers of the Bonds.

Section 17. Delivery of Bonds. The proper State officials are authorized and directed to execute all documents and to do everything necessary, without unreasonable delay after each Bond Sale Resolution is adopted, for (a) the preparation and delivery of transcripts of proceedings pertaining to the Series of Bonds sold thereunder, and (b) the preparation, authentication and delivery of such Bonds, in definitive form, to the initial Underwriters thereof.

Each Series of Bonds will be prepared at the State’s expense and will be delivered to the initial Underwriters thereof in accordance with its offer to purchase the Bonds of such Series, with the approving legal opinion of Bond Counsel regarding each such Series.

Section 18. Disposition of Bond Proceeds. The proceeds from the sale of each Series of Bonds, together with all other money which the Committee may direct the State Treasurer to deposit therein, shall be deposited to the credit of the applicable Project Account and shall be used

exclusively to pay or reimburse prior expenditures made for costs of carrying out the purposes specified in the Bond Act, including the payment of costs of issuance.

The State reserves the right to amend the Bond Act and this resolution so as to provide different or additional purposes for which the proceeds from the sale of the Bonds may be used.

Section 19. Tax Covenants. The Committee on behalf of the State covenants that the State will not take or permit to be taken on its behalf any action that would adversely affect the exemption from federal income taxation of the interest on the Tax-Exempt Bonds and will take or require to be taken such acts as may be permitted by law and as may from time to time be required under applicable law to continue the exemption from federal income taxation of the interest on the Tax-Exempt Bonds. Without limiting the generality of the foregoing, the State will comply with Section 148 of the Code, will spend the proceeds of the Tax-Exempt Bonds with due diligence to completion of the purposes specified herein, will pay any required rebate or penalty (if permitted in lieu of loss of tax exemption) to the United States under Section 148(f) of the Code, and will not invest or make other use of the proceeds of the Tax-Exempt Bonds or of its other money or take such other intentional acts at any time during the term of the Tax-Exempt Bonds that will cause such Tax-Exempt Bonds to be arbitrage bonds within the meaning of Section 148(a) of the Code. The State Treasurer may establish such accounts and/or subaccounts as the State Treasurer deems necessary to comply with this section.

The Committee on behalf of the State also covenants that the State will not take or permit to be taken on its behalf any action that would adversely affect the entitlement of the State to receive from the United States Treasury the applicable Federal Credit Payments in respect of Tax-Advantaged Bonds, or the entitlement of the Beneficial Owners to receive tax credits in respect of Tax-Advantaged Bonds.

Section 20. Undertaking to Provide Ongoing Disclosure.

(a) Contract/Undertaking. This section constitutes the State's written undertaking for the benefit of the owners of each Series of the Bonds in order to assist the Underwriters in complying with Section (b)(5) of the Rule.

(b) Financial Statements/Operating Data.

(i) *Annual Disclosure Report.* The State covenants and agrees that not later than seven months after the end of each fiscal year (the "Submission Date"), the State shall provide or cause to be provided, either directly or through a designated agent, to the MSRB, in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB, an annual report (the "Annual Disclosure Report") that is consistent with the requirements of part (ii) of this subsection (b). The Annual Disclosure Report may be submitted as a single document or as separate documents comprising a package and may include by reference other information as provided in part (ii) of this subsection (b); provided that any Audited Financial Statements (hereinafter defined) may be submitted separately from the balance of the Annual Disclosure Report and later than the Submission Date if such Audited Financial Statements are not available by the Submission Date. If the State's fiscal year changes, the State shall give notice of such change in the same manner as notice is to be given of the occurrence of

an event listed in subsection (c) hereof, and if for any fiscal year the State does not furnish an Annual Disclosure Report to the MSRB by the Submission Date, the State shall send a notice to the MSRB.

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

(A) *Audited Financial Statements.* Audited financial statements of the State prepared in accordance with generally accepted accounting principles as promulgated by the Governmental Accounting Standards Board, as the same shall be amended from time to time, except that if any audited financial statements are not available by the Submission Date, the Annual Disclosure Report shall contain unaudited financial statements in a format similar to the audited financial statements most recently prepared for the State, and the State's audited financial statements shall be filed in the same manner as the Annual Disclosure Report when and if they become available;

(B) *Financial and Operating Data.* Historical financial and operating data for the State of the type included in the official statement for such Series; and

(C) *Amendments.* A narrative explanation of any reasons for any amendments to this undertaking made during the previous fiscal year and the effect of such amendments on the Annual Disclosure Report being provided.

Any or all of the items listed above may be included by specific reference to documents available to the public on the internet website of the MSRB or filed with the Commission. The State shall identify clearly each document so included by reference.

If not provided as part of the Annual Disclosure Report discussed above, the State shall provide the State's audited annual financial statements prepared in accordance with regulations prescribed by the State auditor when and if available to the MSRB.

(c) Listed Events. The State agrees to provide or cause to be provided, in a timely manner not in excess of ten business days after the occurrence of the event, to the MSRB notice of the occurrence of any of the following events with respect to the respective Series of Bonds (which may be amended if the Rule is amended prior to the Issue Date of any Series of Bonds): (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notice of Proposed Issue (IRS Form 5701 – TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of owners, if material; (8) Bond calls (other than scheduled sinking fund redemptions for which notice is given pursuant to Exchange Act Release 34-23856), if material, and tender offers; (9) defeasances; (10) release, substitution or sale of property securing the repayment of the respective Series of Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency,

receivership or similar event of the State, as such “Bankruptcy Events” are defined in the Rule; (13) the consummation of a merger, consolidation, or acquisition involving the State or the sale of all or substantially all of the assets of the State other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the State or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the State or obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the State or obligated person, any of which reflect financial difficulties. The term “financial obligation” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

Solely for purposes of information, but without intending to modify this agreement, with respect to the notice regarding property securing the repayment of the Bonds, the State may state in its preliminary and final official statements for any Series that there is no property securing the repayment of such Bonds nor, if applicable, are there any debt service reserves or credit enhancement or liquidity provider.

(d) Notice Upon Failure to Provide Financial Data. The State agrees to provide or cause to be provided, in a timely manner, to the MSRB, notice of its failure to provide the annual financial information described in subsection (b) above on or prior to the date set forth in subsection (b) above.

(e) Termination/Modification. The State’s obligations to provide annual financial information and notices of listed events with respect to each Series of Bonds shall terminate upon the legal defeasance (if notice of such defeasance is given as provided above) or payment in full of all of the Bonds of such Series. This section, or any provision hereof, shall be null and void if the State (1) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this section, or any such provision, have been repealed retroactively or otherwise do not apply to the Bonds; and (2) notifies, in a timely manner, the MSRB of such opinion and the cancellation of this section. Notwithstanding any other provision of this resolution, the State may amend this section and any provision of this section may be waived, with an approving opinion of nationally recognized bond counsel to the effect that such amendment or waiver is permitted by the Rule.

In the event of any amendment of or waiver of a provision of this section, the State shall describe such amendment in the next Annual Disclosure Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the State. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a listed event under subsection (c), and (ii) the

Annual Disclosure Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

(f) Owner's Remedies Under this Section. The right of the Registered Owners or any beneficial owner to enforce the provisions of this section shall be limited to a right to obtain specific enforcement of the State's obligations hereunder, and any failure by the State to comply with the provisions of this undertaking shall not be a default with respect to the Bonds under this resolution.

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

Section 21. Alternate Use of Bond Proceeds. Nothing in this resolution or the Bonds shall prevent the State from properly authorizing that the Bond proceeds may be expended for purposes other than provided in Section 2 of this resolution.

Section 22. Contract; Severability. The covenants contained in this resolution and in the Series of Bonds issued hereunder shall constitute a contract between the State and the Registered Owner of each Bond. If any one or more of the covenants or agreements provided in this resolution, to be performed by the State, shall be declared by any court of competent jurisdiction after final appeal (if any appeal be taken) to be contrary to law, then the covenant or covenants, agreement or agreements, shall be null and void, shall be deemed separable from the remaining covenants and agreements in this resolution and shall in no way affect the validity of the other provisions of this resolution, or of the Bonds.

Section 23. Filing of Resolution. The Deputy State Treasurer is directed to file with the State Treasurer, pursuant to RCW 39.42.100, a certified copy of this resolution immediately upon its adoption.

Section 24. Ratification. All actions heretofore taken by officers or staff of the Committee consistent with the terms of this resolution are ratified, approved and confirmed.

Section 25. Immediate Effect. This resolution shall take effect immediately upon its adoption.

ADOPTED at an open meeting of the State Finance Committee after notice thereof was duly given as required by law, this 8th day of June, 2023.

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By _____
Mike Pellicciotti
State Treasurer and Chair

By _____
Jay Inslee
Governor and Member

By _____
Denny Heck
Lieutenant Governor and Member

ATTEST:

Jason P. Richter
Deputy State Treasurer and Secretary

EXHIBIT 1

BOND ACTS, CHAPTERS AND LAWS

Exhibit 1A -- Authorization Allocation

Chapter and Laws (Bond Authorizations)	Bonds			Preliminary Allocation
	Authorized	Issued	Unissued	
Ch. 83 -- Laws of 1967, 1st Ex. Sess.....	143,000,000	100,430,000	42,570,000	-
Ch. 293 -- Laws of 1990.....	15,000,000	13,400,000	1,600,000	-
Ch. 431 -- Laws of 1993, as amended.....	600,000,000	428,237,709	171,762,291	118,773,000
Ch. 432 -- Laws of 1993.....	100,000,000	24,805,000	75,195,000	-
Ch. 440 -- Laws of 1993.....	100,000,000	92,490,000	7,510,000	-
Ch. 15 -- Laws of 1995, 2nd Sp. Sess.....	25,625,000	19,415,000	6,210,000	-
Ch. 321 -- Laws of 1998.....	1,900,000,000	1,869,506,712	30,493,288	-
Ch. 147 -- Laws of 2003.....	3,200,000,000	2,987,508,877	212,491,123	-
Ch. 315 -- Laws of 2005.....	5,300,000,000	4,169,708,336	1,130,291,664	49,838,000
Ch. 45 -- Laws of 2015, 3rd Sp. Sess.....	5,300,000,000	930,075,000	4,369,925,000	1,737,009,000
Total.....	16,683,625,000	10,635,576,634	6,048,048,366	1,905,620,000

Exhibit 1B -- Chapter and Laws with Fund Detail

Bonds	Ch	Laws	Sess	Sec	OST Autho	Debt	Capital	Taxable	Capital Fund Name
						Service Fund Number*	Fund Number*		
MVFT / VRF GO	083	1967	1S		320	305	144		Transportation Improvement Account
MVFT / VRF GO	293	1990		1	391	303	108		Motor Vehicle Account
MVFT / VRF GO	431	1993		(1)	445	303	215		Special Category C Account
MVFT / VRF GO	432	1993		(1.1)-(1.3)	446	303	108		Motor Vehicle Account
MVFT / VRF GO	440	1993			444	305	144		Transportation Improvement Account
MVFT / VRF GO	015	1995			450	303	108		Motor Vehicle Account
MVFT / VRF GO	321	1998	1R	16	464	303	108		Motor Vehicle Account
MVFT / VRF GO	147	2003	1R	(1)	799	303	550		Transportation 2003 Account
MVFT / VRF GO	315	2005	1R	(1)	841	303	09H		Transportation Partnership Account
MVFT / VRF GO	45	2018	3S	(1)	1241	303	20H		Connecting Washington Account

* Fund Definitions

108	Motor Vehicle Account
112	Urban Arterial Trust Account
144	Transportation Improvement Account
20H	Connecting Washington Account
215	Special Category C Account
550	Transportation 2003 Account
09H	Transportation Partnership Account
303	Highway Bond Retirement Account
305	TIB Bond Retirement Account

CERTIFICATE

I, Jason P. Richter, the duly appointed, qualified and acting Secretary of the State Finance Committee of the State of Washington, certify that the foregoing is a true and correct copy of Resolution No. 1272 of such Committee, adopted at an open public meeting thereof held on this 8th day of June, 2023, after notice of such meeting was duly and regularly given as required by law, and that such resolution has been entered in the records of such Committee held on such date and remains in effect as of this date.

DATED: June 8, 2023.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 4 -

State Finance Committee

June 8, 2023, Meeting



State of Washington
STATE FINANCE COMMITTEE

MIKE PELLICCIOTTI, Chair
State Treasurer

JAY R. INSLEE
Governor

DENNY HECK
Lieutenant Governor

June 8, 2023

MEMORANDUM

TO: The Honorable Mike Pellicciotti
The Honorable Jay R. Inslee
The Honorable Denny Heck

FROM: Jason P. Richter
Deputy State Treasurer

RE: **Proposed Resolution No. 1273** authorizes the issuance and sale of State of Washington General Obligation Refunding Bonds

Resolution Purpose

Proposed Resolution No. 1273 authorizes the issuance of Various Purpose General Obligation Refunding Bonds of the State in a principal amount not to exceed \$4,577,460,000 and Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Refunding Bonds of the State in a principal amount not to exceed \$2,947,310,000 for the purpose of refunding certain outstanding Various Purpose General Obligation Bonds, Various Purpose General Obligation Refunding Bonds, Motor Vehicle Fuel Tax General Obligation Bonds, and Motor Vehicle Fuel Tax General Obligation Refunding Bonds; making certain other provisions with respect to the payment of the principal of and interest on the bonds; approving the form of a refunding escrow agreement with respect to the bonds to be refunded; and providing for other matters properly related thereto. Resolution No. 1273 also authorizes the Deputy State Treasurer to establish the method of sale of the bonds and the State Treasurer to adopt bond sale resolutions.

Background

Proposed Resolution No. 1273 is an omnibus refunding resolution that updates the authority to refund outstanding refundable bonds. As of June 8, 2023, there are a total of \$4,577,460,000 Various Purpose General Obligation Bonds and Various Purpose General Obligation Refunding Bonds, and a total of \$2,947,310,000 Motor Vehicle Fuel Tax General Obligation Bonds, and Motor Vehicle Fuel Tax General Obligation Refunding Bonds that are callable over the next four fiscal years (through the end of FY 2027). Refundings are executed in accordance with the Committee's Debt Issuance Policy which establishes refunding savings thresholds.

Office of the State Treasurer

P.O. Box 40200 Olympia, Washington 98504-0200
(360) 902-9000 • TTY USERS: CALL 711 • FAX (360) 902-9037
www.tre.wa.gov

Debt Service Savings

Multiple refundings were executed over the last few years to reduce the state's borrowing costs. Refundings over the last ten years reduced the state's debt service costs by around \$1.59 billion on a nominal basis and around \$1.31 billion on a present value basis. During fiscal year 2023, refinancings saved the state approximately \$199.9 million of total debt service savings, or \$160.7 million on a present value basis.

Please see the following table for a summary of the refundings executed by the state over the past ten years.

Counsel and Advisors

Assistance in preparing Proposed Resolution No. 1273 was provided by:

Bond Counsel:	William Tonkin, Foster Garvey PC
Municipal Advisors:	Robert Shelley, Piper Sandler & Co., Corey McCullough, Montague DeRose and Associates, L.L.C.

Series	Sales Date	Purpose	Par Value	True Interest Cost (TIC)	Debt Service Savings	
					Total	PV Total
R-2014A	10/10/2013	Various Purpose	117,905,000	1.3725%	18,054,472	16,848,826
R-2014B	10/10/2013	MVFT	105,975,000	1.4436%	15,853,888	14,553,784
R-2015A	7/9/2014	Various Purpose	420,085,000	2.3731%	38,076,751	30,494,151
R-2015B	7/9/2014	MVFT	420,545,000	2.6145%	37,789,876	29,761,949
R-2015C	10/15/2014	Various Purpose	615,975,000	2.8433%	119,618,222	95,688,794
R-2015D	10/15/2014	MVFT	301,755,000	2.9471%	53,164,214	40,941,514
R-2015E	1/21/2015	Various Purpose	458,760,000	2.6703%	54,816,760	45,251,416
R-2015F	2/10/2015	MVFT	147,325,000	2.8266%	14,761,392	11,983,187
R-2015G	2/10/2015	Various Purpose	113,315,000	2.4325%	10,660,172	9,139,337
R-2015H	2/10/2015	MVFT	132,745,000	3.2317%	17,810,486	11,357,002
R-2016A	9/30/2015	Various Purpose	188,305,000	1.5954%	33,081,481	30,990,792
R-2016B	1/20/2016	Various Purpose	528,830,000	2.6945%	97,960,197	74,514,795
R-2016C	1/20/2016	MVFT	143,735,000	2.8422%	26,108,377	19,706,364
R-2017A	6/28/2016	Various Purpose	531,280,000	2.2392%	88,932,216	76,434,145
R-2017B	6/28/2016	MVFT	271,585,000	2.3884%	50,420,963	42,853,852
R-2017C	1/10/2017	Various Purpose	137,100,000	1.9241%	26,150,309	22,936,199
R-2017D	1/10/2017	MVFT	24,505,000	1.8844%	4,135,278	3,645,905
R-2018A	9/26/2017	Various Purpose	27,290,000	1.1999%	3,066,200	3,008,813
R-2018B	9/26/2017	MVFT	29,305,000	1.2380%	3,536,344	3,456,298
R-2018C	11/14/2017	Various Purpose	742,645,000	2.7500%	137,848,799	107,782,059
R-2018D	11/30/2017	Various Purpose	501,545,000	3.0345%	69,215,749	52,487,584
R-2020A	9/26/2019	Various Purpose	91,360,000	1.3566%	13,613,942	13,036,979
R-2020B	9/26/2019	MVFT	53,105,000	1.3567%	7,868,039	7,536,545
R-2021A	11/13/2019	MVFT	396,315,000	3.2255%	102,031,047	76,387,268
R-2020C	4/22/2020	Various Purpose	222,045,000	1.0923%	30,055,323	29,312,441
R-2020D	4/22/2020	MVFT	188,690,000	1.0890%	20,523,490	20,513,098
R-2021B	10/20/2020	Various Purpose	104,980,000	0.2824%	11,010,322	10,949,265
R-2021C	4/20/2021	Various Purpose	164,065,000	1.4394%	39,596,131	36,896,194
R-2021D	4/20/2021	MVFT	191,610,000	1.8084%	72,595,658	64,595,501
R-2022A	11/2/2021	Various Purpose	132,980,000	1.7223%	35,884,757	32,243,645
R-2022B	11/2/2021	MVFT	133,400,000	2.0487%	39,969,010	34,911,070
R-2022C	4/26/2022	Various Purpose	860,680,000	2.8212%	58,456,669	50,528,808
R-2022D	4/26/2022	MVFT	499,700,000	3.0021%	31,762,722	24,066,686
R-2022E	6/14/2022	GARVEE	118,155,000	2.2923%	4,554,455	4,343,919
R-2023A	4/26/2023	Various Purpose	828,715,000	2.7618%	127,238,751	105,620,166
R-2023B	4/26/2023	MVFT	514,350,000	3.0883%	72,626,742	55,112,020
			10,460,660,000		1,588,849,205	1,309,890,370

Office of the State Treasurer

EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1273

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF VARIOUS PURPOSE GENERAL OBLIGATION REFUNDING BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$4,577,460,000 AND MOTOR VEHICLE FUEL TAX AND VEHICLE RELATED FEES GENERAL OBLIGATION REFUNDING BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$2,947,310,000, FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING VARIOUS PURPOSE GENERAL OBLIGATION BONDS, VARIOUS PURPOSE GENERAL OBLIGATION REFUNDING BONDS, MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION BONDS, AND MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION REFUNDING BONDS OF THE STATE; MAKING CERTAIN OTHER PROVISIONS WITH RESPECT TO THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS; APPROVING THE FORM OF A REFUNDING ESCROW AGREEMENT WITH RESPECT TO THE BONDS TO BE REFUNDED; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATED THERETO.

ADOPTED: JUNE 8, 2023

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Exhibit 1 - Form of Escrow Agreement

Exhibit 2 - Schedule of Refunded Bond Candidates and Bond Funds

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1273

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF VARIOUS PURPOSE GENERAL OBLIGATION REFUNDING BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$4,577,460,000, AND MOTOR VEHICLE FUEL TAX AND VEHICLE RELATED FEES GENERAL OBLIGATION REFUNDING BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$2,947,310,000, FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING VARIOUS PURPOSE GENERAL OBLIGATION BONDS, VARIOUS PURPOSE GENERAL OBLIGATION REFUNDING BONDS, MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION BONDS, AND MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION REFUNDING BONDS OF THE STATE; MAKING CERTAIN OTHER PROVISIONS WITH RESPECT TO THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS; APPROVING THE FORM OF A REFUNDING ESCROW AGREEMENT WITH RESPECT TO THE BONDS TO BE REFUNDED; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATED THERETO.

WHEREAS, the State of Washington (the "State") issued and sold offerings of different series of State various purpose general obligation bonds and State motor vehicle fuel tax general obligation bonds; and

WHEREAS, the State Finance Committee (the "Committee"), or the State Treasurer on behalf of the Committee, from time to time will receive, review and adopt a plan to refund selected maturities of those outstanding bonds that are callable for redemption prior to their respective stated maturities (hereinafter defined as the "Refunded Bonds"), which selected maturities will be identified in the Bond Sale Resolutions (hereinafter defined); and

WHEREAS, in each of the resolutions that authorized the Refunded Bonds, the State reserved the right to redeem the Refunded Bonds prior to their respective stated maturities; and

WHEREAS, chapters 39.42 and 39.53 RCW (collectively, the "Bond Act") authorize the Committee to provide for the issuance and sale, without an election, of general obligation bonds of the State to refund the Refunded Bonds; and

WHEREAS, upon the issuance of refunding bonds for that purpose, the Refunded Bonds no longer shall be considered to be outstanding for purposes of the limitation on State debt contained in Article VIII, Section 1 of the State Constitution, to the extent applicable to the Refunded Bonds; and

WHEREAS, on March 17, 2022, the Governor of the State signed into law Senate Bill 5898 as Chapter 103, Laws of 2022, effective on June 9, 2022 (“SB 5898”), which amended and supplemented certain existing highway bond authorization acts by providing an additional pledge of vehicle related fees to pay and secure those bonds issued after the effective date of SB 5898 that are authorized to be issued but that were not issued and outstanding under those existing highway bond authorization acts on the effective date of SB 5898; and

WHEREAS, SB 5898 also amended RCW 39.53.120(2) to provide that any refunding bonds issued after the effective date of SB 5898 to refund highway bonds that were issued before the effective date of SB 5898 must be issued in accordance with the provisions of law applicable to highway bonds at the time of issuance of the refunding bonds; and

WHEREAS, the Committee deems it necessary and advisable that the issuance and sale of not to exceed \$4,577,460,000 in State various purpose general obligation refunding bonds and not to exceed \$2,947,310,000 in motor vehicle fuel tax general obligation and vehicle related fees refunding bonds now be authorized for the purposes of refunding the Refunded Bonds and thereby effecting one or more purposes authorized by the Bond Act;

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FINANCE COMMITTEE ACTING FOR AND ON BEHALF OF THE STATE OF WASHINGTON, as follows:

Section 1. Definitions. Unless the context otherwise requires, the terms defined in this section shall, for all purposes of this resolution and of any resolution supplemental hereto, have the meanings specified; words importing the singular number include the plural number and vice versa:

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

Bond Act means, collectively, chapters 39.42 and 39.53 RCW.

Bond Register means the registration books on which are maintained the names and addresses of the Registered Owners of the Bonds.

Bond Registrar means the Fiscal Agent.

Bond Sale Resolution means the supplemental resolution hereafter adopted by the Committee, or by the State Treasurer on behalf of the Committee as provided in this resolution, that establishes, among other items, the aggregate principal amount, principal amounts per maturity, maturity dates, interest rates, redemption provisions and other terms of a Series of the Bonds that are dependent upon the final pricing of such Bonds, and identifies the Refunded Bonds, as such resolution may be amended or supplemented from time to time. Wherever in this resolution reference is made to the adoption of a Bond Sale Resolution by the Committee or to the establishment of any matter relating to the sale of the Bonds by the Committee pursuant to a Bond Sale Resolution, that reference shall include adoption of a Bond Sale Resolution by the State Treasurer on behalf of the Committee as provided in this resolution and shall authorize the

establishment of such matters relating to the sale of the Bonds by the State Treasurer pursuant to such a Bond Sale Resolution adopted by the State Treasurer.

Bonds means, collectively, the VP Bonds and the MVFT/VRF Bonds, issued in Series from time to time.

Chair means the Chair of the Committee.

Code means the Internal Revenue Code of 1986, as amended from time to time, together with all applicable rulings and regulations promulgated thereunder.

Commission means the Securities and Exchange Commission

Committee means the State Finance Committee of the State, or any successor thereof.

Deputy State Treasurer means the Deputy State Treasurer and Secretary of the Committee.

DTC means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for each Series of Bonds pursuant to Section 14 hereof.

Escrow Agent means each bank or trust company acting in the capacity of Escrow Agent pursuant to the Escrow Agreement.

Escrow Agreement means, with respect to each Series of Bonds, an escrow deposit agreement between the Committee and the Escrow Agent, dated as of the Issue Date of such Series, providing for the safekeeping of certain Bond proceeds and the refunding of all or a portion of the Refunded Bonds.

Federal Credit Payments means amounts which the State is entitled to receive as a subsidy or tax credit payable by the United States Treasury to the State in respect of interest on any Bonds issued as Tax-Advantaged Bonds.

Fiscal Agent means the fiscal agency or fiscal agencies of the State as appointed from time to time by the Committee pursuant to chapter 43.80 RCW.

Government Obligations means those obligations now or hereafter defined as such in chapter 39.53 RCW.

Issue Date means the date on which a Series of Bonds is delivered to the initial purchaser or purchasers thereof upon payment in full of the purchase price therefor.

Laws means the statutes of the State.

Legislature means the Legislature of the State.

Letter of Representations means the Blanket Issuer Letter of Representations from the State to DTC.

MSRB means the Municipal Securities Rulemaking Board.

MVFT/VRF Bonds means the Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Refunding Bonds described in Section 3(b) of this resolution.

MVFT/VRF Bond Fund means the debt service funds in the State Treasury, created by RCW 47.10.080 (decodified in Section 9 of Chapter 4, Laws of 2015, 1st Spec. Sess.), 47.60.600 and 43.99M.080 and known as the Highway Bond Retirement Account, the Ferry Bond Retirement Account and the Transportation Improvement Board Bond Retirement Account, as set forth in Exhibit 2 attached hereto, unless a different bond retirement fund is/ or such other bond retirement fund as specified in the Bond Sale Resolution pertaining to a Series of Bonds.

Record Date means the Bond Registrar's close of business on the 15th day of the month preceding a payment date, unless another date is specified in a Bond Sale Resolution with respect to any Series of Bonds. With respect to redemption of a Bond prior to its maturity, the Record Date shall mean the Bond Registrar's close of business on the date on which the Bond Registrar sends the notice of redemption in accordance with Section 6.

Refunded Bond Authorization Statutes means the statutes under which the Refunded Bonds were issued and which are to be listed in an exhibit to the applicable Bond Sale Resolutions. For the purpose of issuing MVFT/VRF Bonds under this resolution to refund motor vehicle fuel tax general obligation bonds and motor vehicle fuel tax general obligation refunding bonds that were issued prior to the effective date of SB 5898, the statutes under which such Refunded Bonds were issued shall be deemed to have been amended by SB 5898.

Refunded Bonds means any of the State's outstanding various purpose general obligation bonds, various purpose general obligation refunding bonds, motor vehicle fuel tax general obligation bonds and motor vehicle fuel tax general obligation refunding bonds, including but not limited to the bonds listed in Exhibit 2 hereto, or specific maturities thereof, to be refunded and defeased with a portion of the proceeds of the Bonds, which bonds and maturities will be identified in an exhibit to the Bond Sale Resolutions.

Refunding Plan means, with respect to the issuance of each Series of Bonds, the refunding of all or a portion of the Refunded Bonds through the issuance of such Series, as will more particularly be described in an exhibit to the Bond Sale Resolution.

Registered Owner means, with respect to each Series of the Bonds, the person named as the registered owner of a particular Bond in the Bond Register. For so long as the Bonds are held in book-entry only form, DTC shall be deemed to be the sole Registered Owner.

Rule means the Commission's Rule 15c2-12 under the Securities and Exchange Act of 1934, as the same may be amended from time to time.

Series shall refer to each issue of Bonds issued in the future and identified by a separate series designation.

State means the State of Washington.

Tax-Advantaged Bonds means any Bonds that are designated by the State as Bonds with respect to which the State is eligible to receive Federal Credit Payments or the holders of which are eligible to receive a federal tax credit under any federal subsidy or credit program available under the Code.

Tax-Exempt Bonds means any Bond the interest on which is excludable from gross income of the Beneficial Owner for purposes of federal income tax.

Term Bonds means all Bonds that are identified as term bonds in the Bond Sale Resolutions, the payment of which will be made from mandatory sinking fund deposits into the MVFT/VRF Bond Fund or the VP Bond Fund, as appropriate.

Underwriters means the underwriters identified in the Bond Sale Resolutions.

VP Bond Fund means the debt service funds in the State Treasury created by Chapter 456, Laws of 1997, Sections 30 through 36, known as the Debt-limit General Fund Bond Retirement Account, the Debt-limit Reimbursable Bond Retirement Account, the Nondebt-limit General Fund Bond Retirement Account, the Nondebt-limit Reimbursable Bond Retirement Account, the Nondebt-limit Proprietary Appropriated Bond Retirement Account, the Nondebt-limit Proprietary Non-appropriated Bond Retirement Account and the Nondebt-limit Revenue Bond Retirement Account funds, as set forth in Exhibit 2 attached hereto, unless such other bond retirement fund is/or such other bond retirement fund as specified in the Bond Sale Resolution pertaining to such Bonds.

VP Bonds means the Various Purpose General Obligation Refunding Bonds described in Section 3(a) of this resolution.

Section 2. Authorization and Purpose of the Bonds. The Committee, on behalf of the State, authorizes the issuance and sale of the Bonds, in one or more sales and in one or more Series, all as provided in the Bond Act, for the purposes of implementing the Refunding Plan and paying the costs and expenses of selling, issuing and delivering the Bonds. The Refunding Plan implemented by a Series of Bonds may effect any purpose authorized by the Bond Act, including effecting a savings in debt service to the State or modifying debt service requirements, sources of payment, covenants or other terms of the Refunded Bonds.

The Committee covenants on behalf of the State that each Bond Sale Resolution for a Series will include a finding and covenant with respect to such Series to the effect that the Series, together with all other bonds issued simultaneously therewith, shall be issued within the applicable debt limitation of the State and as permitted under the Bond Act.

Section 3. Description of the Bonds.

(a) **VP Bonds.** The VP Bonds shall be designated the “State of Washington Various Purpose General Obligation Refunding Bonds,” with such additional Series designation or designations established by a Bond Sale Resolution, and shall be issued in an aggregate principal amount that, when added to the aggregate of the initial principal amounts of the previously issued Series of VP Bonds authorized by this resolution, does not exceed \$4,577,460,000.

(b) MVFT/VRF Bonds. The MVFT/VRF Bonds shall be designated the “State of Washington Motor Vehicle Fuel Tax and Vehicle Related Fees General Obligation Refunding Bonds,” with such additional Series designation or designations established by a Bond Sale Resolution, and shall be issued in an aggregate principal amount that, when added to the aggregate of the initial principal amounts of the previously issued Series of MVFT/VRF Bonds authorized by this resolution, does not exceed \$2,947,310,000.

(c) Provisions Applicable to All Bonds. The Bonds of each Series shall be dated as of their issue date; shall be in fully registered form; shall be in the denomination of \$5,000 each or any integral multiple thereof within a single maturity; shall be numbered separately in the manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification; shall mature on the date or dates in each of the years and in the principal amounts to be established by a Bond Sale Resolution; and shall bear interest from their Issue Date or the most recent interest payment date to which interest has been paid or duly provided for, whichever is later, payable at such rate or rates on such interest payment dates, as established by the Bond Sale Resolution. The Bond Sale Resolution shall designate whether all or a portion of the Bonds of a Series will be issued as serial bonds or Term Bonds.

If any Bond shall have been duly presented for payment and not paid on such applicable date, then interest shall continue to accrue thereafter at the interest rate stated on such Bond until it is paid.

Section 4. Place, Manner and Medium of Payment. The principal of, premium, if any, and interest on the Bonds shall be payable in lawful money of the United States of America. Interest on the Bonds shall be calculated on the basis of a 360-day year and twelve 30-day months. If the Bonds of any Series are in fully immobilized form and held by DTC, such payments of principal and interest on such Series shall be made as provided in the operational arrangements of DTC as referred to in the Letter of Representations to the Registered Owner at the address appearing on the Bond Register as of the Record Date.

If the Bonds of any Series are no longer in fully immobilized form, interest on the Bonds shall be paid by check or draft mailed (or by wire transfer to a Registered Owner of such Bonds (if agreed to by the Committee)) to the Registered Owners of the Bonds of such Series at the addresses for such Registered Owners appearing on the Bond Register on the Record Date. Principal and premium, if any, of the Bonds shall be payable upon presentation and surrender of such Bonds by the Registered Owners to the Bond Registrar.

Section 5. Allocation of the Bonds to the Refunded Bonds. The Committee shall, by the Bond Sale Resolutions, allocate the Series of Bonds to the various series of the Refunded Bonds in such manner as will comply with applicable requirements of the Code, meet restrictions in the Bond Act concerning the refunding of voter-approved Refunded Bonds, and effectuate any other allocation deemed necessary or appropriate for accounting and debt administration purposes.

Section 6. Redemption; Notice; Purchase; Cancellation.

(a) Optional and Mandatory Redemption. The Bond Sale Resolution for a Series shall designate which maturities of the Series, if any, are subject to optional and mandatory

redemption, and shall further provide for the time, manner and price at which such Series of Bonds may be redeemed prior to their stated maturities. As long as the Bonds are held in book-entry only form, the selection of Bonds to be redeemed shall be made in accordance with the operational arrangements in effect at DTC. If the Bonds are no longer held in uncertificated form, the selection of such Bonds to be redeemed shall be made in a random method determined by the Bond Registrar.

(b) Partial Redemption. Any Bond in the principal amount of greater than \$5,000 may be partially redeemed in any integral multiple of \$5,000. If the Bonds are no longer held in book-entry only form, then in such event, upon surrender of such Bond to the Bond Registrar, a new Bond or Bonds (at the option of the Registered Owner), of the same Series, date, maturity and interest rate and in the aggregate principal amount remaining unredeemed, in any denomination authorized by this resolution, shall be authenticated and delivered, without charge, to the Registered Owner thereof.

(c) Purchase. The State hereby reserves the right to purchase any or all of the Bonds offered for sale to the State at any time, at any price.

(d) Effect of Optional Redemption/Purchase. If the State redeems under the optional redemption provisions, purchases in the open market or defeases Term Bonds of a Series, the par amount of the Term Bonds so redeemed, purchased or defeased (irrespective of their actual redemption or purchase prices) shall be credited against one or more scheduled mandatory redemption amounts for those Term Bonds. The State Treasurer shall determine the manner in which the credit is to be allocated and shall notify the Bond Registrar in writing of its allocation at least 60 days prior to the earliest mandatory redemption date for that maturity of Term Bonds for which notice of redemption has not already been given.

(e) Notice of Redemption. While the Bonds are held in book-entry only form, notice of redemption shall be given only in accordance with the operational arrangements then in effect at DTC, and the Bond Registrar shall not be required to give any other notice of redemption. If the Bonds cease to be in book-entry only form, the State shall cause notice of any such intended redemption (which redemption shall be conditioned by the Bond Registrar on the receipt of sufficient funds for redemption) to be given by the Bond Registrar not less than 20 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the Registered Owner of each Bond to be redeemed at the address appearing on the Bond Register on the Record Date, and the requirements of this sentence shall be deemed to be complied with when notice is mailed as herein provided, whether or not it is actually received by the Registered Owner. Additional notice of redemption may be sent at least 35 days before the redemption date to the MSRB and to such persons and with such additional information as the Deputy State Treasurer shall deem appropriate, but such mailings shall not be a condition precedent to the redemption of such Bonds.

(f) Rescission of Optional Redemption Notice. In the case of an optional redemption, the notice of redemption may state that the State retains the right to rescind the redemption notice and the related optional redemption of Bonds by giving a notice of rescission to the affected Registered Owners at any time prior to the scheduled optional redemption date. Any

notice of optional redemption that is so rescinded shall be of no effect, and the Bonds for which the notice of optional redemption has been given shall remain outstanding.

(g) Effect of Redemption. If the State shall have set aside on the date fixed for redemption sufficient money for the payment of Bonds called for redemption on the date fixed for redemption, the Bonds so called shall cease to accrue interest after such redemption date, and all such Bonds shall be deemed not to be outstanding hereunder for any purpose, except that the Registered Owners thereof shall be entitled to receive payment of the redemption price and accrued interest to the redemption date from the money set aside for such purpose.

(h) Cancellation of Bonds. All Bonds purchased or redeemed under this Section 6 shall be canceled.

Section 7. Pledges Securing the Bonds.

(a) VP Bonds. The VP Bonds are general obligations of the State. The State, acting by and through the Committee, pledges its full faith and credit to the payment of the principal of and the interest on the VP Bonds and unconditionally promises to pay that principal and interest as the same shall become due.

(b) MVFT/VRF Bonds.

(i) Pledge of Full Faith and Credit. The MVFT/VRF Bonds are general obligations of the State. The State, acting by and through the Committee, pledges its full faith and credit to the payment of the principal of and the interest on the MVFT/VRF Bonds and unconditionally promises to pay that principal and interest as the same shall become due.

(ii) Pledge of State Excise Taxes on Fuel and Vehicle-Related Fees. The principal and interest on the MVFT/VRF Bonds shall be first payable in the manner provided by the applicable Refunded Bond Authorization Statutes from the proceeds of the state excise taxes on fuel imposed by Chapter 82.38 RCW and vehicle-related fees imposed under Title 46 RCW that constitute license fees for motor vehicles required to be used for highway purposes. On behalf of the State and as a part of the contract of sale of the MVFT/VRF Bonds, the proceeds of such excise taxes are pledged to the payment of any MVFT/VRF Bonds and the interest thereon, and in the Refunded Bond Authorization Statutes the Legislature has agreed to continue to impose those excise taxes on fuel and vehicle-related fees in amounts sufficient to pay, when due, the principal and interest on all bonds issued under the authority of the Refunded Bond Authorization Statutes.

Any funds required to pay the MVFT/VRF Bonds allocated to the Refunded Bonds issued under particular Refunded Bond Authorization Statutes, or the interest thereon when due shall be taken from that portion of the Motor Vehicle Fund as specified in the applicable Refunded Bond Authorization Statutes, and shall never constitute a charge against any allocations of such funds to counties, cities, and towns unless and until the amount arising from the excise tax on motor vehicle fuels and vehicle-related fees as specified in the applicable Refunded Bond Authorization Statutes proves insufficient to meet the requirements for bond retirement or interest on any such MVFT/VRF Bonds.

The charge on such excise taxes and vehicle-related fees for payment of the Bonds shall be equal to the charge on such excise taxes and vehicle-related fees for the payment of the principal of and interest on any other general obligation bonds of the State issued under authority of legislation authorized by the 45th Session of the Legislature (1979-1980) or thereafter and which pledged (on an equal basis) motor vehicle and special fuel taxes and vehicle-related fees for the payment of the principal thereof and interest thereon.

(c) Additional Means for Payment of Bonds. The Legislature may provide additional means for raising money for the payment of the principal of and interest on the Bonds, and the Refunded Bond Authorization Statutes shall not be deemed to provide exclusive methods for such payment.

Section 8. Deposits Into and Payments From the VP Bond Fund.

(a) Deposits into the VP Bond Fund. On behalf of the State and as a part of the contract of sale of the VP Bonds, it is hereby covenanted and agreed with the Registered Owners from time to time of the VP Bonds that the Committee shall, on or before June 30 of each year, certify to the State Treasurer the amount needed in the ensuing 12 months to meet the Bond retirement and interest requirements on the VP Bonds; provided, however, that the percentage of receipts required in connection with the payments due prior to the start of the next fiscal year shall be estimated within 30 days following the date of sale of the VP Bonds. Payments into the VP Bond Fund shall be made with respect to the Refunded Bonds, and the State Treasurer shall at the times set forth in the Refunded Bond Authorization Statutes applicable to such Refunded Bonds (or to the bonds originally issued and refunded by such Refunded Bonds), withdraw from any general State revenues received in the State Treasury and deposit into the VP Bond Fund such amounts as are required to pay debt service on such VP Bonds on the payment date.

Any amounts received from the Federal government as Federal Credit Payments with respect to VP Bonds issued as Tax-Advantaged Bonds shall be deposited in the VP Bond Fund.

Interest earnings on money in the VP Bond Fund shall remain in the VP Bond Fund and shall be used and applied to pay the principal and interest on the VP Bonds or other bonds payable from the VP Bond Fund.

(b) Payments from the VP Bond Fund. On or before each date that payments are due on the VP Bonds, the State Treasurer shall pay from the VP Bond Fund to the Bond Registrar sufficient money to pay the principal of and interest next coming due on the VP Bonds then outstanding. For purposes of this Section 8, principal of the outstanding VP Bonds shall be considered as coming due on their respective dates of maturity or, in the case of Term Bonds, on the dates and in the amounts scheduled for their mandatory redemption. The amount required to be deposited into the VP Bond Fund and paid to the Bond Registrar, for purposes of effecting the payment of the VP Bonds or the mandatory redemption of Term Bonds, is subject to reduction arising from the State's purchase or optional redemption of the VP Bonds in the manner described in Section 6 of this resolution.

(c) Reimbursements of the General Fund. The General Fund in the State Treasury shall be reimbursed with respect to payments made on account of the VP Bonds in the manner and to the extent described in the applicable Refunded Bond Authorization Statutes.

Section 9. Deposits Into and Payments From the MVFT/VRF Bond Fund.

(a) Deposits into the MVFT/VRF Bond Fund. On or before June 30 of each year, the Committee shall certify to the State Treasurer the amount required to pay principal of and interest on the MVFT/VRF Bonds in the next fiscal year; provided, however, that the percentage of receipts required in connection with the payments due prior to the start of the next fiscal year shall be estimated within 30 days following the date of sale of the MVFT/VRF Bonds. Payments into the MVFT/VRF Bond Fund shall be made with respect to the Refunded Bonds, and the State Treasurer shall at the times set forth in the Refunded Bond Authorization Statutes applicable to such Refunded Bonds (or to the bonds originally issued and refunded by such Refunded Bonds), withdraw revenues from the Motor Vehicle Fund and deposit into the MVFT/VRF Bond Fund such amounts as are required to pay debt service on such MVFT/VRF Bonds.

Any amounts received from the Federal government as credit payments with respect to MVFT/VRF Bonds issued as Tax-Advantaged Bonds shall be deposited in the MVFT/VRF Bond Fund.

Any surplus money in the MVFT/VRF Bond Fund may, in the discretion of the Committee, be used to redeem any bonds payable from the MVFT/VRF Bond Fund (subject to applicable bond covenants) prior to scheduled maturities or may remain in the MVFT/VRF Bond Fund to reduce requirements upon the fuel tax portion of the Motor Vehicle Fund.

Interest earnings on money in the MVFT/VRF Bond Fund shall remain in the MVFT/VRF Bond Fund and shall be used and applied to pay the principal and interest on the MVFT/VRF Bonds or other bonds payable from the MVFT/VRF Bond Fund.

(b) Payments from the MVFT/VRF Bond Fund. On or before the date such payments are due from time to time, the State Treasurer shall pay to the Bond Registrar, from money in the MVFT/VRF Bond Fund, sums sufficient to pay the principal of and interest coming due on MVFT/VRF Bonds then outstanding. For purposes of this Section 9, principal of the outstanding MVFT/VRF Bonds shall be considered as coming due on their respective dates of maturity or, in the case of Term Bonds, on the dates and in the amounts scheduled for their mandatory redemption. The amount required to be deposited into the MVFT/VRF Bond Fund and paid to the Bond Registrar, for purposes of effecting the payment of the MVFT/VRF Bonds or the mandatory redemption of Term Bonds, is subject to reduction arising from the State's purchase or optional redemption of the MVFT/VRF Bonds in the manner described in Section 6 of this resolution.

(c) Accurate Records. The State shall maintain accurate records showing all collections of motor vehicle and special fuel taxes levied pursuant to Chapter 82.38 RCW and vehicle-related fees imposed under Title 46 RCW that constitute license fees for motor vehicles required to be used for highway purposes and all payments made into and out of the MVFT/VRF

Bond Fund and such records shall be made available for inspection at any reasonable time by the Registered Owners of any of the MVFT/VRF Bonds.

Section 10. Enforcement of Rights. The Registered Owner of each Bond, or a trustee for the Registered Owners of any of the Bonds, may by mandamus or other appropriate proceeding require the transfer and payment of money as directed in the Bond Act and this resolution.

Section 11. Form of Bonds. The Bonds shall be prepared in a form consistent with the provisions of this resolution, the applicable Bond Sale Resolution and state law.

Section 12. Execution of Bonds. The Bonds shall be executed on behalf of the State by the facsimile or manual signatures of the Governor and the State Treasurer. A facsimile of the official seal of the State shall be imprinted or otherwise reproduced on the Bonds, and the facsimile is adopted as the seal of the State for the Bonds. If any officer who shall have signed or whose facsimile signature appears on any Bond shall cease to be that officer before that Bond shall have been actually authenticated or issued, that Bond, nevertheless, may be authenticated and issued and, upon such authentication and issue, shall be as binding upon the State as though that person had not ceased to be that officer. Any Bond may be executed on behalf of the State by an officer who, on the actual date of execution of the Bond, shall be the proper officer of the State, although on the date of the Bond that officer might not have held that office.

Section 13. Authentication and Delivery of Bonds by Bond Registrar. The Bond Registrar is authorized and directed, on behalf of the State, to authenticate and deliver the Bonds initially issued or transferred or exchanged in accordance with the provisions of the Bonds and this resolution. Only those Bonds bearing a Certificate of Authentication, in the following form, manually executed by an authorized representative of the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this resolution: "Certificate of Authentication. This Bond is one of the State of Washington [Name of Series], dated _____, 20____, described in the Bond Resolution." The Certificate of Authentication shall be conclusive evidence that the Bonds so authenticated have been duly executed, authenticated and delivered and are entitled to the benefits of this resolution. The Bond Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Bonds.

Section 14. Bond Registrar; Registration of Bonds.

(a) Registration Covenant. The Bonds shall be issued only in registered form as to both principal and interest and shall be recorded on the Bond Register. The State covenants that, until all Bonds have been surrendered and canceled, it will maintain or cause to be maintained a system of recording the ownership of each Bond that complies with the provisions of Section 149(a) of the Code.

(b) Bond Registrar. The Bond Registrar shall keep, or cause to be kept, the Bond Register at its principal corporate trust office, which shall be open to inspection by the State at all times during regular business hours. The Bond Register shall contain the name and mailing address of the Registered Owner of each Bond and the principal amount and number of each of the Bonds held by each Registered Owner.

The Bond Registrar is authorized, on behalf of the State, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this resolution, to serve as the State's paying agent for the Bonds and to carry out all of the Bond Registrar's powers and duties under this resolution.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's Certificate of Authentication on the Bonds. The Bond Registrar may become either a Registered or Beneficial Owner of Bonds with the same rights it would have if it were not the Bond Registrar and, to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as members of, or in any other capacity with respect to, any committee formed to protect the rights of Beneficial Owners.

(c) Registered Ownership. The State and the Bond Registrar, each in its discretion, may deem and treat the Registered Owner of each Bond as the absolute owner thereof for all purposes (except as provided in Section 21 of this resolution), and neither the State nor the Bond Registrar shall be affected by any notice to the contrary. Payment of any such Bond shall be made only as described in Section 4 of this resolution, but the registration may be transferred as herein provided. All payments made as described in Section 4 shall be valid and shall satisfy and discharge the liability of the State upon the Bond to the extent of the amount or amounts so paid.

(d) DTC Acceptance/Letter of Representations. To induce DTC to accept each Series of Bonds as eligible for deposit at DTC, the State has executed and delivered to DTC the Letter of Representations.

Neither the State nor the Bond Registrar will have any responsibility or obligation to DTC participants or the persons for whom they act as nominees (or any successor depository) with respect to each Series of Bonds in respect of the accuracy of any records maintained by DTC (or any successor depository) or any DTC participant, the payment by DTC (or any successor depository) or any DTC participant of any amount in respect of the principal of or interest on any Series of Bonds, any notice which is permitted or required to be given to Registered Owners under this resolution or a Bond Sale Resolution (except such notices as shall be required to be given by the State to the Bond Registrar or to DTC (or any successor depository), or any consent given or other action taken by DTC (or any successor depository) as the Registered Owner. For so long as any Series of Bonds are held in fully immobilized form hereunder, DTC or its successor depository shall be deemed to be the Registered Owner of such Series for all purposes hereunder and under the respective Bond Sale Resolution, and all reference herein to the Registered Owners shall mean DTC (or any successor depository) or its nominee and shall not mean the owners of any beneficial interest in such Series of Bonds.

(e) Use of Depository.

(i) Unless otherwise specified in a Bond Sale Resolution, the Bonds of each Series authorized herein shall be registered initially in the name of "Cede & Co.," as nominee of DTC, with all Bonds maturing on the same maturity date and bearing the same interest rate in the form of a single certificate. Registered ownership of such immobilized Bonds, or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee,

provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (B) to any substitute depository appointed by the Committee pursuant to subsection (ii) below or such substitute depository's successor; or (C) to any person as provided in subsection (iv) below.

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

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

(iv) In the event that (A) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or (B) the Committee determines that it is in the best interest of the Beneficial Owners of any Series of Bonds that owners of Bonds of that Series be able to obtain those bonds in the form of Bond certificates, the ownership of that Series of Bonds may then be transferred to any person or entity as herein provided, and shall no longer be held in fully immobilized form. The Committee shall deliver a written request to the Bond Registrar, together with a supply of definitive Bonds for that Series to issue Bonds as herein provided in any authorized denomination. Upon receipt by the Bond Registrar of all then outstanding Bonds of that Series together with a written request on behalf of the Committee to the Bond Registrar, new Bonds of the same Series shall be issued in the appropriate denominations and registered in the names of those persons as are identified in such written request.

(f) Registration of Transfer of Ownership or Exchange; Change in Denominations. The transfer of any Bond may be registered and Bonds may be exchanged, but no transfer of any Bond shall be valid unless such Bond is surrendered to the Bond Registrar, with the assignment form appearing on such Bond duly executed by the Registered Owner or its duly authorized agent in a manner satisfactory to the Bond Registrar. Upon surrender of a Bond for transfer or exchange, the Bond Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee, a new Bond or Bonds (at the option of the new Registered Owner) of the same Series, date, maturity and interest rate and for the same aggregate principal amount of the surrendered Bond, in any authorized denomination, naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for the surrendered and canceled Bond. Any Bond may be surrendered to the Bond Registrar and exchanged, without charge, for an equal aggregate principal amount of Bonds, as appropriate, of the same Series, date, maturity and interest rate, in any authorized denomination. The Bond Registrar shall not be obligated to transfer or

exchange any Bond during the period between the applicable Record Date and the next upcoming interest payment, principal payment or redemption date.

Section 15. Mutilated, Lost, Stolen or Destroyed Bonds. If any Bond becomes mutilated, lost, stolen or destroyed, the Bond Registrar shall, upon request of the State, authenticate and deliver a new Bond, as appropriate, of the same Series, date, interest rate and maturity and of like tenor and effect in substitution therefor, all in accordance with Law. If the lost, stolen or destroyed Bond has matured, the State, at its option, may pay the same without its surrender, in accordance with Law. However, no substitution or payment shall be made unless and until the applicant shall furnish (a) evidence satisfactory to the Bond Registrar of the destruction or loss of the original Bond and of its ownership and (b) such additional security, indemnity or evidence as may be required by the Committee. No substitute Bond shall be furnished until the applicant shall reimburse the State and the Bond Registrar for their respective expenses in the furnishing thereof. Each substitute Bond shall be equally and proportionately entitled to the security of this resolution with all other Bond or Bonds of the same Series, as appropriate, then outstanding. The State shall not be required to treat both the original Bond and any duplicate Bond as being outstanding for the purpose of determining the principal amount of Bonds which may be issued and outstanding hereunder, but both the original and the duplicate Bond shall be treated as one and the same.

Section 16. Defeasance. If money and/or “Government Obligations” (as defined in chapter 39.53 RCW, as now in existence or hereafter amended) maturing at such time(s) and bearing such interest to be earned thereon (without any reinvestment thereof) as will provide a series of payments which shall be sufficient together with any money initially deposited, to provide for the payment of the principal of and interest on all or a designated portion of a Series of Bonds when due in accordance with their respective terms are set aside in a special fund (hereinafter called the “trust account”) to effect such payment, and are pledged irrevocably in accordance with a refunding or defeasance plan adopted by the State for the purpose of effecting such payment, then no further payments need be made into the Bond Fund for the payment of principal of and interest on such Bonds, the Registered Owners thereof shall cease to be entitled to any lien, benefit or security of this resolution, except the right to receive payment of the principal of and interest on such Bonds when due in accordance with their respective terms from the money and the principal and interest proceeds on the Government Obligations set aside in the trust account, and such Bonds shall no longer be deemed to be outstanding hereunder.

Section 17. Sale of the Bonds.

(a) Methods of Sale of Bonds. The Deputy State Treasurer is hereby authorized to determine, for each Series of Bonds, whether such Bonds will be sold competitively at public sale or whether such Series will be sold by means of a negotiated sale to one or more Underwriters.

If the Deputy State Treasurer determines to sell Bonds at a public sale, the Deputy State Treasurer shall: (i) establish the date of the public sale; (ii) establish the criteria by which the successful bidder will be determined; (iii) determine the amount, form and method of delivery of a good faith deposit to the State; (iv) cause notice of the public sale to be given; and (v) provide for such other matters pertaining to the public sale as the Deputy State Treasurer deems necessary or desirable.

If the Deputy State Treasurer determines to sell Bonds by means of a negotiated sale, the Deputy State Treasurer is authorized to solicit proposals for the selection of firms to serve as Underwriters for such Bonds and to negotiate the terms of a bond purchase contract for the sale of those Bonds.

(b) Adoption of Bond Sale Resolutions. The State Treasurer is authorized, on behalf of the Committee, to adopt a Bond Sale Resolution to approve the sale of a Series of the Bonds within the aggregate total amount of Bonds authorized by this resolution.

Provisions of the Bond Sale Resolution may include, without limitation, (i) provisions for the acceptance of offers to purchase the Bonds and provisions for the sale and delivery of the Bonds to the purchasers; (ii) provisions for the date or dates, price or prices, aggregate principal amount of the Series, principal amounts per maturity, delivery dates, and interest rate or rates (or mechanisms for determining the interest rate or rates); (iii) redemption provisions; and (iv) other terms and conditions required by or otherwise not inconsistent with the provisions of this resolution.

(c) Elections to Treat Bonds as Tax-Advantaged Bonds. If the State Treasurer determines that it is beneficial to the State for a Series of Bonds to be sold and issued as Tax-Advantaged Bonds, the Bond Sale Resolution shall include those elections and other provisions as may be required under the Code for the State to designate that Series of Bonds as Tax-Advantaged Bonds and may authorize other actions as are necessary or appropriate for the State to receive from the United States Treasury the applicable Federal Credit Payments or for the holders to receive the applicable tax credit in respect of those Bonds.

Section 18. Official Statement. To allow the initial Underwriters of the Bonds of each Series to comply with Section (b)(1) of the Rule, the Committee hereby authorizes the State Treasurer or Deputy State Treasurer to execute a certificate “deeming final,” as of its date, the preliminary official statement to be prepared by the State in connection with the offering of each Series of Bonds. A preliminary official statement may be deemed final even though it omits information as to offering prices, interest rates, selling compensation, aggregate principal amounts, principal amount per maturity, maturity dates, options of redemption, delivery date, ratings and other terms of the Bonds that are dependent on such matters.

The Committee authorizes and approves the preparation, execution (which may be through a certificate) by the State Treasurer or Deputy State Treasurer and delivery to the Underwriter of a final official statement for the Bonds of each Series, in the form of the preliminary official statement, with such modifications and amendments thereto as shall be deemed necessary or desirable by the State Treasurer or Deputy State Treasurer. The Committee authorizes and approves the distribution by the Underwriters of the preliminary official statement to potential purchasers of the Bonds and the final official statement to purchasers of the Bonds.

Section 19. Delivery of Bonds. The proper State officials are authorized and directed to execute all documents and to do everything necessary, without unreasonable delay after each Bond Sale Resolution is adopted, for (a) the preparation and delivery of transcripts of proceedings pertaining to the Series of Bonds sold thereunder, and (b) the preparation, authentication and delivery of such Bonds, in definitive form, to the initial Underwriters thereof.

Each Series of Bonds will be prepared at the State's expense and will be delivered to the initial Underwriters thereof in accordance with its offer to purchase the Bonds of such Series, with the approving legal opinion of Bond Counsel regarding each such Series.

Section 20. Tax Covenants. The Committee on behalf of the State covenants that the State will not take or permit to be taken on its behalf any action that would adversely affect the exemption from federal income taxation of the interest on the Tax-Exempt Bonds and will take or require to be taken such acts as may be permitted by law and as may from time to time be required under applicable law to continue the exemption from federal income taxation of the interest on the Tax-Exempt Bonds. Without limiting the generality of the foregoing, the State will comply with Section 148 of the Code, will spend the proceeds of the Tax-Exempt Bonds with due diligence to completion of the purposes specified herein, will pay any required rebate or penalty (if permitted in lieu of loss of tax exemption) to the United States under Section 148(f) of the Code, and will not invest or make other use of the proceeds of the Tax-Exempt Bonds or of its other money or take such other intentional acts at any time during the term of the Tax-Exempt Bonds that will cause such Tax-Exempt Bonds to be arbitrage bonds within the meaning of Section 148(a) of the Code. The State Treasurer may establish such accounts and/or subaccounts as the State Treasurer deems necessary to comply with this section.

The Committee on behalf of the State also covenants that the State will not take or permit to be taken on its behalf any action that would adversely affect the entitlement of the State to receive from the United States Treasury the applicable Federal Credit Payments in respect of Tax-Advantaged Bonds, or the entitlement of the Beneficial Owners to receive tax credits in respect of Tax-Advantaged Bonds.

Section 21. Undertaking to Provide Ongoing Disclosure.

(a) Contract/Undertaking. This section constitutes the State's written undertaking for the benefit of the owners of each Series of the Bonds in order to assist the Underwriters in complying with Section (b)(5) of the Rule.

(b) Financial Statements/Operating Data.

(i) *Annual Disclosure Report.* The State covenants and agrees that not later than seven months after the end of each fiscal year (the "Submission Date"), the State shall provide or cause to be provided, either directly or through a designated agent, to the MSRB, in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB, an annual report (the "Annual Disclosure Report") that is consistent with the requirements of part (ii) of this subsection (b). The Annual Disclosure Report may be submitted as a single document or as separate documents comprising a package and may include by reference other information as provided in part (ii) of this subsection (b); provided that any Audited Financial Statements (hereinafter defined) may be submitted separately from the balance of the Annual Disclosure Report and later than the Submission Date if such Audited Financial Statements are not available by the Submission Date. If the State's fiscal year changes, the State shall give notice of such change in the same manner as notice is to be given of the occurrence of an event listed in subsection (c) hereof, and if for any fiscal year the State does not furnish an

Annual Disclosure Report to the MSRB by the Submission Date, the State shall send a notice to the MSRB.

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

(A) *Audited Financial Statements.* Audited financial statements of the State prepared in accordance with generally accepted accounting principles as promulgated by the Governmental Accounting Standards Board, as the same shall be amended from time to time, except that if any audited financial statements are not available by the Submission Date, the Annual Disclosure Report shall contain unaudited financial statements in a format similar to the audited financial statements most recently prepared for the State, and the State's audited financial statements shall be filed in the same manner as the Annual Disclosure Report when and if they become available;

(B) *Financial and Operating Data.* Historical financial and operating data for the State of the type included in the official statement for such Series; and

(C) *Amendments.* A narrative explanation of any reasons for any amendments to this undertaking made during the previous fiscal year and the effect of such amendments on the Annual Disclosure Report being provided.

Any or all of the items listed above may be included by specific reference to documents available to the public on the internet website of the MSRB or filed with the Commission. The State shall identify clearly each document so included by reference.

If not provided as part of the Annual Disclosure Report discussed above, the State shall provide the State's audited annual financial statements prepared in accordance with regulations prescribed by the State auditor when and if available to the MSRB.

(c) Listed Events. The State agrees to provide or cause to be provided, in a timely manner not in excess of ten business days after the occurrence of the event, to the MSRB notice of the occurrence of any of the following events with respect to the respective Series of Bonds (which may be amended if the Rule is amended prior to the Issue Date of any Series of Bonds): (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notice of Proposed Issue (IRS Form 5701 – TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (7) modifications to rights of owners, if material; (8) Bond calls (other than scheduled sinking fund redemptions of Term Bonds), if material, and tender offers; (9) defeasances; (10) release, substitution or sale of property securing the repayment of the respective Series of Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the State, as such "Bankruptcy Events" are defined in the Rule; (13) the consummation of a merger, consolidation, or acquisition

involving the State or the sale of all or substantially all of the assets of the State other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the State or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the State or obligated person, any of which affect security holders, if material; and (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the State or obligated person, any of which reflect financial difficulties. The term “financial obligation” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

Solely for purposes of information, but without intending to modify this agreement, with respect to the notice regarding property securing the repayment of the Bonds, the State may state in its preliminary and final official statements for any Series that there is no property securing the repayment of such Bonds nor, if applicable, are there any debt service reserves or credit enhancement or liquidity provider.

(d) Notice Upon Failure to Provide Financial Data. The State agrees to provide or cause to be provided, in a timely manner, to the MSRB, notice of its failure to provide the annual financial information described in subsection (b) above on or prior to the date set forth in subsection (b) above.

(e) Termination/Modification. The State’s obligations to provide annual financial information and notices of listed events with respect to each Series of Bonds shall terminate upon the legal defeasance (if notice of such defeasance is given as provided above) or payment in full of all of the Bonds of such Series. This section, or any provision hereof, shall be null and void if the State (1) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this section, or any such provision, have been repealed retroactively or otherwise do not apply to the Bonds; and (2) notifies, in a timely manner, the MSRB of such opinion and the cancellation of this section. Notwithstanding any other provision of this resolution, the State may amend this section and any provision of this section may be waived, with an approving opinion of nationally recognized bond counsel to the effect that such amendment or waiver is permitted by the Rule.

In the event of any amendment of or waiver of a provision of this section, the State shall describe such amendment in the next Annual Disclosure Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the State. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a listed event under subsection (c), and (ii) the Annual Disclosure Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as

prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

(f) Owner's Remedies Under this Section. The right of the Registered Owners or any beneficial owner to enforce the provisions of this section shall be limited to a right to obtain specific enforcement of the State's obligations hereunder, and any failure by the State to comply with the provisions of this undertaking shall not be a default with respect to the Bonds under this resolution.

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

Section 22. Redemption of the Refunded Bonds. As part of a Refunding Plan, the State, acting by and through the Committee, will call for redemption, prior to maturity, the Refunded Bonds at the times and at the prices to be set forth in each Bond Sale Resolution. Such call for redemption of the Refunded Bonds may be subject to revocation by the State prior to, and/or conditioned upon, delivery to the initial purchaser of the applicable Series of Bonds and receipt of the proceeds thereof by the State, but shall be irrevocable thereafter. The proper State officials are authorized and directed to give or cause to be given such notice as may be required, at the times and in the manner required, pursuant to the various Refunded Bond Authorization Statutes and the resolutions authorizing the issuance of the various Series of Refunded Bonds, in order to effect the redemption prior to their maturity of the Refunded Bonds on the dates to be set forth in the Bond Sale Resolutions.

Section 23. Acquisition of Government Obligations and Other Investments. For each issuance of the Bonds, but only to the extent required pursuant to the respective Refunding Plan, the Deputy State Treasurer shall acquire, or cause the Escrow Agent to acquire, on behalf of the Committee, those Government Obligations, which, taking into consideration the interest to be earned thereon and on other money deposited with the Escrow Agent pursuant to the Refunding Plan, shall be scheduled to provide cash flow sufficient to pay: (a) interest on the Refunded Bonds described in such Refunding Plan, when due, to and including their respective call dates under the Refunding Plan; and (b) on the respective call dates of such Refunded Bonds, the principal of those Refunded Bonds scheduled to be called on such dates under the Refunding Plan. The Deputy State Treasurer shall designate or cause the Escrow Agent to designate that all of the principal of and interest on the Government Obligations, acquired or subscribed for, shall be payable to the Escrow Agent. Those subscriptions may be amended as permitted by federal law and regulations.

Section 24. Verification of Sufficiency of Escrow. If required pursuant to the respective Refunding Plan, the Deputy State Treasurer is authorized and directed to obtain, prior to the Issue Date for each Series of the Bonds, an independent verification from a national firm of independent certified public accountants that, among other things, the cash flow scheduled to be received from

any Government Obligations described in the respective Refunding Plan, together with any uninvested initial cash balances, shall be sufficient to make the payments described in Section 23 of this resolution with respect to the Refunded Bonds that are the subject of such Refunding Plan. At such Issue Dates, if there has been any change in Government Obligations or cash deposited with the Escrow Agent under the respective Refunding Plan, the State Treasurer or Deputy State Treasurer shall verify the sufficiency of the Escrow Account in such manner as shall be deemed appropriate, and the independent verification of the national firm of independent certified public accountants shall be amended accordingly.

Section 25. Escrow Agreement. Any Escrow Agreements between the Committee and the Escrow Agent shall be substantially in a form of Exhibit 1 attached hereto and hereby made a part hereof. The State Treasurer is authorized and directed to execute and deliver an Escrow Agreement to the Escrow Agent, on behalf of the Committee, on or before each Issue Date of the Bonds with such changes as the State Treasurer deems to be in the State's best interest; and the execution and delivery of such Escrow Agreement shall evidence, irrevocably, the approval of the executed Escrow Agreement by the Committee.

Section 26. Application of Bond Proceeds. The State Treasurer shall cause accrued interest, if any, on each Series of Bonds received on each Issue Date to be deposited into the VP Bond Fund and the MVFT/VRF Bond Fund, as appropriate. The State Treasurer shall pay or deliver the other proceeds of each Series of Bonds (except for amounts necessary to pay the expenses of carrying out the applicable Refunding Plans, which shall be paid in such manner as determined by the Committee or State Treasurer) and/or the investments purchased with all or a portion of the money, as provided in the applicable Refunding Plan. The proper State officials are authorized and directed to execute and deliver all documents, purchase Government Obligations and/or other investments (as provided in the Escrow Agreements) and to take other actions necessary to accomplish the Refunding Plans.

Section 27. Defeasance of Refunded Bonds. Upon delivery of each Series of Bonds to the Underwriters thereof on the Issue Date, the Refunded Bonds to be redeemed with the proceeds of such Bonds shall no longer be considered to be outstanding for purposes of the limitation on State indebtedness contained in Article VIII, Section 1 of the State Constitution. Thereafter, such Refunded Bonds and any interest obligations relating to them shall cease to be entitled to any lien, benefit or security of the resolutions of the Committee pursuant to which they were issued, except for (a) the right to receive the money and the proceeds of the investments irrevocably deposited and set aside pursuant to any applicable Escrow Agreement, for payment of such Refunded Bonds, and except as otherwise provided in the resolutions authorizing the respective Refunded Bonds, and (b) any applicable covenants relating to the tax exemption for interest on tax-exempt Refunded Bonds.

Section 28. Contract; Severability. The covenants contained in this resolution and in the Series of Bonds issued hereunder shall constitute a contract between the State and the Registered Owner of each Bond. If any one or more of the covenants or agreements provided in this resolution, to be performed by the State, shall be declared by any court of competent jurisdiction after final appeal (if any appeal be taken) to be contrary to law, then the covenant or covenants, agreement or agreements, shall be null and void, shall be deemed separable from the

remaining covenants and agreements in this resolution and shall in no way affect the validity of the other provisions of this resolution, the Bonds.

Section 29. Filing of Resolution. The Deputy State Treasurer is directed to file with the State Treasurer, pursuant to RCW 39.42.100, a certified copy of this resolution immediately upon its adoption.

Section 30. Ratification. All actions heretofore taken by officers or staff of the Committee consistent with the terms of this resolution are ratified, approved and confirmed.

Section 31. Immediate Effect. This resolution shall take effect immediately upon its adoption.

[remainder of page intentionally left blank]

ADOPTED at an open meeting of the State Finance Committee after notice thereof was duly given as required by law, this 8th day of June, 2023.

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By _____
Mike Pellicciotti
State Treasurer and Chair

By _____
Jay Inslee
Governor and Member

By _____
Denny Heck
Lieutenant Governor and Member

ATTEST:

Jason P. Richter
Deputy State Treasurer and Secretary

EXHIBIT 1

ESCROW DEPOSIT AGREEMENT

STATE OF WASHINGTON

**[Motor Vehicle Fuel Tax][Various Purpose]
General Obligation Refunding Bonds
Series _____**

THIS ESCROW DEPOSIT AGREEMENT, dated as of the ____ day of _____, ____ (herein, together with any amendments or supplements hereto, called the “Agreement”), is entered into by and between the STATE OF WASHINGTON (herein called the “State”) and _____, as escrow agent (herein, together with any successor in such capacity, called the “Escrow Agent”). The notice addresses of the State and the Escrow Agent are shown on Exhibit A attached hereto and made a part hereof.

WITNESSETH :

WHEREAS, the State heretofore has issued and there presently remain outstanding the obligations described in Exhibit B attached hereto (the “Refunded Bonds”); and

WHEREAS, pursuant to Resolution No. 1273 adopted on June 8, 2023, and Resolution No. ____ adopted on _____, 20__ (collectively, the “Resolution”), the State has determined to issue its [Motor Vehicle Fuel Tax][Various Purpose] General Obligation Refunding Bonds, Series ____ (the “Refunding Bonds”) for the purpose of providing funds to pay the costs of refunding the Refunded Bonds; and

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

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

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

WHEREAS, _____ of _____, _____, has prepared a verification report dated _____, 20__ (the “Verification Report”) relating to the source and use of funds available to accomplish the refunding of the Refunded Bonds, the investment of such funds and the adequacy of such funds and investments to provide for the payment of principal of and accrued interest due on the Refunded Bonds on the Redemption Date; and

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

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

WHEREAS, the Refunding Bonds have been duly authorized to be issued, sold and delivered for the purpose of obtaining the funds required to provide for the payment of the principal of, interest on and redemption premium (if any) on the Refunded Bonds when due [or redeemed] as shown on Exhibit C attached hereto; and

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

WHEREAS, the Escrowed Securities shall mature and the interest thereon shall be payable at such times and in such amounts so as to provide moneys which, together with cash balances from time to time on deposit in the Escrow Fund, will be sufficient to pay interest on the Refunded Bonds as it accrues and becomes payable and the principal of and redemption premium (if any) on the Refunded Bonds as it becomes due and payable [or redeemed as shown on Exhibit C attached hereto]; and

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

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

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

NOW, THEREFORE, in consideration of the mutual undertakings, promises and agreements herein contained, the sufficiency of which hereby are acknowledged, and to secure the full and timely payment of principal of and the interest and redemption premium (if any) on the

Refunded Bonds, the State and the Escrow Agent mutually undertake, promise and agree for themselves and their respective representatives and successors, as follows:

ARTICLE 1. General

Section 1.1 Definitions.

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

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

“Escrowed Securities” means the noncallable Government Obligations described in Exhibit D attached to this Agreement, or cash or other noncallable obligations substituted therefor pursuant to Section 4.2 of this Agreement.

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

“Paying Agent” means the fiscal agent of the State of Washington, as the paying agent for the Refunded Bonds.

Section 1.2 Other Definitions.

The terms “Agreement,” “State,” “Escrow Agent,” “Resolution,” “Verification Report,” “Refunded Bonds,” and “Refunding Bonds” when they are used in this Agreement, shall have the meanings assigned to them in the preamble to this Agreement.

Section 1.3 Interpretations.

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

ARTICLE 2. Deposit of Funds and Escrowed Securities

Section 2.1 Deposits in the Escrow Fund.

Concurrently with the sale and delivery of the Refunding Bonds, the State shall deposit, or cause to be deposited, with the Escrow Agent, for deposit in the Escrow Fund, the funds and

Escrowed Securities described in Exhibit D attached hereto, and the Escrow Agent shall, upon the receipt thereof, acknowledge such receipt to the State in writing.

ARTICLE 3. Creation and Operation of Escrow Fund

Section 3.1 Escrow Fund.

The Escrow Agent has created on its books a special trust fund and irrevocable escrow (the "Escrow Fund"). The Escrow Agent hereby agrees that upon receipt thereof it will deposit to the credit of the Escrow Fund funds provided by the State from proceeds of the Refunding Bonds, [together with a cash contribution provided by the State], sufficient to purchase the Escrowed Securities described in Exhibit D attached hereto. Such deposit, all proceeds therefrom, and all cash balances from time to time on deposit therein (a) shall be the property of the Escrow Fund, (b) shall be applied only in strict conformity with the terms and conditions of this Agreement, and (c) are hereby irrevocably pledged to the payment of the principal of and interest and redemption premium on the Refunded Bonds, which payment shall be made by timely transfers of such amounts at such times as are provided for in Section 3.2 hereof. When the final transfers have been made for the payment of such principal of and interest on the Refunded Bonds, any balance then remaining in the Escrow Fund shall be transferred to the State, and the Escrow Agent shall thereupon be discharged from any further duties hereunder.

Section 3.2 Payment of Principal and Interest.

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

Section 3.3 Sufficiency of Escrow Fund.

The State represents that, based upon the information provided in the Verification Report, the successive receipts of the principal of and interest on the Escrowed Securities will assure that the cash balance on deposit from time to time in the Escrow Fund will be at all times sufficient to provide money for transfer to the Paying Agent at the times and in the amounts required to pay the interest on the Refunded Bonds as such interest comes due and the principal of the Refunded Bonds as the Refunded Bonds mature and/or are paid on an optional redemption date prior to maturity and any redemption premium payable upon the optional redemption of the Refunded Bonds, all as more fully set forth in Exhibit C attached hereto.

Section 3.4 Trust Fund.

The Escrow Agent shall hold at all times the Escrow Fund, the Escrowed Securities and all other assets of the Escrow Fund, wholly segregated from all other funds and securities on deposit with the Escrow Agent; it shall never allow the Escrowed Securities or any other assets of the Escrow Fund to be commingled with any other funds or securities of the Escrow Agent; and it

shall hold and dispose of the assets of the Escrow Fund only as set forth herein. The Escrowed Securities and other assets of the Escrow Fund shall always be maintained by the Escrow Agent as trust funds for the benefit of the owners of the Refunded Bonds; and a special account thereof shall at all times be maintained on the books of the Escrow Agent. The owners of the Refunded Bonds shall be entitled to the same preferred claim and first lien upon the Escrowed Securities, the proceeds thereof, and all other assets of the Escrow Fund to which they are entitled as owners of the Refunded Bonds. The amounts received by the Escrow Agent under this Agreement shall not be considered as a banking deposit by the State, and the Escrow Agent shall have no right to title with respect thereto except as a trustee and Escrow Agent under the terms of this Agreement. The amounts received by the Escrow Agent under this Agreement shall not be subject to warrants, drafts or checks drawn by the State or, except to the extent expressly herein provided, by the Paying Agent.

ARTICLE 4. Limitation on Investments

Section 4.1 Investments.

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

Section 4.2 Substitution of Securities.

At the written request of the State, and upon compliance with the conditions hereinafter stated, the Escrow Agent shall utilize cash balances in the Escrow Fund, or sell, transfer, otherwise dispose of or request the redemption of the Escrowed Securities and apply the proceeds therefrom to purchase Government Obligations which do not permit the redemption thereof at the option of the obligor, and in connection therewith the State reserves the right to call for redemption prior to maturity any of the Refunded Bonds to the extent permitted by their authorizing resolution and escrow verification. Any such transaction may be effected by the Escrow Agent only if the Escrow Agent shall have received the unqualified written legal opinion of nationally recognized bond counsel or tax counsel to the effect that such transaction will not cause any of the Refunding Bonds or Refunded Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, and a verification report from an independent accounting firm or verification agent to the effect that such substitution, the securities and cash (if any) in the Escrow Fund shall be sufficient to pay principal, interest and premium (if any) on the Refunded Bonds when due.

ARTICLE 5. Application of Cash Balances

Section 5.1 In General.

Except as provided in Sections 3.2 and 4.2 hereof, no withdrawals, transfers or reinvestment shall be made of cash balances in the Escrow Fund. Cash balances shall be held by

the Escrow Agent in U.S. currency and as cash balances as shown on the books and records of the Escrow Agent and shall not be reinvested by the Escrow Agent.

ARTICLE 6. Redemption of Refunded Bonds

Section 6.1 Call for Redemption.

The State hereby irrevocably calls the Refunded Bonds for redemption on the redemption dates shown in Exhibit B, and as shown in the Verification Report and in the form(s) of Notice of Redemption contained in Appendix A attached hereto.

Section 6.2 Notices of Redemption and Defeasance.

The Escrow Agent agrees to deliver notices of the redemption and defeasance of the Refunded Bonds pursuant to the terms of the Refunded Bonds and in substantially the forms attached hereto as Appendices A-1 through A-__, and as described on such Appendices A-1 through A-__, to the Paying Agent for distribution by the Paying Agent as described therein. The notices of defeasance shall be given [immediately/within two days] following the execution of this Agreement, and the notices of redemption shall be given in accordance with each of the resolutions authorizing the issuance of the Refunded Bonds. The Escrow Agent hereby certifies that provision satisfactory and acceptable to the Escrow Agent has been made for the giving of such notices of redemption of the Refunded Bonds. The cost of publication of the notices will be paid by the State.

Section 6.3 Records.

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

Section 6.4 Reports.

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

ARTICLE 7. Concerning the Escrow Agent

Section 7.1 Representations.

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

Section 7.2 Limitation on Liability.

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

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

The Escrow Agent is not a party to the proceedings authorizing the Refunding Bonds or the Refunded Bonds and is not responsible for nor bound by any of the provisions thereof (except to the extent that the Escrow Agent may be a place of payment and paying agent and/or a paying agent/registrar therefor). In its capacity as Escrow Agent, it is agreed that the Escrow Agent need look only to the terms and provisions of this Agreement.

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

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

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

Unless it is specifically otherwise provided herein, the Escrow Agent has no duty to determine or inquire into the happening or occurrence of any event or contingency or the

performance or failure of performance of the State with respect to arrangements or contracts with others, with the Escrow Agent's sole duty hereunder being to safeguard the Escrow Fund, to dispose of and deliver the same in accordance with this Agreement. If, however, the Escrow Agent is called upon by the terms of this Agreement to determine the occurrence of any event or contingency, the Escrow Agent shall be obligated, in making such determination, only to exercise reasonable care and diligence, and in event of error in making such determination the Escrow Agent shall be liable only for its own misconduct or its negligence. In determining the occurrence of any such event or contingency the Escrow Agent may request from the State or any other person such reasonable additional evidence as the Escrow Agent in its discretion may deem necessary to determine any fact relating to the occurrence of such event or contingency, and in this connection may make inquiries of, and consult with, among others, the State at any time.

Section 7.3 Compensation.

The payment arrangement heretofore made between the Escrow Agent and the State on compensation for performing the services hereunder and for the expenses incurred or to be incurred by the Escrow Agent in the administration of this Agreement is satisfactory to it and to the State, and no further payment to the Escrow Agent shall be required for such purpose. The Escrow Agent hereby agrees that in no event shall it ever assert any claim or lien against the Escrow Fund for any fees for its services, whether regular or extraordinary, as Escrow Agent, or in any other capacity, or for reimbursement for any of its expenses as Escrow Agent or in any other capacity.

Section 7.4 Successor Escrow Agents.

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

Any successor Escrow Agent shall be a bank, trust company or corporation organized and doing business under the laws of the United States or any state, authorized under such laws to exercise corporate trust powers, having a combined capital and surplus of at least \$100,000,000 and subject to the supervision or examination by federal or state authority.

Any successor Escrow Agent shall execute, acknowledge and deliver to the State and the Escrow Agent an instrument accepting such appointment hereunder, and the Escrow Agent shall

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

The obligations assumed by the Escrow Agent pursuant to this Agreement may be transferred by the Escrow Agent to a successor Escrow Agent if (a) the requirements of this Section 7.4 are satisfied; (b) the successor Escrow Agent has assumed all the obligations of the Escrow Agent under this Agreement; and (c) all of the Escrowed Securities and money held by the Escrow Agent pursuant to this Agreement have been duly transferred to such successor Escrow Agent.

ARTICLE 8. Miscellaneous

Section 8.1 Notice.

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

Section 8.2 Termination of Responsibilities.

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

Section 8.3 Binding Agreement.

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

Section 8.4 Severability.

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

Section 8.5 Washington Law Governs.

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

Section 8.6 Time of the Essence.

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

Section 8.7 Amendments.

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

EXECUTED as of the date first written above.

STATE OF WASHINGTON

Deputy State Treasurer-Debt Management

[ESCROW AGENT]

Authorized Officer

- Exhibit A - Addresses of the State and the Escrow Agent
- Exhibit B - Description of the Refunded Bonds
- Exhibit C - Schedule of Debt Service on Refunded Bonds
- Exhibit D - Description of Beginning Cash Deposit (if any) and Escrowed Securities
- Appendix A - Notices of Redemption and Defeasance

EXHIBIT A
Addresses of the State and Escrow Agent

State:

State of Washington
Office of State Treasurer
Legislative Building
Second Floor, Room 230
416 Sid Snyder Avenue SW
Olympia, Washington 98501

P. O. Box 40209
Olympia, Washington 98504-0200
Attention: Deputy State Treasurer—Debt Management

Escrow Agent:

Attention: Corporate Trust

EXHIBIT B
Description of the Refunded Bonds

REFUNDED BONDS

Designation	Refunded Bonds Authorizing Statutes	Dated Date of Issue	Original Principal Amount	Principal Amount Outstanding	Principal Amount Refunded	Maturities to be Refunded ("Refunded Bonds")	Redemption Date and Redemption Price	Herein Referred to As
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EXHIBIT C
Schedule of Debt Service on Refunded Bonds

[Attach schedules prepared by Financial Advisor]

EXHIBIT D
Escrow Deposit

Date of Deposit: _____

I. Cash - \$ _____

II. Other Obligations

[For SLGS Escrow]

<u>Type*</u>	<u>Maturity Date</u>	<u>Par Amount</u>	<u>Interest Rate</u>
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[For Open Market Escrow]

<u>Description</u>	<u>Principal Amount</u>	<u>Rate</u>	<u>Yield</u>	<u>Price</u>	<u>Cost</u>	<u>Accrued Interest</u>	<u>Total Cost</u>
	\$	%	%	\$	\$	\$	\$

* CERT - United States Treasury Certificates of Indebtedness--State and Local Government Series
NOTE - United States Treasury Notes-State and Local Government Series

APPENDIX A-1
Notice of Defeasance*

STATE OF WASHINGTON
[MOTOR VEHICLE FUEL TAX][VARIOUS PURPOSE] GENERAL OBLIGATION
BONDS, SERIES _____

NOTICE IS HEREBY GIVEN to the owners of the following described bonds with respect to which, pursuant to an Escrow Deposit Agreement dated _____, _____, by and between the State of Washington (the "State") and _____, _____, _____ (the "Escrow Agent"), the State has deposited into an escrow fund, held by the Escrow Agent, cash and non-callable direct obligations of the United States of America, the principal of and interest on which, when due, will provide money sufficient to pay each year, to and including the respective maturity or redemption date of such bonds so provided for, the principal thereof and interest thereon (the "Refunded Bonds"). Such Refunded Bonds are therefore deemed to be no longer outstanding pursuant to the provisions of resolutions authorizing their respective issuance, but will be paid by application of the assets of such escrow fund.

The Refunded Bonds are described as follows:

<u>Series</u> <u>Designation</u>	<u>Maturity</u> <u>Dates</u>	<u>Par</u> <u>Amounts (\$)</u>	<u>Interest</u> <u>Rates (%)</u>	<u>Redemption</u> <u>Date</u>	<u>Redemption</u> <u>Price</u>	<u>CUSIP</u> <u>Nos.</u>
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* This notice shall be given immediately to each registered owner of the Refunded Bonds in accordance with the operational arrangements then in effect at The Depository Trust Company, and to the MSRB.

By Order of the State of Washington

**U.S. Bank Trust Company, National Association,
as Paying Agent**

Dated: _____.

***Information for Individual Registered Owner**

The addressee of this notice is the registered owner of Bond Certificate No. _____ of the Defeased Bonds described above, which certificate is in the principal amount of \$_____.

The State and Escrow Agent shall not be responsible for the selection or use of the CUSIP numbers selected, nor is any representation made as to their correctness indicated in the notice or as printed on any Defeased Bond. They are included solely for the convenience of the holders

_____, as Escrow Agent

APPENDIX A-2
Notice of Redemption*

STATE OF WASHINGTON
[MOTOR VEHICLE FUEL TAX][VARIOUS PURPOSE] GENERAL OBLIGATION
BONDS, SERIES _____

NOTICE IS HEREBY GIVEN that the State has called the following described bonds for redemption on the dates listed below. Interest on all Bonds or portions thereof which are redeemed shall cease to accrue on their respective redemption dates. The redemption price of the Bonds is payable on presentation and surrender of the Bonds at the office of:

U.S. Bank Trust Company, National Association
Global Corporate Trust Services
111 Fillmore Ave E
St. Paul, MN 55107

The Bonds are described as follows:

<u>Series Designation</u>	<u>Maturity Dates</u>	<u>Par Amounts (\$)</u>	<u>Interest Rates (%)</u>	<u>Redemption Date</u>	<u>Redemption Price</u>	<u>CUSIP Nos.</u>
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By Order of the State of Washington

U.S. Bank Trust Company, National Association,
as Paying Agent

Dated: _____.

Under Section 3406(a)(1) of the Internal Revenue Code the Registrar may be obligated to withhold a percentage of the principal of a holder who has failed to furnish the Registrar with a valid taxpayer identification number and a certification that the owner is not subject to backup withholding. Owners who wish to avoid the application of these provisions should submit a completed IRS Form W-9 when presenting their certificates for payment.

The State and Escrow Agent shall not be responsible for the selection or use of the CUSIP numbers selected, nor is any representation made as to their correctness indicated in the notice or as printed on any Bond. They are included solely for the convenience of the holders.

* This notice shall be given in accordance with the operational arrangements then in effect at The Depository Trust Company, and to the MSRB.

EXHIBIT 2

SCHEDULE OF REFUNDED BOND CANDIDATES AND BOND FUNDS

Key: VP = Various Purpose
 MVFT = Motor Vehicle Fuel Tax

as of 05/31//2023

Dated Date	Issue	Par Amount of Callable Bonds (\$)	Bond Fund	Laws/ Session	Chapter/ (Section)	Authorizing Resolution
10/22/09	MVFT GO Bonds, Series 2010D (Taxable Build America Bonds – Direct Payment)	447,820,000	303	1993	431	1085
			303	1998	321 16	1085
			303	2003	147 (1)	1085
			303	2005	315 (1)	1085
06/01/10	MVFT GO Bonds, Series 2010F (Taxable Build America Bonds – Direct Payment)	828,710,000	303	1993	431	1085
			303	1998	321 16	1085
			303	2003	147 (1)	1085
			303	2005	315 (1)	1085
08/02/12	MVFT GO Bonds, Series 2013B-2	15,550,000	303	1998	321 16	1115
			303	2003	147 (1)	1115
			303	2005	315 (1)	1115
02/05/14	VP GO Bonds, Series 2014D	311,490,000	380	2006	167 201	1148
			380	2006	167 301	1148
			380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1148
			380	2012 2 nd Sp. Sess.	1 201	1148
			380	2013 2 nd Sp. Sess.	20 1	1148
02/05/14	MVFT GO Bonds, Series 2014E	196,020,000	303	2003	147 (1)	1149
			303	2005	315 (1)	1149
07/09/14	VP GO Refunding Bonds, Series R-2015A	106,565,000	380	Ch. 39.42 RCW Ch. 39.53 RCW		1150
07/09/14	VP GO Bonds, Series 2015A-1	205,380,000	380	2006	167 201	1148
			380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1148
			380	2012 2 nd Sp. Sess.	1 201	1148
			380	2013 2 nd Sp. Sess.	20 1	1148
07/09/14	VP GO Bonds, Series 2015A-2	9,590,000	380	2006	167 201	1148
			380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1148
			380	2012 2 nd Sp. Sess.	1 201	1148
			380	2013 2 nd Sp. Sess.	20 1	1148
07/09/14	MVFT GO Refunding Bonds, Series R-2015B	91,475,000	303	Ch. 39.42 RCW Ch. 39.53 RCW		1150
07/09/14	GO Bonds, Series 2015T (Taxable)	8,845,000	380	2013 2 nd Sp. Sess.	20 (1)	1148

Dated Date	Issue	Par Amount of Callable Bonds (\$)	Bond Fund	Laws/ Session	Chapter/ (Section)	Authorizing Resolution
11/06/14	VP GO Refunding Bonds, Series R-2015C	419,645,000	380 383	Ch. 39.42 RCW Ch. 39.53 RCW		1150
11/06/14	MVFT GO Refunding Bonds, Series R-2015D	251,620,000	303	Ch. 39.42 RCW Ch. 39.53 RCW		1150
02/04/15	VP GO Refunding Bonds, Series R-2015E	263,545,000	380 383	Ch. 39.42 RCW Ch. 39.53 RCW		1150
02/04/15	VP GO Bonds, Series 2015B	245,315,000	380 380 380 380	2006 2008 2011 1 st Sp. Sess. 2013 2 nd Sp. Sess.	167 201 179 101 49 (7002)(1)(a-e) 20 1	1148 1148 1148 1148
02/04/15	MVFT GO Bonds, Series 2015C	147,180,000	303 303 303	1998 2005 2005	321 16 147 (1) 315 (1)	1149 1149 1149
03/04/15	VP GO Refunding Bonds, Series R-2015G	48,240,000	380	Ch. 39.42 RCW Ch. 39.53 RCW		1150
03/04/15	MVFT GO Refunding Bonds, Series R-2015H	132,745,000	303	Ch. 39.42 RCW Ch. 39.53 RCW		1150
03/04/15	MVFT GO Refunding Bonds, Series R-2015F	90,550,000	303	Ch. 39.42 RCW Ch. 39.53 RCW		1150
10/08/15	VP GO Bonds, Series 2016A-1	385,565,000	380 380 380 380	2008 2011 1 st Sp. Sess. 2013 2 nd Sp. Sess. 2015 3 rd Sp. Sess.	179 101 49 (7002)(1)(a-e) 20 1 37 1	1170 1170 1170 1170
10/08/15	VP GO Bonds, Series 2016A-2	19,060,000	380 380 380	2011 1 st Sp. Sess. 2013 2 nd Sp. Sess. 2015 3 rd Sp. Sess.	49 (7002)(1)(a-e) 20 1 37 1	1170 1170 1170
10/08/15	MVFT GO Bonds, Series 2016B	139,035,000	303 303	2003 2005	147 (1) 315 (1)	1171 1171
02/16/16	VP GO Refunding Bonds, Series R-2016B	351,710,000	380 383	Ch. 39.42 RCW Ch. 39.53 RCW		1172 1172
02/16/16	VP GO Bonds, Series 2016C	234,605,000	380 380 380 380 380	2006 2009 2011 1 st Sp. Sess. 2013 2 nd Sp. Sess. 2015 3 rd Sp. Sess.	167 201 498 (2)(1-5) 49 (7002)(1)(a-e) 20 1 37 1	1170 1170 1170 1170 1170
02/16/16	MVFT GO Refunding Bonds, Series R-2016C	102,110,000	303	Ch. 39.42 RCW Ch. 39.53 RCW		1172

Dated Date	Issue	Par Amount of Callable Bonds (\$)	Bond Fund	Laws/ Session	Chapter/ (Section)	Authorizing Resolution
02/16/16	MVFT GO Bonds, Series 2016D	146,310,000	303 303	2003 2005	147 (1) 315 (1)	1171 1171
07/14/16	VP GO Refunding Bonds, Series R-2017A	244,530,000	380 383	Ch. 39.42 RCW Ch. 39.53 RCW		1172 1172
07/14/16	VP GO Bonds, Series 2017A	354,110,000	380 380 380 380	2006 2009 2013 2 nd Sp. Sess. 2015 3 rd Sp. Sess.	167 201 498 (2)(1-5) 20 1 37 1	1170 1170 1170 1170
07/14/16	MVFT GO Refunding Bonds, Series R-2017B	166,155,000	303 305	Ch. 39.42 RCW Ch. 39.53 RCW		1172 1172
09/20/16	MVFT GO Bonds, Series 2017B	99,245,000	303 303	2003 2005	147 (1) 315 (1)	1171 1171
01/24/17	VP GO Bonds, Series 2017D	341,110,000	380 380 380	2009 2013 2 nd Sp. Sess. 2015 3 rd Sp. Sess.	498 (2)(1-5) 20 1 37 1	1170 1170 1170
01/24/17	MVFT GO Bonds, Series 2017E	18,230,000	303	2003	147 (1)	1171
10/11/17	VP GO Bonds, Series 2018A	273,820,000	380 380 380	2006 2013 2 nd Sp. Sess. 2015 3 rd Sp. Sess.	167 201 20 1 37 1	1170 1170 1170
10/11/17	MVFT GO Bonds, Series 2018B	74,555,000	303 303	2003 2005	147 (1) 315 (1)	1196 1196
12/07/17	VP GO Refunding Bonds, Series R-2018C	411,610,000	380 383	Ch. 39.42 RCW Ch. 39.53 RCW		1197 1197
12/20/17	VP GO Refunding Bonds, Series R-2018D	342,725,000	380 383	Ch. 39.42 RCW Ch. 39.53 RCW		1197 1197
TOTAL		7,524,770,000				

Bond Fund Keys:

Fund	Title
380	Debt-limit General Fund Bond Retirement Account
383	Nondebt-limit Reimbursable Bond Retirement Account
303	Highway Bond Retirement Account
305	Transportation Improvement Board Bond Retirement Account

CERTIFICATE

I, Jason P. Richter, the duly appointed, qualified and acting Secretary of the State Finance Committee of the State of Washington, certify that the foregoing is a true and correct copy of Resolution No. 1273 of such Committee, adopted at an open public meeting thereof held on this 8th day of June, 2023, after notice of such meeting was duly and regularly given as required by law, and that such resolution has been entered in the records of such Committee held on such date and remains in effect as of this date.

DATED: June 8, 2023.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 5 -

State Finance Committee

June 8, 2023, Meeting



State of Washington
STATE FINANCE COMMITTEE

MIKE PELLICCIOTTI, Chair
State Treasurer

JAY R. INSLEE
Governor

DENNY HECK
Lieutenant Governor

June 8, 2023

MEMORANDUM

TO: The Honorable Mike Pellicciotti
The Honorable Jay R. Inslee
The Honorable Denny Heck

FROM: Jason P. Richter
Deputy State Treasurer

RE: **Proposed Resolution No. 1274** approves and establishes the maximum aggregate principal amount of financing contracts and certificates of participation of the state

Proposed Resolution No. 1274 approves and establishes the maximum aggregate principal amount of financing contracts and certificates of participation of the state to be outstanding in the 2023-25 Biennium at \$1,623,833,000. This total includes (as of June 8, 2023):

- \$858,210,000 in currently outstanding financing contracts (Certificates of Participation);
- \$220,735,000 in currently outstanding 63-20 financing contracts; and
- an estimated \$544,888,000 in new financing contracts to be entered into and certificates of participation and/or lease revenue bonds to be issued during the 2023-25 Biennium.

Of the financing contracts expected to be entered into over the 2023-25 Biennium, \$294,888,000 represent real estate financing contracts authorized by the Legislature for state agencies (shown in Exhibit 1), and \$250,000,000 represents the estimated state and local agency equipment and local agency real estate financing contracts for the Biennium.

Proposed Resolution No. 1274 also approves any refinancing contract (including issuance of refunding certificates of participation) to be entered into for the purpose of achieving interest cost savings in accordance with the Committee's Debt Issuance Policy savings threshold.

Counsel and Advisors

Assistance in preparing Proposed Resolution No. 1274 was provided by:

Bond Counsel: William Tonkin, Foster Garvey PC
Financial Advisor: Robert Shelley, Piper Sandler & Co

Office of the State Treasurer

Legislative Building, P.O. Box 40200 • Olympia, Washington 98504-0200 • (360) 902-9000
TTY USERS: CALL 711 • FAX (360) 902-9045 • Home Page <http://tre.wa.gov>



State of Washington
STATE FINANCE COMMITTEE

MIKE PELLICCIOTTI, Chair
State Treasurer

JAY R. INSLEE
Governor

DENNY HECK
Lieutenant Governor

Exhibit 1

2023-25 Capital Budget

<u>Agency</u>	<u>Authorization Section</u>	<u>Authorized Amount*</u>
Secretary of State	8002(3)	\$119,000,000
Department of Social and Health Services	8002(4)	175,888,000
Total Authorized Financing Contracts in the Capital Budget		\$294,888,000

* In each case, plus financing expenses, required reserves and capitalized interest.

Office of the State Treasurer

Legislative Building, P.O. Box 40200 • Olympia, Washington 98504-0200 • (360) 902-9000
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EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1274

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON APPROVING AND ESTABLISHING A FINANCE PLAN AND MAXIMUM PRINCIPAL AMOUNT OF FINANCING CONTRACTS AND CERTIFICATES OF PARTICIPATION OF THE STATE FOR THE 2023-25 BIENNIUM.

ADOPTED: JUNE 8, 2023

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Section 6. Effective Date3

Exhibit 1 – Legislatively Authorized State Agency Financing Contracts

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1274

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON APPROVING AND ESTABLISHING A FINANCE PLAN AND MAXIMUM PRINCIPAL AMOUNT OF FINANCING CONTRACTS AND CERTIFICATES OF PARTICIPATION OF THE STATE FOR THE 2023-25 BIENNIUM.

WHEREAS, the State Finance Committee (the “Committee”) of the State of Washington (the “State”) is charged with oversight of financing contracts entered into by the State (RCW 39.94.040); and

WHEREAS, from time to time the Office of the State Treasurer, as staff to the Committee, reports on prior usage of financing contracts and presents proposed finance plans for state financing contracts and the issuance of certificates of participation therein pursuant to Chapter 39.94 RCW; and

WHEREAS, the Committee is required from time to time to establish the maximum aggregate principal amount of state financing contracts to be outstanding under Chapter 39.94;

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FINANCE COMMITTEE ACTING FOR AND ON BEHALF OF THE STATE OF WASHINGTON, as follows:

Section 1. Definitions. Unless the context otherwise requires, the terms defined in this section shall, for all purposes of this resolution and of any resolution supplemental hereto, have the meanings specified; words importing the singular number include the plural number and vice versa:

2023-25 Biennium means the two-year period beginning July 1, 2023 through June 30, 2025.

Committee means the State Finance Committee of the State, or any successor thereof.

Laws means the statutes of the State.

Legislature means the Legislature of the State.

State means the State of Washington.

Section 2. Approval of Finance Plan for State Financing Contracts and Certificates of Participation for the 2023-25 Biennium. The Office of State Treasurer has proposed and the

Committee hereby approves a finance plan for State financing contracts and issuance by the State of certificates of participation therein for the 2023-25 Biennium having the following components:

(a) *Financing Contracts Authorized by the Legislature for State Agencies.* In Section 8002 of Chapter 474, Laws of 2023 (ESSB 5200) (the 2023-25 State capital budget), the Legislature has authorized certain state agencies to enter into financing contracts for the acquisition of real property projects in a total principal amount of \$294,888,000, plus financing expenses, required reserves and capitalized interest, as summarized in Exhibit 1.

(b) *Financing Contracts for State and Local Agency Equipment and Local Agency Real Estate.* In addition to the \$294,888,000 of financing contracts authorized by the Legislature for the state agencies described in Section 2(a), it is expected that the State will enter into financing contracts for the acquisition of equipment for state and local agencies and for the acquisition of real property projects for local agencies during the 2023-25 Biennium in an estimated aggregate total principal amount of \$250,000,000, plus financing expenses, required reserves and capitalized interest.

(c) *Estimated Aggregate Total Financing Contracts to be Entered Into and Certificates of Participation to be Issued During 2023-25 Biennium.* As described in Section 2(a) and (b) above, the aggregate total principal amount of financing contracts expected to be entered into and certificates of participation therein expected to be issued during the 2023-25 Biennium is estimated to be not more than \$544,888,000, plus financing expenses, required reserves and capitalized interest.

(d) *Maximum Aggregate Total Outstanding Financing Contracts.* The estimated maximum aggregate total of financing contracts of the State expected to be outstanding in the 2023-25 Biennium is as follows:

Outstanding certificates of participation as of June 8, 2023	\$ 858,210,000
Outstanding 63-20 financing leases (Wheeler & Tumwater Office Projects)	220,735,000
Anticipated additional financing contracts (2023-25 Biennium)	544,888,000
Total	<u>\$1,623,833,000</u>

Section 3. Approval of Maximum Principal Amount of State Financing Contracts and Certificates of Participation for the 2023-25 Biennium. Pursuant to RCW 39.94.040:

(a) Based upon the finance plan for financing contracts and certificates of participation described in and approved by Section 2 of this resolution, the maximum aggregate total principal amount of financing contracts (including certificates of participation therein) of the State is approved and established at \$1,623,833,000, plus financing expenses, required reserves and capitalized interest; and

(b) Any refinancing contract (including issuance of refunding certificates of participation therein) to be entered into for the purpose of achieving interest cost savings in accordance with the Committee's Debt Issuance Policy's savings threshold is approved, irrespective of its stated principal amount or date of execution.

Section 4. Filing of Resolution. The Deputy State Treasurer is directed to file with the State Treasurer, pursuant to RCW 39.42.100, a certified copy of this resolution immediately upon its adoption.

Section 5. Ratification. All actions heretofore taken by officers or staff of the Committee consistent with the terms of this resolution are ratified, approved and confirmed.

Section 6. Effective Date. This resolution shall take effect immediately upon its adoption.

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ADOPTED at an open meeting of the State Finance Committee after notice thereof was duly given as required by law, this 8th day of June, 2023.

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By _____
Mike Pellicciotti
State Treasurer and Chair

By _____
Jay Inslee
Governor and Member

By _____
Denny Heck
Lieutenant Governor and Member

ATTEST:

Jason P. Richter,
Deputy State Treasurer and Secretary

EXHIBIT 1

**LEGISLATIVELY AUTHORIZED
STATE AGENCY FINANCING CONTRACTS**

2023-25 Capital Budget, Chapter 474, Laws of 2023 (ESSB 5200)

<u>Agency</u>	<u>Authorization Section</u>	<u>Authorized Amount*</u>
Secretary of State	8002(3)	\$119,000,000
Department of Social and Health Services	8002(4)	175,888,000
Total Authorized Financing Contracts in the Capital Budget		\$294,888,000

* In each case, plus financing expenses, required reserves and capitalized interest.

CERTIFICATE

I, Jason P. Richter, the duly appointed, qualified and acting Secretary of the State Finance Committee of the State of Washington, certify that the foregoing is a true and correct copy of Resolution No. 1274 of such Committee, adopted at an open public meeting thereof held on this 8th day of June, 2023, after notice of such meeting was duly and regularly given as required by law, and that such resolution has been entered in the records of such Committee held on such date and remains in effect as of this date.

DATED: June 8, 2023.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 6 -

State Finance Committee

June 8, 2023, Meeting



State of Washington
STATE FINANCE COMMITTEE

MIKE PELLICCIOTTI, Chair
State Treasurer
JAY R. INSLEE
Governor
DENNY HECK
Lieutenant Governor

June 8, 2023

MEMORANDUM

TO: The Honorable Mike Pellicciotti
The Honorable Jay R. Inslee
The Honorable Denny Heck

FROM: Jason P. Richter
Deputy State Treasurer

RE: Bond Sales and Market Update

Sales Update

Since the last State Finance Committee Bond Sales and Market Update on November 29, 2022, the state has sold four series of bonds and one series of certificates of participation (COPs), totaling over \$2 billion, as summarized below.

Bond issuance since June 22, 2022

January 18, 2023 -- Bond Sale

Series Name	Series	Par Amount	Delivery Date	Final Maturity	Avg. Life (yrs)	TIC
VP GO Bonds, Series 2023B	2023B	\$603,020,000	1/31/2023	2/1/2048	15.48	3.57%
MVFT & VRF GO Bonds, Series 2023C	2023C	90,165,000	1/31/2023	6/1/2048	15.811	3.57%
		\$693,185,000				

April 26, 2023 -- Bond Sale

Series Name	Series	Par Amount	Delivery Date	Final Maturity	Avg. Life (yrs)	TIC
VP GO Refunding Bonds, Series R-2023A	R-2023A	\$828,715,000	5/10/2023	8/1/2038	7.319	2.76%
MVFT & VRF GO Refunding Bonds, Series R-2023B	R-2023B	514,350,000	5/10/2023	7/1/2042	9.24	3.09%
		\$1,343,065,000				

COP issuance since June 22, 2022

February 7, 2023 -- Certificates of Participation Sale

Series Name	Series	Par Amount	Delivery Date	Final Maturity	Avg. Life (yrs)	TIC
State of WA COP, LP_2023A	LP_2023A	\$17,840,000	2/28/2023	1/1/2033	3.027	2.36%

Refunding Savings

Of the four series of bonds sold since the last meeting, two series were refundings, which are bonds issued to refinance existing debt. The April 26, 2023 refunding sale resulted in around \$199.9 million in total debt service savings, or around \$160.7 million on a present value basis.

Future New Money Issuances

The state plans to sell new money bonds in July 2023 and anticipates an additional new money issuance in the beginning of 2024 to finance Capital Budget and Transportation Budget projects. The size and timing of these issuances will be primarily dependent upon the state's capital budget and transportation budget cash-flow needs.

Future Refinancings

In addition to new money financings, the Office of the State Treasurer actively monitors the state's debt portfolio for refinancing opportunities. The following table shows the outstanding bonds that are callable over the next three fiscal years.

Fiscal Year	Refundable Par
2024	980,165,000 *
2025	2,142,500,000
2026	1,765,060,000
2027	1,462,050,000
	<u>6,349,775,000</u>

* Does not include the callable Build America Bonds (BABs).

Market Update.

The current Bond Buyer 20-Bond Index (BBI) now stands at 3.67% (as of June 1, 2023), which is close to where the BBI was at during the last meeting (3.65% as of December 1, 2022). Over the last three years the BBI has been as high as 4.16% and as low as 2.02%.

- Chart 1 below shows the BBI over the last three years
- Chart 2 shows the BBI since 1900
- Chart 3 shows the current Municipal Market Data (MMD) curve, the yield curves from one month ago, one year ago, and five years ago

Chart 1

**Weekly Bond Buyer 20-Bond Index (BBI)
General Obligation Bond Interest Rate Trends
(36 Months)**

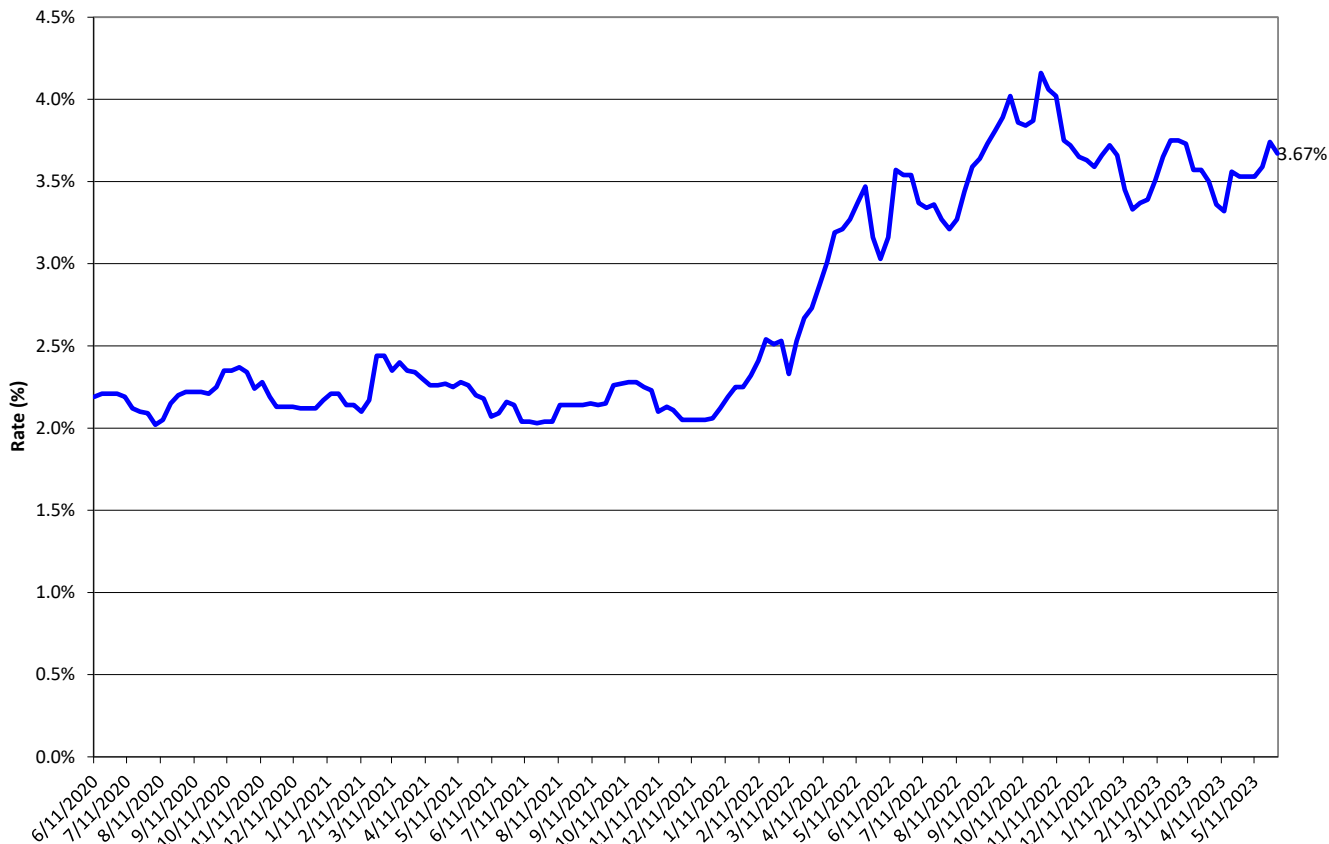


Chart 2

**Weekly Bond Buyer 20-Bond Index (BBI)
 Annual Averages -- 1900 - 2023 -- as of 6/1/2023**

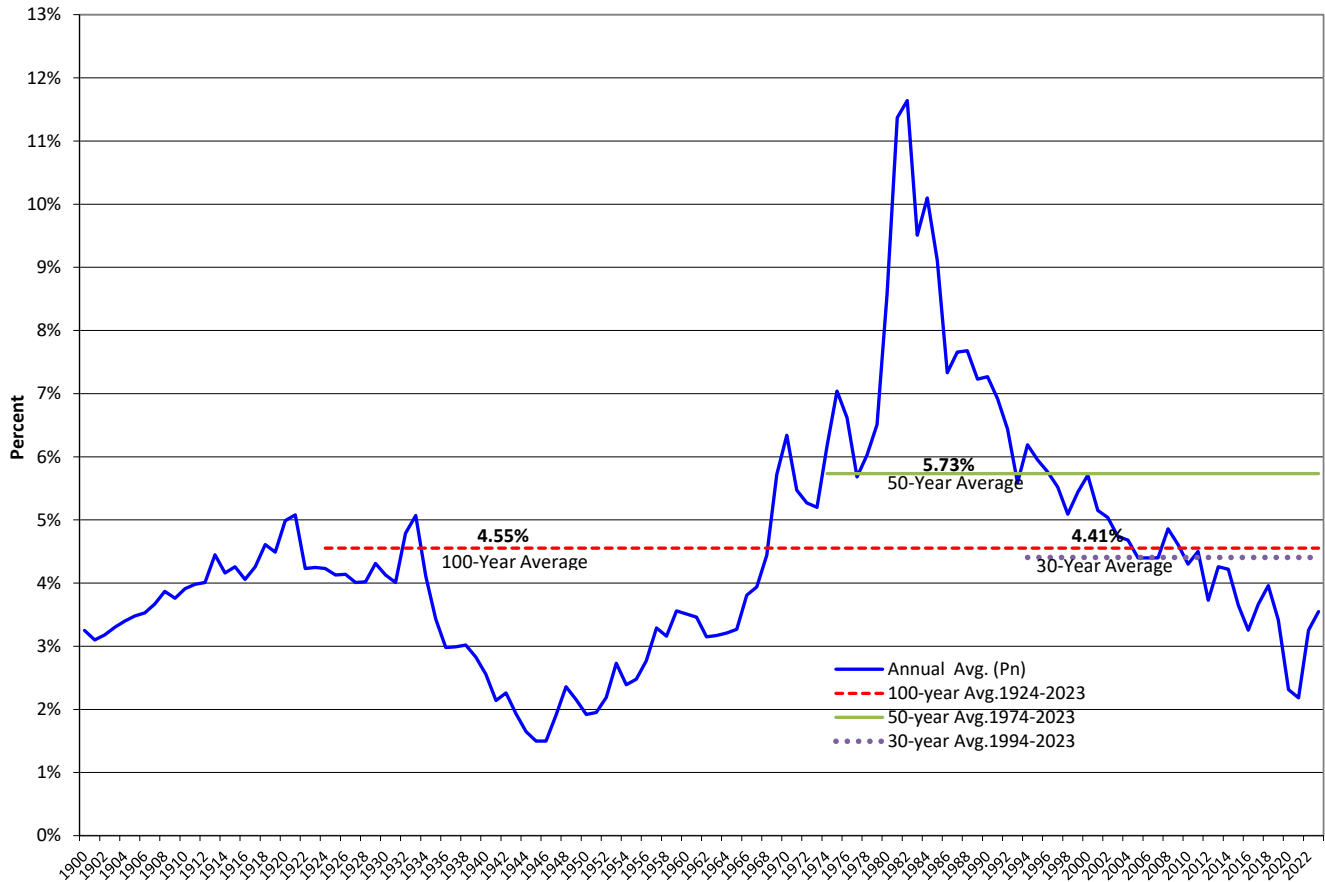
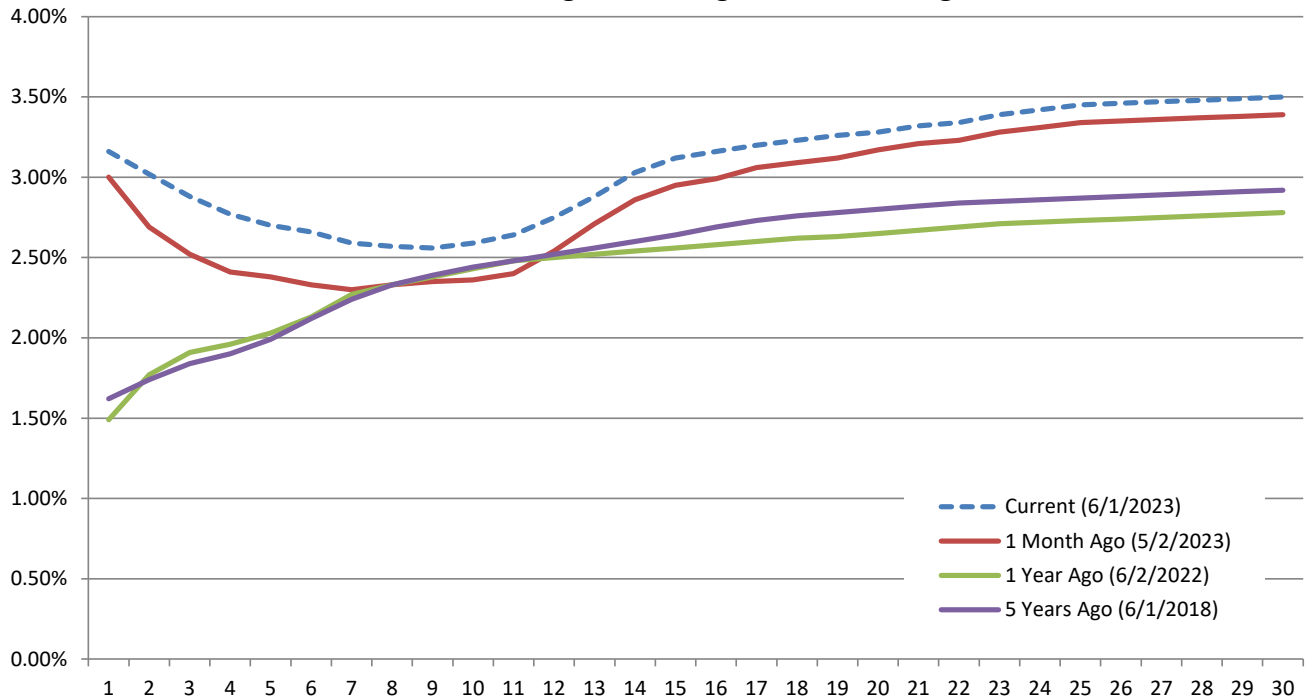


Chart 3

Tax-exempt Yield Curve*
Current Yield Curve and Past Yield Curves
from 1 Month Ago, 1 Year Ago, and 5 Years Ago



*"AAA" GO MMD (Municipal Market Data).