



- MEETING AGENDA -

STATE FINANCE COMMITTEE

July 14, 2021 at 10:00 AM

YOU ARE HEREBY NOTIFIED that the State Finance Committee (SFC) will hold a Special Meeting, online via Zoom, and by telephone as detailed below, commencing at approximately 10:00 A.M., on the 14th day of July, 2021, to consider the items listed below.

I. STATE FINANCE COMMITTEE

1. Approval of minutes of the December 22, 2020 State Finance Committee meeting.
2. Resolution No. 1247 authorizes the issuance of State of Washington General Obligation Bonds in a principal amount not to exceed \$4,394,000,000 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. 1247 also authorizes the State Treasurer to adopt bond sale resolutions.
3. Resolution No. 1248 authorizes the issuance of State of Washington Motor Vehicle Fuel Tax General Obligation Bonds in a principal amount not to exceed \$263,339,000 for the purpose of providing funds to pay and reimburse State expenditures for various transportation 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. 1248 also authorizes the State Treasurer to adopt bond sale resolutions.
4. Resolution No. 1249 authorizes the issuance of various purpose general obligation refunding bonds of the State in a principal amount not to exceed \$4,154,745,000 and motor vehicle fuel tax general obligation refunding bonds of the State in a principal amount not to exceed \$2,195,055,000 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. Resolution No. 1249 also authorizes the State Treasurer to adopt bond sale resolutions.

Office of the State Treasurer

5. Resolution No. 1250 approves and establishes a finance plan and maximum principal amount of financing contracts and certificates of participation of the State for the 2021-23 biennium.
6. Informational Item. Market and bond sales update.
7. Public Comments.

Per Governor Inslee's Proclamation 20-28 (as amended and extended) regarding the Open Public Meetings Act, the July 14, 2021 SFC meeting will be held remotely through a secure online option, using Zoom, with a dial-in option for telephone participation, as described below.

The Treasurer will provide an opportunity for members of the public to comment as indicated on the agenda. Public comments may be made telephonically or through Zoom only using the access information provided below. Thank you for your understanding as we all do our part for public health and safety.

Public Zoom Access Information:

To join virtually, please select the following link:

<https://us02web.zoom.us/j/82681479104?pwd=SlArZEtSSkROM0RPOVFYZDczdVdLQT09>

Passcode: 482944

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 8147 9104

- BRIEFING BOOK -
State Finance Committee

July 14, 2021 Meeting

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- SECTION 1 -

State Finance Committee

July 14, 2021 Meeting

State Finance Committee Meeting Minutes

Olympia, Washington

December 22, 2020

11:00 AM

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

Present: Duane A. Davidson, State Treasurer, Chair
Jay Inslee, Governor

Excused: Cyrus Habib, Lt. Governor

Also Present Virtually: Jason Richter, Office of the State Treasurer
Scott Merriman, Office of Financial Management
Kristina Brown, Office of the Lt. Governor
Sarah Temple, Office of the Governor
Erhiza Rivera, Office of the State Treasurer
Svein Braseth, Office of the State Treasurer
Austin Goble, Office of the State Treasurer
Leslie Yonkers, Office of the State Treasurer
Jennifer Merchant, Office of the State Treasurer
Shad Pruitt, Office of the State Treasurer
Amy Perry, Office of the State Treasurer
Brenda Snyder, Office of the State Treasurer
Adam Johnson, Office of the State Treasurer
Danni Colo, Office of the State Treasurer
Rusty Fallis, Office of the Attorney General
Scott Forbes, Office of the Attorney General
Robert Shelly, Piper Sandler & Co

Chair Davidson called the meeting to order at 11:00 AM. Chair Davidson stated for the record that two members of the State Finance Committee were present and that a quorum was established. Treasurer Davidson stated that in observance of the Governor's Proclamation 20-28, as amended and extended, we are meeting virtually via Zoom video conference. Chair Davidson requested approval of the agenda for today's meeting, sent to the State Finance Committee members on December 17, 2020. With no objection, the agenda was approved.

Item 1: Approval of the Minutes

Chair Davidson introduced draft minutes from the July 31, 2020 State Finance Committee meeting for approval. No corrections or amendments were requested. The minutes were approved as presented.

Item 2: Informational Item – Bond Sale Update

Chair Davidson introduced Jason Richter, Deputy Treasurer of Debt Management for the Office of the State Treasurer, to provide the bond sale update. Since the last State Finance Committee meeting in July, the state has sold one series of COPs and one series of bonds. We are preparing for a set of February sales, which will be new money Various Purpose GO bonds, new money Motor Vehicle Fuel Tax and Motor Vehicle Fuel Tax Vehicle Related Fee bonds, and a series of COPs as well. In addition, we are actively monitoring refunding opportunities. One of our sales in October was a refunding that saved the state just over \$10 million dollars. Starting in 2021, we are targeting about \$600 million of callable principal, with larger amounts in following years. Given current market rates, we expect the savings will be significant.

Mr. Richter highlighted another item of interest, current interest rates. *Where are interest rates today and what does that mean for the February financings?* Mr. Richter, referencing the graph on page 2 of the memorandum showing the Bond Buyer 20-Bond Index, commented this is a decent approximation for the state's borrowing costs. In July, interest rates fell to lows that we haven't seen since the 1940s. Late July was also the time we sold our last series of GO new money bonds. Those bonds priced at a true interest cost, or an effective borrowing rate, of 2.50%, which may be the lowest borrowing cost the state has ever locked in. The market was very strong and we had a lot of interest for that sale. As of today, you will see that interest rates are a little higher, but the market continues to stay strong. We anticipate a strong sale in February. The silver lining to this COVID crisis is the low interest rates, which allows the state to finance more projects at a lower cost.

Governor Inslee thanked Mr. Richter for the bond sale update and the cogent explanations. Governor Inslee further commented that the graph is a remarkable depiction of the current financial environment, this is a historical moment in time, and the state should use these interest rates to good purposes. Governor Inslee stated that he expects to talk to legislators about this information during the upcoming legislative session in January.

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

Having no further business before the State Finance Committee, Chair Davidson adjourned the meeting at 11:12 AM.

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By

Mike Pellicciotti
State Treasurer and Chairman

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

July 14, 2021 Meeting



State of Washington
STATE FINANCE COMMITTEE

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

July 14, 2021

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. 1247** authorizes the issuance and sale of State of Washington Various Purpose General Obligation Bonds

Proposed Resolution No. 1247 authorizes the issuance of State of Washington General Obligation Bonds in a principal amount not to exceed \$4,394,000,000 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. 1247 also authorizes the Deputy State Treasurer to establish the method of sale of the bonds and the State Treasurer to adopt bond sale resolutions.

The Bonds will be used to fund expected cash flow requirements for the 2021-23 biennium, based upon preliminary issuance projections from the 2021 Legislative Session. Issuance is currently planned on a semi-annual schedule. Proceeds are expected to be allocated to the following bond authorizations:

Chapter and Laws (Bond Authorizations)	Bonds Authorized	Issued	Unissued	Preliminary Par Amount Allocation
Ch. 147 -- Laws of 2003, Regular Sess.....	107,525,000	69,475,000	38,050,000	-
Ch. 167 -- Laws of 2006, Regular Sess.....	164,060,000	140,390,000	23,670,000	2,500,000
Ch. 179 -- Laws of 2008, Regular Sess.....	72,370,000	69,825,000	2,545,000	-
Ch. 6 -- Laws of 2009, Regular Sess.....	42,535,000	33,860,000	8,675,000	-
Ch. 3 -- Laws of 2018, Regular Sess.....	3,230,230,000	2,081,725,000	1,148,505,000	905,190,000
Ch. 414 -- Laws of 2019, Regular Sess.....	3,200,926,000	554,055,000	2,646,871,000	1,437,123,951
Ch. 331 -- Laws of 2021, Regular Sess.....	3,971,290,793	-	3,971,290,793	2,049,186,049
<i>Subtotal</i>	\$ 10,788,936,793	\$ 2,949,330,000	\$ 7,839,606,793	\$ 4,394,000,000

2021-23 Capital Budget appropriations and re-appropriations for bond-funded projects include (amounts shown in thousands):

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2021-23 Capital Budget
As Passed Legislature
State Bonds
(Dollars In Thousands)

Prt		New App	Reapp
Governmental Operations			
<i>Court of Appeals</i>			
000	30000003	Division III Roof Replacement and Maintenance	27
<i>Admin Office of the Courts</i>			
000	91000001	Trial Court Security Improvements	750
<i>Office of the Secretary of State</i>			
000	30000042	State Archives Minor Works Projects	471
001	30000033	Library-Archives Building	4,078
003	30000044	Archives Minor Works	0
		Total	4,549
Department of Commerce			
001	40000153	2021-23 Housing Trust Fund Investment in Affordable Housing	0
000	40000230	2022 Local & Community Projects	160,910
000	40000219	2021-23 Behavioral Health Community Capacity Grants	95,164
000	40000222	2021-23 Rapid Capital Housing Acquisition	90,000
003	40000148	2021-23 Clean Energy V-Investing in Washington's Clean Energy	56,298
000	92000953	2021-23 Broadband Office	50,000
000	91001677	2021-23 Early Learning Facilities	32,500
006	40000142	2021-23 Building Communities Fund Grant Program	30,146
006	40000147	2021-23 Library Capital Improvement Program (LCIP) Grants	17,704
006	40000143	2021-23 Building for the Arts Grant Program	16,000
000	91001685	Grants for Affordable Housing Development Connections	15,000
006	40000144	2021-23 CERB Capital Construction	15,000
000	92000957	2021-23 Community Relief	13,650
000	91001659	Continuing Affordability in Current Housing	10,000
005	40000150	2021-23 Weatherization Plus Health	10,000
004	40000149	2021-23 Energy Retrofits for Public Buildings Grant Program	9,957
000	91001690	Food Banks	8,304
000	92001004	Reimann Roads, Telecomm and Utility Relocation (Pasco)	7,500
000	91001660	2021-23 Dental Capacity Grants	6,225
000	40000223	2021-23 Rural Rehabilitation Loan Program	5,000
000	40000224	2021-23 Landlord Mitigation Account	5,000
000	91001688	Capital Grant Program Equity	5,000
006	40000140	2021-23 Early Learning Facilities-School Districts Grant	4,719
006	40000139	2021-23 Youth Recreational Facilities Grant Program	3,689
000	92001122	Increasing Housing Inventory	2,500
006	40000145	2021-23 Pacific Tower Capital Improvements	1,165
000	91001675	Substance Use Disorder Recovery Housing	150
000	91001679	Buy Clean, Buy Fair Washington Pilot	150
000	40000036	2019-21 Housing Trust Fund Program	138,736
000	40000116	2020 Local and Community Projects	94,196

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2021-23 Capital Budget
As Passed Legislature
State Bonds
(Dollars In Thousands)

Prty		New App	Reapp	
000	40000114	2019-21 Behavioral Health Capacity Grants	0	90,000
000	40000005	2018 Local and Community Projects	0	42,896
000	30000878	Public Works Assistance Account Construction Loans	0	38,000
000	40000042	Clean Energy Transition 4	0	32,130
000	30000872	2017-19 Housing Trust Fund Program	0	30,526
000	40000018	Behavioral Health Community Capacity	0	30,000
000	40000044	2019-21 Early Learning Facilities	0	29,500
000	30000881	Clean Energy Funds 3	0	29,402
000	40000130	2021 Local and Community Projects	0	23,419
000	40000043	2019-21 Building Communities Fund Program	0	20,000
000	40000049	2019-21 Energy Efficiency and Solar Grants Program	0	12,362
000	40000048	2019-21 Weatherization	0	11,970
000	92000369	Local & Community Projects 2016	0	11,000
000	30000726	Clean Energy and Energy Freedom Program	0	9,299
000	40000009	PWAA Preconstruction and Emergency Loan Programs	0	9,000
000	91001157	2019 Local and Community Projects	0	9,000
000	91000943	CERB Administered Broadband Infrastructure	0	6,600
000	92000939	Enhanced Shelter Capacity Grants	0	6,318
000	91001239	Library Capital Improvement Program	0	6,000
000	40000052	Rural Rehabilitation Loan Program	0	4,986
000	40000041	2019-21 Youth Recreational Facilities Grant Program	0	4,238
000	40000006	Early Learning Facility Grants	0	3,999
000	40000039	2019-21 Building for the Arts Grant Program	0	3,724
000	30000882	Energy Efficiency and Solar Grants	0	3,279
000	30000875	2017-19 Youth Recreational Facilities Grant Program	0	3,155
000	40000007	Dental Clinic Capacity Grants	0	2,000
000	40000124	2019-21 Behavioral Rehabilitation Services Capacity Grants	0	1,975
000	30000846	2017 Local and Community Projects	0	1,750
000	30000883	2017-19 Building Communities Fund Grant	0	1,700
000	91001278	Rapid Response Community Preservation Pilot Program	0	1,518
009	30000803	Building Communities Fund Program	0	1,497
000	30000833	Housing Trust Fund Appropriation	0	1,492
000	40000136	Seattle Vocational Institute	0	1,280
000	30000877	2017-19 Building for the Arts Grant Program	0	1,000
000	92000230	Projects that Strengthen Communities & Quality of Life	0	1,000
000	91001306	Dental Capacity Grants	0	903
000	92000151	Projects for Jobs & Economic Development	0	900
000	91000582	Clean Energy and Energy Freedom Program	0	625
000	30000879	Weatherization Plus Health Matchmaker Program	0	376
000	91000457	Housing for Farmworkers	0	103
000	91001544	Pacific Hospital Preservation and Development Plan	0	48
000	92000377	Disaster Emergency Response	0	24
	Total	846,731	721,926	

Office of Financial Management

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2021-23 Capital Budget
As Passed Legislature
State Bonds
(Dollars In Thousands)

Prty		New App	Reapp	
003	30000041	Emergency Repairs	4,000	0
004	20082856	Cowlitz River Dredging	1,200	800
000	92000035	Fircrest School Land Use Assessment	0	211
	Total	5,200	1,011	
Department of Enterprise Services				
020	92000020	Legislative Campus Modernization	67,855	9,900
001	40000225	Facility Professional Services: Staffing	20,215	0
015	40000226	Capitol Campus Security & Safety Enhancements	6,057	0
000	92000040	Temple of Justice HVAC, Lighting & Water Systems	4,000	0
011	40000180	21-31 Statewide Minor Works - Preservation	887	0
004	30000740	Capitol Lake Long-Term Management Planning	715	1,663
008	30000812	Campus Physical Security & Safety Improvements	0	2,500
019	30000786	Elevator Modernization	0	2,102
013	40000033	Legislative Building Exterior Preservation Cleaning	0	1,470
024	92000028	Legislative Building Cleaning	0	987
003	40000141	2019-21 Statewide Minor Works - Programmatic Projects	0	481
002	30000825	Statewide Minor Works - Preservation Projects	0	170
	Total	99,729	19,273	
Military Department				
004	40000004	Anacortes Readiness Center Major Renovation	3,551	0
020	40000188	Minor Works Preservation 2021-23 Biennium	2,352	0
021	40000185	Minor Works Program 21-23 Biennium	2,280	0
000	91000011	Olympia Armory Transfer	2,000	0
005	30000930	Snohomish Readiness Center	1,188	0
003	40000189	Camp Murray Bldg. 20 Roof Top Unit Upgrade	313	0
006	30000591	Joint Force Readiness Center: Replacement	300	0
008	30000592	King County Area Readiness Center	0	7,030
001	30000808	Tri-Cities Readiness Center	0	3,200
006	40000037	Minor Works Program 2019-21 Biennium	0	2,200
005	40000036	Minor Works Preservation 2019-21 Biennium	0	2,100
024	30000917	Kent Readiness Center	0	380
	Total	11,984	14,910	
Dept of Arch and Hist Preservation				
003	40000006	21-23 Historic County Courthouse Rehabilitation Program	1,862	0
002	40000005	21-23 Heritage Barn Grants	1,000	0
000	40000003	Ebey's National Historic Reserve	320	655
004	40000007	21-23 Historic Cemetery Grant Program	300	0
005	40000012	21-23 Historic Theater Capital Grant Program	300	0
000	30000022	Rehabilitation of Beverly Bridge	0	4,740
000	30000023	2019-21 Historic County Courthouse Grants Program	0	1,035
000	30000024	2019-21 Heritage Barn Preservation Program	0	383

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2021-23 Capital Budget
As Passed Legislature
State Bonds
(Dollars In Thousands)

Prty		New App	Reapp
000	40000001 2019-21 Historic Cemetery Grant Program	0	340
	Total	3,782	7,153
	Total Governmental Operations	968,501	768,849
Human Services			
<i>Wa St Criminal Justice Train Comm</i>			
000	91000002 Training Facility Capital and Functional Needs Assessment	0	200
<i>Dept of Social and Health Services</i>			
005	91000067 Western State Hospital: New Forensic Hospital	51,000	2
002	91000077 BH: State Owned, Mixed Use Community Civil 48-Bed Capacity	37,700	18,235
012	91000080 Western State Hospital Treatment & Recovery Center	16,600	7,464
003	91000075 BH: State Operated Community Civil 16-Bed Capacity	15,190	4,131
004	30002755 Fircrest School-Nursing Facilities: Replacement	9,993	0
011	40000578 Statewide-Behavioral Health: Patient Safety Improvements 2021-23	7,000	0
001	40000571 Minor Works Preservation Projects: Statewide 2021-23	6,950	0
010	30003577 Special Commitment Center-Community Facilities: New Capacity	6,000	0
007	91000066 DSHS & DCYF Fire Alarms	5,000	10,777
008	40000567 Maple Lane-Columbia Cottage: Behavioral Health Expansion	5,000	0
016	40000569 Minor Works Program Projects: Statewide 2021-23	2,755	0
009	40000589 Western State Hospital-Building 29: Roofing Replacement	2,285	0
015	40000411 Child Study and Treatment Center-Ketron: LSA Expansion	1,618	0
032	40000888 Western State Hospital-Building 27: Roofing Replacement	1,200	0
019	30003616 Eastern State Hospital: Emergency Electrical System Upgrades	1,055	876
000	92000042 Community Nursing Care Homes	300	0
051	30002765 Western State Hospital-Forensic Services: Two Wards Addition	0	23,572
050	30000468 Eastern State Hospital: New Boiler Plant	0	12,032
059	40000381 Minor Works Preservation Projects: Statewide 2019-21	0	10,043
055	91000019 ESH and WSH-All Wards: Patient Safety Improvements	0	8,076
056	30002238 Lakeland Village: Code Required Campus Infrastructure Upgrades	0	5,143
037	40000392 Western State Hospital-Multiple Buildings: Fire Doors Replacement	0	5,046
046	30003582 Western State Hospital-Multiple Buildings: Elevator Modernization	0	4,821
049	30003324 Child Study and Treatment Center: CLIP Capacity	0	4,064
061	30002235 Minor Works Preservation Projects: Statewide	0	3,575
052	20081319 Western State Hospital New Kitchen and Commissary Building	0	2,358
074	91000070 Western State Hospital & CSTC Power Upgrades	0	2,081
054	30000415 Fircrest School-Back-Up Power & Electrical Feeders	0	2,029
062	40000405 Eastern State Hospital-Westlake: Fire Stops	0	1,991
061	40000404 Eastern State Hospital-Eastlake & Westlake: Fire & Smoke Controls	0	1,933
048	30002752 Rainier School-Multiple Buildings: Roofing Replacement & Repairs	0	1,908

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2021-23 Capital Budget
As Passed Legislature
State Bonds
(Dollars In Thousands)

Prty		New App	Reapp
063	40000492 Eastern State Hospital-EL & WL: HVAC Compliance & Monitoring	0	1,816
067	40000026 Western State Hospital: Wards Renovations for Forensic Services	0	1,770
060	40000382 Minor Works Program Projects: Statewide 2019-21	0	1,649
058	30003213 DOC/DSHS McNeil Island-Infrastructure: Water System Replacement	0	1,535
073	91000078 Rainier School-PATs E,C Cottage Cooling Upgrades	0	1,362
057	30003211 DOC/DSHS McNeil Island-Infrastructure: Repairs & Upgrades	0	1,234
020	30002759 Eastern State Hospital-Westlake: New HVAC DDC Controls	0	1,227
072	40000422 Special Commitment Center-Fire House: Electrical Upgrades	0	1,112
068	30003573 Yakima Valley School-Multiple Buildings: Safety Improvements	0	975
053	20081506 Special Commitment Center: Kitchen & Dining Room Upgrades	0	848
069	30003603 Western State Hospital-Forensic Services: Roofing Replacement	0	487
075	30003578 Western State Hospital-East Campus: New Security Fence	0	479
071	30003585 Western State Hospital-Multiple Buildings: Windows Security	0	446
076	30003569 State Psychiatric Hospitals: Compliance with Federal Requirements	0	322
063	30003849 Behavioral Health: Compliance with Systems Improvement Agreement	0	265
077	30003564 Special Commitment Center-King County SCTF: Expansion	0	227
000	91000074 BH: State Owned, Mixed Use Community Civil 48-Bed Capacity	0	168
070	30003579 Western State Hospital-Multiple Buildings: Fire Suppression	0	105
	Total	169,646	146,184
Department of Health			
003	30000381 New Central Boiler Plant	12,725	0
000	40000052 Lakewood Water District PFAS Treatment Facility	5,569	0
008	40000038 Minor Works - Facility Program	554	0
007	40000037 Minor Works - Facility Preservation	460	0
001	40000006 Drinking Water System Repairs and Consolidation	0	1,000
001	40000008 Othello Water Supply and Storage	0	965
001	30000301 Newborn Screening Wing Addition	0	900
001	40000027 2019-21 Drinking Water System Repairs and Consolidation	0	750
	Total	19,308	3,615
Department of Veterans Affairs			
000	91000013 DVA ARPA Federal Funds & State Match	8,584	0
006	30000002 Washington Veterans Home: Bldg 6 & 7 Demo and Grounds Improvement	0	2,585
001	30000094 Minor Works Facilities Preservation	0	755
004	40000006 WVH HVAC Retrofit	0	250
002	40000013 WSH - Life Safety Grant	0	175
	Total	8,584	3,765
Dept of Children, Youth, & Families			

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2021-23 Capital Budget
As Passed Legislature
State Bonds
(Dollars In Thousands)

Prty		New App	Reapp	
001	30003237	Green Hill School-Recreation Building: Replacement	29,962	0
003	40000534	Green Hill School - Baker North Remodel	6,624	0
004	40000533	Purchase Authority - Touchstone Group Home	800	0
002	30002736	Echo Glen-Housing Unit: Acute Mental Health Unit	0	7,000
002	40000400	Minor Works Preservation Projects: Statewide 2019-21	0	750
	Total	37,386	7,750	
Department of Corrections				
029	40000254	Minor Works - Preservation Projects	11,800	0
004	40000180	MCC: WSR Clinic Roof Replacement	8,508	825
019	40000380	WCC: Support Buildings Roof Replacement	7,000	0
017	30000738	MCC: TRU Roof Programs and Recreation Building	5,996	0
001	40000246	MCC: SOU and TRU - Domestic Water and HVAC Piping System	2,729	300
006	30001123	SW IMU Recreation Yard Improvement	1,500	900
018	40000255	LCC: Boiler Replacement	1,300	0
002	30000117	MCC: WSR Perimeter Wall Renovation	1,000	200
009	30000143	Washington Corrections Center: Transformers and Switches	0	16,435
008	30000130	CBCC: Boiler Replacement	0	7,000
007	30001124	CRCC Security Electronics Network Renovation	0	4,000
011	40000187	Minor Works - Preservation Projects	0	3,500
020	40000058	WCC: Reclaimed Water Line	0	1,871
012	92000039	WCCW: AC for MSU	0	1,250
003	92000037	WSP: Unit Six Roof Replacement	0	650
005	40000185	MCC: Sewer System HABU (Highest and Best Use)	0	500
013	30000654	WCC: Replace Roofs	0	500
	Total	39,833	37,931	
	Total Human Services	274,757	199,445	
Natural Resources				
Department of Ecology				
014	40000387	2021-23 Chehalis Basin Strategy	70,000	0
005	40000389	2021-23 Floodplains by Design	50,908	0
007	40000399	2021-23 Columbia River Water Supply Development Program	43,500	0
011	40000422	2021-23 Yakima River Basin Water Supply	42,000	0
008	40000397	2021-23 Streamflow Restoration Program	40,000	0
009	40000396	2021-23 Puget Sound Nutrient Reduction Grant Program	9,000	0
000	91000373	2021-23 Water Banking	5,000	0
017	40000391	2021-23 Sunnyside Valley Irrigation District Water Conservation	4,281	0
085	30000708	Swift Creek Natural Asbestos Flood Control and Cleanup	2,041	1,688
101	91000359	PFAS Pilot Project	750	400
033	40000209	2019-21 Chehalis Basin Strategy	0	62,458
034	40000129	2019-21 Floodplains by Design	0	46,163
037	40000152	2019-21 Columbia River Water Supply Development Program	0	33,470

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Prty		New App	Reapp	
038	40000177	2019-21 Streamflow Restoration Program	0	31,504
041	92000076	Storm Water Improvements	0	29,293
042	40000179	2019-21 Yakima River Basin Water Supply	0	26,212
045	40000116	2019-21 Centennial Clean Water Program	0	25,010
043	30000706	Floodplains by Design 2017-19	0	24,036
039	30000796	2017-19 Stormwater Financial Assistance Program	0	23,149
049	30000797	2015-17 Restored Stormwater Financial Assistance	0	21,257
048	30000705	2017-19 Centennial Clean Water program	0	17,403
046	30000712	Columbia River Water Supply Development Program	0	15,721
044	30000458	Remedial Action Grants	0	14,081
055	30000537	Floodplains by Design	0	10,094
062	91000343	Water Availability	0	7,943
068	40000111	2019-21 Sunnyside Valley Irrigation District Water Conservation	0	4,197
069	30000714	Watershed Plan Implementation and Flow Achievement	0	3,907
065	30000590	Yakima River Basin Water Supply	0	3,564
071	40000148	Lacey HQ Roof Replacement	0	2,947
075	30000673	Sunnyside Valley Irrigation District Water Conservation	0	2,657
077	30000704	2015-17 Restored Eastern Washington Clean Sites Initiative	0	2,342
081	91000347	Skagit Water	0	2,290
078	30000740	Water Irrigation Efficiencies Program	0	2,233
076	30000763	2015-17 Restored Clean Up Toxic Sites – Puget Sound	0	2,155
079	30000331	Watershed Plan Implementation and Flow Achievement	0	2,013
080	30000741	Eastern Regional Office Improvements and Stormwater Treatment	0	1,503
091	30000589	Sunnyside Valley Irrigation District Water Conservation	0	1,129
094	30000591	Watershed Plan Implementation and Flow Achievement	0	889
095	92000158	Port of Tacoma Arkema/Dunlap Mound	0	727
096	30000333	Dungeness Water Supply & Mitigation	0	639
073	30000427	Centennial Clean Water Program	0	543
104	19742006	Water Supply Facilities	0	295
106	40000207	Lacey HQ Facility Preservation Project—Minor Works	0	193
114	20042951	Twin Lake Aquifer Recharge Project	0	146
108	40000193	Zosel Dam Preservation	0	137
115	30000028	Watershed Plan Implementation and Flow Achievement	0	115
116	20052852	Quad Cities Water Right Mitigation	0	115
111	30000213	Watershed Plan Implementation and Flow Achievement	0	87
119	20081951	Transfer of Water Rights for Cabin Owners	0	57
		Total	267,480	424,762
Wa Pollution Liab Insurance Program				
005	30000669	Leaking Tank Model Remedies	0	639
State Parks and Recreation Comm				
000	92000017	2021-23 State Parks Capital Preservation Pool	39,500	0
028	40000153	Nisqually New Full Service Park	11,126	2,788

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Prty		New App	Reapp
024	40000364 Minor Works - Preservation 2021-23	7,000	0
004	40000218 Saint Edward Maintenance Facility	2,199	0
031	40000365 Minor Works - Program 2021-23	1,936	0
050	30000097 Fort Flagler - Welcome Center Replacement	1,446	0
095	40000371 Forest Health & Hazard Reduction 2021-23	800	0
000	91000434 Fort Flagler Campground Road Relocation	660	0
029	40000202 Nisqually Day Use Improvements	383	0
064	40000188 Fort Flagler Historic Theater Restoration	196	0
000	92000014 State Parks Capital Preservation Pool	0	11,239
000	30000820 Kopachuck Day Use Development	0	4,914
000	30000519 Willapa Hills Trail Develop Safe Multi-Use Trail Crossing at SR 6	0	4,902
000	30000532 Schafer Relocate Campground	0	3,978
000	30000984 Lake Sammamish Sunset Beach Picnic Area	0	2,383
009	30000959 Mount Spokane - Maintenance Facility Relocation from Harms Way	0	1,834
000	40000010 Statewide Fish Barrier Removal	0	1,605
000	40000151 Preservation Minor Works 2019-21	0	1,139
000	30000951 Field Spring Replace Failed Sewage Syst & Non-ADA Comfort Station	0	1,023
000	30000872 Lake Sammamish Dock Grant Match	0	938
000	30000416 Lake Chelan State Park Moorage Dock Pile Replacement	0	821
006	30000981 Penrose Point Sewer Improvements	0	629
000	30000978 Minor Works - Facilities and Infrastructure	0	338
027	30000305 Sun Lakes State Park: Dry Falls Campground Renovation	0	305
000	92000016 St. Edward Environmental Education and Research Center	0	264
122	30001019 Statewide New Park	0	256
013	30000983 Palouse Falls Day Use Area Renovation	0	217
000	30000155 Fort Simcoe - Historic Officers Quarters Renovation	0	208
000	30000729 Steamboat Rock Build Dunes Campground	0	200
000	30001076 Steptoe Butte Road Improvements	0	178
055	40000016 Statewide Electric Vehicle Charging Stations	0	175
045	30001016 Statewide Water System Renovation	0	103
047	30001018 Statewide Electrical System Renovation	0	100
008	40000162 Palouse to Cascade Trail - Crab Creek Trestle Replacement	0	79
014	30000876 Birch Bay - Repair Failing Bridge	0	55
000	91000433 Comfort Station Pilot Project	0	54
155	30000950 Fort Worden - Pier & Marine Learning Center Improve or Replace	0	26
	Total	65,246	40,751
Rec/Conserv Funding Board			
001	40000019 2021-23 - Washington Wildlife Recreation Grants	100,000	0
014	40000031 2021-23 - Puget Sound Acquisition and Restoration	52,807	0
008	40000021 2021-23 - Salmon Recovery Funding Board Programs	30,000	0
031	40000035 2021-23 - Brian Abbott Fish Barrier Removal Board	26,795	0
029	40000047 2021-23 - Community Forest Grant Program	16,299	0

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Prty		New App	Reapp
034	40000045 2021-23 - Puget Sound Estuary and Salmon Restoration Program	15,708	0
019	40000027 2021-23 - Youth Athletic Facilities	11,227	0
039	40000033 2021-23 - Washington Coastal Restoration Initiative	10,313	0
024	40000029 2021-23 - Aquatic Lands Enhancement Account	9,100	0
000	40000050 2021-23 - Family Forest Fish Passage Program	5,957	0
023	40000049 2021-23 - Outdoor Recreation Equity	4,000	0
041	91000958 Upper Quinault River Restoration Project	1,000	1,359
000	92000448 Statewide Multi-modal Trails Database	200	0
002	40000002 2019-21 - Washington Wildlife Recreation Grants	0	55,254
015	40000009 2019-21 - Puget Sound Acquisition and Restoration	0	32,525
003	30000409 2017-19 Washington Wildlife Recreation Grants	0	30,926
032	40000012 2019-21 - Brian Abbott Fish Barrier Removal Board	0	19,822
009	40000004 2019-21 - Salmon Recovery Funding Board Programs	0	17,918
016	30000414 Puget Sound Acquisition and Restoration	0	16,640
040	40000011 2019-21 - Washington Coastal Restoration Initiative	0	10,000
004	30000220 Washington Wildlife Recreation Grants	0	8,704
020	40000007 2019-21 - Youth Athletic Facilities	0	7,597
035	40000010 2019-21 - Puget Sound Estuary and Salmon Restoration Program	0	6,947
025	40000008 2019-21 - Aquatic Lands Enhancement Account	0	6,044
059	92000131 Recreation & Conservation Office Recreation Grants	0	5,991
042	30000420 Washington Coastal Restoration Initiative	0	5,769
044	40000017 2019-21 Family Forest Fish Passage Program	0	3,767
005	30000205 Washington Wildlife Recreation Grants	0	3,407
033	91000566 Brian Abbott Fish Passage Barrier Removal Board	0	3,198
036	30000415 Puget Sound Estuary and Salmon Restoration Program	0	3,020
027	30000413 Aquatic Lands Enhancement Account	0	2,732
017	30000226 Puget Sound Acquisition and Restoration	0	1,792
011	30000221 Salmon Recovery Funding Board Programs	0	1,778
010	30000408 Salmon Recovery Funding Board Programs	0	1,642
021	30000412 Youth Athletic Facilities	0	1,302
022	30000224 Youth Athletic Facilities	0	1,296
018	30000211 Puget Sound Acquisition and Restoration	0	903
030	92000447 2019-21 Community Forest Pilot	0	675
006	30000139 Washington Wildlife Recreation Grants	0	637
038	30000212 Puget Sound Estuary and Salmon Restoration Program	0	226
046	30000233 Family Forest Fish Passage Program	0	160
043	91000448 Coastal Restoration Grants	0	152
045	40000001 Family Forest Fish Passage Program	0	106
037	30000227 Puget Sound Estuary and Salmon Restoration Program	0	82
	Total	283,406	252,371
<i>State Conservation Commission</i>			
004	40000017 2021-23 Regional Conservation Partnership Program (RCP) Match	7,000	0

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Prty		New App	Reapp
001	40000016 2021-23 Natural Resource Investment for the Economy & Environment	4,000	0
002	40000013 2021-23 Conservation Reserve Enhancement Program (CREP)	4,000	0
005	40000018 2021-23 Improve Shellfish Growing Areas	3,500	0
006	40000014 2021-23 Water Irrigation Efficiencies Program	2,000	0
000	40000006 2019-21 Match for Federal RCPP	0	5,123
000	92000004 Conservation Commission Ranch & Farmland Preservation Projects	0	4,662
000	40000009 2019-21 Water Irrigation Efficiencies Program	0	3,880
000	92000013 Match for Federal RCPP Program 2017-19	0	3,033
000	40000005 2019-21 Natural Resource Investments	0	2,367
000	40000004 2019-21 Improve Shellfish Growing Areas	0	1,970
000	91000017 2019-21 CREP Riparian Cost Share - State Match	0	1,800
000	91000009 CREP Riparian Cost Share - State Match 2017-19	0	1,553
000	91000015 2019-21 CREP Riparian Contract Funding	0	629
	Total	20,500	25,017

Department of Fish and Wildlife

012	30000671 Naselle Hatchery Renovation	15,000	2,600
014	30000830 Hurd Creek - Relocate Facilities out of Floodplain	11,894	200
001	40000089 Minor Works Preservation 21-23	8,990	0
013	40000004 Wiley Slough Dike Raising	5,481	900
005	40000146 SRKW - Kendall Creek Hatchery Modifications	4,317	0
008	30000661 Soos Creek Hatchery Renovation	3,695	1,400
007	40000148 SRKW - Voights Creek Hatchery Modifications	3,551	0
002	40000092 Minor Works Program 21-23	2,928	0
009	30000663 Spokane Hatchery Renovation	2,800	0
003	30000660 Wallace River Hatchery - Replace Intakes and Ponds	1,500	12,280
000	92000050 Shrubsteppe and Rangeland Cooperative Wildlife Fencing	1,500	0
024	30000662 Cooperative Elk Damage Fencing	1,200	300
023	30000826 Snow Creek Reconstruct Facility	900	70
000	92000049 Naches Rearing Ponds	600	0
015	30000827 Forks Creek Hatchery - Renovate Intake and Diversion	511	2,420
004	40000145 SRKW - New Cowlitz River Hatchery	300	0
011	40000021 Toutle River Fish Collection Facility - Match	239	6,371
006	40000147 SRKW - Sol Duc Hatchery Modifications	200	0
077	30000277 Minter Hatchery Intakes	0	7,833
078	30000276 Samish Hatchery Intakes	0	4,500
072	30000846 PSNERP Match	0	2,750
085	40000007 Minor Works Preservation 2019-21	0	2,400
025	20062008 Deschutes Watershed Center	0	2,387
079	40000025 Snohomish County Wildlife Rehabilitation Facility (PAWS)	0	2,000
084	40000008 Minor Works Programmatic 2019-21	0	1,750
010	30000665 Hazard Fuel Reductions, Forest Health and Ecosystem Improvement	0	1,130

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Prty		New App	Reapp
020	30000214 Eells Spring Hatchery Renovation	0	789
018	30000481 Wooten Wildlife Area Improve Flood Plain	0	750
078	30000756 Minor Works Preservation	0	600
083	40000005 Scatter Creek Wildlife Area Fire Damage	0	550
016	30000848 Kalama Falls Hatchery Replace Raceways and PA System	0	519
085	30000723 Eells Springs Production Shift	0	500
075	91000151 Lake Rufus Woods Fishing Access	0	347
080	30000844 Dungeness Hatchery - Replace Main Intake	0	300
083	30000782 Minor Works - Programmatic	0	265
074	92000019 Leque Island Highway 532 Road Protection	0	160
081	30000664 Edmonds Pier Renovation	0	146
022	40000087 Region 1 Office - Construct Secure Storage	0	57
	Total	65,606	56,274

Department of Natural Resources

018	40000077 2021-23 Forestry Riparian Easement Program	6,000	0
020	40000085 2021-23 State Forest Land Replacement	4,500	0
022	40000025 Airway Heights Facility Replacement	4,200	0
012	40000093 2021-23 Natural Areas Facilities Preservation and Access	4,005	0
005	40000079 2021-23 Puget Sound Corps	4,000	0
006	40000088 2021-23 Sustainable Recreation	3,248	0
003	40000075 2021-23 Derelict Vessel Removal Program	2,250	0
014	40000070 2021-23 Minor Works Preservation	2,183	0
008	40000092 2021-23 Road Maintenance and Abandonment Planning	1,878	0
009	40000056 Grouse Ridge Fish Barriers & RMAP Compliance	1,730	3,210
019	40000081 2021-23 Rivers and Habitat Open Space Program	1,419	0
015	40000071 2021-23 Minor Works Programmatic	1,370	0
010	40000086 2021-23 Structurally Deficient Bridges	1,050	0
023	40000072 Longview Fire Station Purchase	995	0
000	92000037 DNR and Camp Colman Collaboration	900	0
011	40000083 2021-23 School Seismic Safety	590	0
024	40000073 Webster Nursery Seed Plant Replacement	220	0
016	40000074 2021-23 Community Forests	200	0
000	92000038 Trust Land Transfer Stakeholder Report	75	0
029	40000049 Forest Hazard Reduction	0	5,979
033	40000037 Road Maintenance and Abandonment Plan (RMAP)	0	2,184
038	40000034 Trust Land Transfer Program	0	1,675
040	91000099 Port of Willapa Harbor Energy Innovation District Grant	0	1,400
036	40000038 Teanaway	0	1,220
037	40000052 Forest Riparian Easement Program (FREP)	0	600
000	92000034 Administrative Site/Minor Works Pool	0	500
030	40000051 Large Vessel Removals	0	300
035	40000046 Natural Areas Facilities 2019-21	0	295
032	40000044 Sustainable Recreation	0	155
039	40000033 Omak Consolidation, Expansion and Relocation	0	107

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Prty		New App	Reapp
	Total	40,813	17,625
<i>Department of Agriculture</i>			
000	92000005 2021-23 WA State Fairs Health and Safety Grants	8,005	0
000	92000004 2019-21 Grants to Improve Safety and Access at Fairs	0	190
	Total	8,005	190
	Total Natural Resources	751,056	817,629
<i>Transportation</i>			
<i>Washington State Patrol</i>			
004	30000171 FTA Emergency Power Generator Replacement	875	0
010	40000034 FTA - Student Dormitory HVAC	325	0
006	40000031 FTA Minor Works and Repairs	225	0
	Total	1,425	0
<i>Higher Education</i>			
<i>University of Washington</i>			
006	40000038 Behavioral Health Teaching Facility	200,750	6,000
002	30000492 College of Engineering Interdisciplinary/Education Research Ctr	45,400	0
004	20102002 UW Tacoma	36,000	0
003	40000049 Magnuson Health Sciences Phase II- Renovation/Replacement	5,000	1,000
000	91000027 UWMC NW - Campus Behavioral Health Renovation	2,000	0
004	30000378 UW Bothell	0	70,000
001	30000486 Health Sciences Education - T-Wing Renovation/Addition	0	24,000
005	91000016 Ctr for Advanced Materials and Clean Energy Research Test Beds	0	15,000
	Total	289,150	116,000
<i>Washington State University</i>			
005	30000840 WSU Vancouver - Life Sciences Building	52,600	1,100
006	40000012 Spokane-Biomedical and Health Sc Building Ph II	15,000	0
003	40000271 Johnson Hall Replacement	8,000	0
004	40000272 Campus Fire Protection and Domestic Water Reservoir	8,000	0
009	30001326 Washington State University Pullman - STEM Teaching Labs	2,500	0
007	40000284 Pullman Sciences Building	500	0
099	30001322 Global Animal Health Building	0	2,500
099	30001190 WSU Tri-Cities - Academic Building	0	750
	Total	86,600	4,350
<i>Eastern Washington University</i>			
004	30000507 Science Renovation	45,000	6,000
002	40000070 Infrastructure Renewal III	10,000	0
002	40000016 Infrastructure Renewal II	0	11,000

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Prty		New App	Reapp
004	40000036 Albers Court Improvements	0	4,000
003	30000001 Interdisciplinary Science Center	0	3,000
	Total	55,000	24,000
<i>Central Washington University</i>			
001	40000009 Health Education	55,505	1,800
003	40000081 Humanities & Social Science Complex	5,205	0
002	40000075 Chiller Addition	3,189	0
010	40000083 Minor Works Preservation 2021 - 2023	962	0
000	30000456 Nutrition Science	0	17,500
000	40000041 Minor Works Preservation: 2019-21	0	210
	Total	64,861	19,510
<i>The Evergreen State College</i>			
004	30000125 Seminar I Renovation	3,000	0
010	40000034 Minor Works Preservation	1,945	0
	Total	4,945	0
<i>Western Washington University</i>			
001	30000872 Electrical Engineering/Computer Science Building	51,000	500
005	30000912 Coast Salish Longhouse	3,000	0
003	30000911 2021-23 Classroom & Lab Upgrades	2,500	0
008	30000604 Access Control Security Upgrades	1,500	0
013	30000768 Sciences Building Addition & Renovation	0	30,987
014	30000869 2019-21 Classroom & Lab Upgrades	0	400
	Total	58,000	31,887
<i>Community/Technical College System</i>			
011	30000135 Clark College: North County Satellite	53,230	5,287
014	30000136 Everett Community College: Learning Resource Center	48,084	1,283
016	30000127 Grays Harbor College: Student Services and Instructional Building	44,026	2,201
008	30000990 Shoreline: Allied Health, Science & Manufacturing Replacement	43,848	106
000	92000035 Minor Works - Infrastructure and Program	40,000	0
026	40000168 Bellevue: Center for Transdisciplinary Learning and Innovation	39,942	2,630
022	40000293 Pierce Puyallup: STEM building	38,600	3,069
004	40000308 Minor Repairs - Facility	32,466	0
019	30001451 North Seattle Library Building Renovation	30,519	759
009	30001458 Spokane Falls: Fine and Applied Arts Replacement	19,342	19,354
021	30001452 Walla Walla Science and Technology Building Replacement	9,483	343
099	40000515 2021-23 Career Preparation and Launch Grants	5,000	0
023	40000204 Renton: Health Sciences Center	3,997	0
003	40000361 Minor Repairs - Roof	3,771	0
020	40000114 Edmonds: Triton Learning Commons	3,656	0
017	40000107 Spokane: Apprenticeship Center	3,368	0

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Prty		New App	Reapp	
012	40000198	Wenatchee: Center for Technical Education and Innovation	3,266	0
015	40000106	Lower Columbia: Center for Vocational and Transitional Studies	3,206	0
005	40000409	Minor Works - Site	3,163	0
018	40000222	Cascadia: CC5 Gateway building	3,096	0
013	40000214	Shoreline: STE(A)M Education Center	3,039	0
010	40000104	Tacoma: Center for Innovative Learning and Engagement	2,992	0
024	40000109	Centralia: Teacher Education and Family Development Center	2,268	0
025	40000110	Skagit: Library/Culinary Arts Building	2,257	0
000	30000987	Pierce Fort Steilacoom: Cascade Building Renovation - Phase 3	0	31,138
000	30000989	Bates: Medical Mile Health Science Center	0	19,702
000	30000988	South Seattle: Automotive Technology Renovation and Expansion	0	13,043
007	30000985	Wenatchee Valley: Wells Hall Replacement	0	12,327
000	30000986	Olympic: Shop Building Renovation	0	8,421
000	30000138	Whatcom Community College: Learning Commons	0	5,790
006	40000112	Minor Works - Program	0	4,057
000	40000169	Facility Repairs	0	2,627
029	40000130	Bates: Fire Service Training Center	0	2,559
031	40000103	Olympic Innovation and Technology Learning Center	0	2,552
028	40000102	Lake Washington: Center for Design	0	2,492
000	30000983	Highline: Health and Life Sciences	0	845
005	40000173	Site Repairs	0	752
000	30000982	Spokane: Main Building South Wing Renovation	0	657
032	40000190	Everett: Baker Hall Replacement	0	212
000	30000137	Edmonds Community College: Science, Engineering, Technology Bldg	0	124
017	30000129	North Seattle Community College: Technology Building Renewal	0	93
016	30000122	Olympic College: College Instruction Center	0	63
000	30000981	Big Bend: Professional-Technical Education Center	0	48
		Total	442,619	142,534
		Total Higher Education	1,001,175	338,281

K-12 Schools

Supt of Public Instruction

001	40000034	2021-23 School Construction Assistance Program	702,657	0
017	40000003	2017-19 School Construction Assistance Program	71,446	0
006	40000054	2021-23 School Seismic Safety Retrofit Program	40,000	0
004	40000039	2021-23 Small District and Tribal Compact Schools Modernization	30,113	0
012	40000048	Pierce County Skills Center - Evergreen Building Modernization	9,830	0
000	92000917	2021-23 Distressed Schools	8,712	0
007	40000052	2021-23 School District Health and Safety	4,070	0
000	91000465	2021-23 Healthy Kids-Healthy Schools: Remediation of Lead	3,328	0
010	40000040	2021-23 Skills Centers Minor Works	1,556	0
015	40000051	Puget Sound Skills Center Preservation	1,024	0

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Prty		New App	Reapp	
013	40000050	Seattle Public Schools Skills Center - Rainier Beach High School	300	0
017	40000013	2019-21 School Construction Assistance Program - Maintenance Lvl	0	612,878
017	92000041	Distressed Schools	0	28,861
017	92000142	2019-21 Distressed Schools	0	23,356
017	92000039	K-3 Class-size Reduction Grants	0	19,654
017	92000148	2019-21 School Seismic Safety Retrofit Program	0	13,190
017	92000140	2019-21 STEM Grants	0	6,660
017	92000139	2019-21 Small District Modernization Grants	0	6,190
017	92000040	Small Rural District Modernization Grants	0	1,867
017	30000145	2013-15 School Construction Assistance Program - Maintenance	0	1,529
017	40000023	Skills Centers Minor Works	0	1,205
017	30000203	STEM Classrooms and Labs	0	961
017	40000019	School District Health and Safety 2019-21	0	842
017	92000123	Everett Pathways to Medical Education	0	513
017	30000197	Tri-Tech Skill Center - Core Growth	0	415
017	40000015	West Sound Technical Skills Center Modernization	0	274
013	30000182	Emergency Repairs and Equal Access Grants for K-12 Public Schools	0	184
013	92000007	Puget Sound Skills Center	0	3
		Total	873,036	718,582
Other Education				
<i>State School for the Blind</i>				
001	30000107	Independent Living Skills Center	7,636	700
002	40000015	21-23 Campus Preservation	475	0
003	40000004	Minor Works: Campus Preservation 2019-21	0	200
		Total	8,111	900
<i>WA St. Center for Child Deafness</i>				
001	30000036	Academic and Physical Education Building	49,439	5,000
002	30000047	Minor Works: Preservation 2021-23	245	0
		Total	49,684	5,000
<i>Washington State Arts Commission</i>				
001	92000002	Yakima Sun Dome Reflectors	508	0
002	30000002	Creative Districts Capital Construction Projects	412	0
		Total	920	0
<i>Washington State Historical Society</i>				
001	40000099	Heritage Capital Grant Projects 2021-2023	8,816	0
003	40000136	Preservation - Minor Works 2021-23	2,500	0
002	40000145	Great Hall Core Exhibit Renewal	1,326	0
000	40000014	Heritage Capital Grant Projects: 2019-21	0	4,400

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Prty		New App	Reapp
000	30000297 Heritage Capital Grants Projects	0	1,800
000	40000086 Minor Works - Preservation: 2019-21	0	700
000	30000288 Minor Works - Preservation	0	150
000	91000008 Black History Commemoration	0	75
	Total	12,642	7,125
 <i>East Wash State Historical Society</i>			
001	40000017 Campbell and Carriage House Repairs and Restoration	956	618
002	40000041 Minor Works: Preservation 2021-23	778	0
003	40000048 Minor Works: Program 2021-23	75	0
010	40000026 Minor Works - Preservation: 2019-21	0	692
	Total	1,809	1,310
	 Total Other Education	 73,166	 14,335
	 Statewide Total	 3,943,116	 2,857,121

B0001

June 10, 2021 4:02 PM

- **Counsel and Advisors.**

Bond Counsel: William Tonkin, Foster Garvey PC
Financial Advisor: Robert Shelley, Piper Sandler & Co
Natalie Perkins, Montague DeRose and Associates LLC

EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1247

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 \$4,394,000,000 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: JULY 14, 2021

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STATE FINANCE COMMITTEE

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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, or Acting 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.

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 \$4,394,000,000. 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.

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 15th day of the month preceding the interest payment 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 day the notice is mailed, 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 15 days preceding any 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, [s]he 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 [s]he deems necessary or desirable.

If the Deputy State Treasurer determines to sell Bonds by means of a negotiated sale, [s]he 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.

[remainder of page intentionally left blank]

Section 26. 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 14th day of July, 2021.

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.....	107,525,000	69,475,000	38,050,000	-
Ch. 167 -- Laws of 2006, Regular Sess.....	164,060,000	140,390,000	23,670,000	2,500,000
Ch. 179 -- Laws of 2008, Regular Sess.....	72,370,000	69,825,000	2,545,000	-
Ch. 6 -- Laws of 2009, Regular Sess.....	42,535,000	33,860,000	8,675,000	-
Ch. 3 -- Laws of 2018, Regular Sess.....	3,230,230,000	2,081,725,000	1,148,505,000	905,190,000
Ch. 414 -- Laws of 2019, Regular Sess.....	3,200,926,000	554,055,000	2,646,871,000	1,437,123,951
Ch. 331 -- Laws of 2021, Regular Sess.....	3,971,290,793	-	3,971,290,793	2,049,186,049
<i>Subtotal</i>	\$ 10,788,936,793	\$ 2,949,330,000	\$ 7,839,606,793	\$ 4,394,000,000

Exhibit 1B -- Chapter and Laws with Fund Detail

Bonds	Ch	Laws	Sess	Sec	Autho	Debt		Taxable	Capital Fund Name
						OST	Service Fund		
						Number*	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	102(a)	1354	380	057		State Building Construction Account
GO	3	2018	1R	102(b)	1354	380	355	Yes	State Taxable Building Const. 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

*** 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
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. 1247 of such Committee, adopted at an open public meeting thereof held on this 14th day of July, 2021, 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: July 14, 2021.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 3 -

State Finance Committee

July 14, 2021 Meeting



State of Washington
STATE FINANCE COMMITTEE

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

July 14, 2021

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. 1248** authorizes the issuance and sale of State of Washington Motor Vehicle Fuel Tax General Obligation Bonds

Proposed Resolution No. 1248 authorizes the issuance of State of Washington Motor Vehicle Fuel Tax General Obligation Bonds, in a principal amount not to exceed \$263,339,000 for the purpose of providing funds to pay and reimburse state expenditures for various transportation 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. 1248 also authorizes the Deputy State Treasurer to establish the method of sale of the bonds and the State Treasurer to adopt bond sale resolutions.

The Bonds will be used to fund various transportation capital projects throughout the state as authorized by the 2021-23 Transportation Budget. Issuance is currently planned on a semi-annual schedule. Examples of projects to be funded in part by bond proceeds for the 2021-23 Biennium are attached. Bond proceeds are to be deposited in the following funds:

Fund Number	Fund Name	Total 2021-23 Amount
09H	Transportation Partnership Account	180,864,000
215	Special Category C Account	82,475,000
TOTAL		263,339,000

The issuance is expected to be allocated to the bond authorizations as shown in the table below:

Chapter and Laws (Bond Authorizations)	Bonds			Preliminary Allocation
	Authorized 6/30/2021	Issued 6/30/2021	Unissued 6/30/2021	
Ch. 83 -- Laws of 1967, 1st Ex. Sess.....	98,395,000	55,825,000	42,570,000	-
Ch. 293 -- Laws of 1990.....	15,000,000	13,400,000	1,600,000	-
Ch. 431 -- Laws of 1993, as amended.....	340,625,000	134,512,709	206,112,291	82,475,000
Ch. 432 -- Laws of 1993.....	81,280,000	6,085,000	75,195,000	-
Ch. 440 -- Laws of 1993.....	31,660,000	24,150,000	7,510,000	-
Ch. 15 -- Laws of 1995, 2nd Sp. Sess.....	11,200,000	4,990,000	6,210,000	-
Ch. 321 -- Laws of 1998.....	1,127,890,000	1,097,396,712	30,493,288	-
Ch. 147 -- Laws of 2003.....	1,802,065,000	1,589,573,877	212,491,123	-
Ch. 315 -- Laws of 2005.....	4,555,445,000	3,327,013,336	1,228,431,664	180,864,000
Total.....	8,063,560,000	6,252,946,634	1,810,613,366	263,339,000

Examples of projects to be funded in part by bond proceeds for the 2021-23 Biennium:

Western Washington

I-5/Tacoma HOV Improvements: This segment of I-5 experiences congestion and mobility problems due to high traffic volumes and is identified as part of the core HOV program. This project constructs HOV lanes from South 48th Street to the King County line.

Alaskan Way Viaduct: The Alaskan Way Viaduct, an elevated section of State Route 99 in Seattle, was built in the 1950s. The elevated highway was damaged during the region's 2001 Nisqually earthquake and studies indicate that it may collapse if another major earthquake occurs. The structure was replaced with a two-mile-long bored tunnel and other improvements along the SR 99 corridor. Now that the SR 99 tunnel has opened and the viaduct has been demolished, the City of Seattle will build a new waterfront Alaskan Way surface street linking the tunnel's south end with the waterfront and downtown.

Eastern Washington

I-90/Snoqualmie Pass East - Hyak to Keechelus Dam - Corridor Improvement: The section of I-90 between Hyak and Lake Keechelus Dam experiences congestion due to increasing traffic volumes and closures for avalanche control. By adding lanes to this section and realigning the roadway, the project will decrease congestion, minimize closures due to avalanche control, and increase safety.

SR 28/E Wenatchee - Access Control: Access to SR 28 from the local roadway network between the Columbia River and SR 28, immediately south of US 2/97, is provided by stop-controlled intersections that have mobility and safety performance opportunities. Recent safety improvements at the intersection of US 2/97 and SR 28 altered to Cascade Avenue, leaving westbound travelers in this area to access the highway network at these stop-controlled intersections along SR 28. Constructing a roundabout at SR 28 and 35th St and revising access to Cascade Avenue at US 2/97 to right-in only will improve safety, access to local roadway network, and aide access for future economic development in the area.

Ferries

New Vessel - 144 Hybrid Electric: Includes design for a hybrid vessel.

- **Counsel and Advisors.**

Bond Counsel:	William Tonkin, Foster Garvey PC
Financial Advisor:	Robert Shelley, Piper Sandler & Co Natalie Perkins, Montague DeRose and Associates LLC

Office of the State Treasurer

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EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1248

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$263,339,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY AND REIMBURSE STATE EXPENDITURES FOR VARIOUS TRANSPORTATION 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: JULY 14, 2021

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

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1248

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON PROVIDING FOR THE ISSUANCE OF MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$263,339,000 FOR THE PURPOSE OF PROVIDING FUNDS TO PAY AND REIMBURSE STATE EXPENDITURES FOR VARIOUS TRANSPORTATION 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 motor vehicle fuel tax 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 Motor Vehicle Bonds means the aggregate principal amount of the motor vehicle fuel tax 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 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, or Acting 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 the Transportation Partnership Account and the Special Category C Account, each in the Motor Vehicle Fund of the State, as applicable.

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 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 Motor Vehicle 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 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 \$263,339,000. 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.

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 15th day of the month preceding the interest payment 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 day the notice is mailed, 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 Tax on Motor Vehicle and Special Fuels. 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 motor vehicle and special fuels imposed by Chapter 82.38 RCW. On behalf of the State and as a part of the contract of sale of the Bonds, the proceeds of such excise taxes 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 those excise taxes on motor vehicle and special fuels 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.

The charge on such excise taxes for payment of the Bonds shall be equal to the charge on such excise taxes 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 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 Authorized Motor Vehicle 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 portion 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 all collections of motor vehicle and special fuel excise taxes levied pursuant to Chapters 82.36 and 82.38 RCW and 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 Motor Vehicle 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 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 15 days preceding any 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, [s]he 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 [s]he deems necessary or desirable.

If the Deputy State Treasurer determines to sell Bonds by means of a negotiated sale, [s]he 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 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 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, 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.

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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 14th day of July, 2021.

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 6/30/2021	Issued 6/30/2021	Unissued 6/30/2021	
Ch. 83 -- Laws of 1967, 1st Ex. Sess.....	98,395,000	55,825,000	42,570,000	-
Ch. 293 -- Laws of 1990.....	15,000,000	13,400,000	1,600,000	-
Ch. 431 -- Laws of 1993, as amended.....	340,625,000	134,512,709	206,112,291	82,475,000
Ch. 432 -- Laws of 1993.....	81,280,000	6,085,000	75,195,000	-
Ch. 440 -- Laws of 1993.....	31,660,000	24,150,000	7,510,000	-
Ch. 15 -- Laws of 1995, 2nd Sp. Sess.....	11,200,000	4,990,000	6,210,000	-
Ch. 321 -- Laws of 1998.....	1,127,890,000	1,097,396,712	30,493,288	-
Ch. 147 -- Laws of 2003.....	1,802,065,000	1,589,573,877	212,491,123	-
Ch. 315 -- Laws of 2005.....	4,555,445,000	3,327,013,336	1,228,431,664	180,864,000
Total.....	8,063,560,000	6,252,946,634	1,810,613,366	263,339,000

Exhibit 1B -- Chapter and Laws with Fund Detail

Bonds	Ch	Laws	Sess	Sec	Autho	Debt		Taxable	Capital Fund Name	
						OST	Service			Capital
						Number*	Fund			Fund
MVFT GO	083	1967	1S		320	305	144		Transportation Improvement Account	
MVFT GO	293	1990		1	391	303	108		Motor Vehicle Account	
MVFT GO	431	1993		(1)	445	303	215		Special Category C Account	
MVFT GO	432	1993		(1.1)-(1.3)	446	303	108		Motor Vehicle Account	
MVFT GO	440	1993			444	305	144		Transportation Improvement Account	
MVFT GO	015	1995			450	303	108		Motor Vehicle Account	
MVFT GO	321	1998	1R	16	464	303	108		Motor Vehicle Account	
MVFT GO	147	2003	1R	(1)	799	303	550		Transportation 2003 Account	
MVFT GO	315	2005	1R	(1)	841	303	09H		Transportation Partnership Account	
* Fund Definitions										
108	Motor Vehicle Account									
112	Urban Arterial Trust Account									
144	Transportation Improvement 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. 1248 of such Committee, adopted at an open public meeting thereof held on this 14th day of July, 2021, 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: July 14, 2021.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 4 -

State Finance Committee

July 14, 2021 Meeting



State of Washington
STATE FINANCE COMMITTEE

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

July 14, 2021

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. 1249** authorizes the issuance and sale of State of Washington General Obligation Refunding Bonds

Proposed Resolution No. 1249 authorizes the issuance of State of Washington Various Purpose General Obligation Refunding Bonds, in a principal amount not to exceed \$4,154,745,000, and State of Washington Motor Vehicle Fuel Tax General Obligation Refunding Bonds, in a principal amount not to exceed \$2,195,055,000, 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. Resolution No. 1249 also authorizes the Deputy State Treasurer to establish the method of sale of bonds and the State Treasurer to adopt bond sale resolutions.

Proposed Resolution No. 1249 is an omnibus refunding resolution that updates the authority to refund all outstanding refundable bonds. As of July 14, 2021, there are a total of \$14,032,625,000 of callable bonds outstanding, reflecting all callable 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. Refundings are executed in accordance with the Committee's Debt Issuance Policy which establishes refunding savings thresholds.

With several years of very low interest rates, multiple refundings have been executed over the last few years to reduce the state's borrowing costs. Refundings over the last ten years have reduced debt service costs by more than \$1.68 billion on a nominal basis and around \$1.37 billion on a present value basis (see table below).

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

Series	Sales Date	Purpose	Par Value	True Interest Cost (TIC)	Debt Service Savings	
					Total	PV Total
R-2012A	10/13/2011	Various Purpose	461,380,000	2.5114%	58,439,978	48,667,309
R-2012B	10/13/2011	MVFT	42,330,000	3.3025%	3,865,887	2,941,936
R-2012C	1/31/2012	Various Purpose	733,705,000	2.6178%	145,607,951	114,686,266
R-2012D	1/31/2012	MVFT	271,055,000	2.5692%	50,396,398	40,492,402
R-2013T	7/18/2012	General Obligation	78,295,000	0.4907%	6,437,000	6,391,628
R-2013A	8/7/2012	Various Purpose	352,220,000	2.5836%	43,459,773	34,684,941
R-2013B	8/7/2012	MVFT	380,390,000	2.5113%	50,618,398	39,651,495
R-2013C	1/23/2013	Various Purpose	666,680,000	2.3587%	76,295,900	60,934,341
R-2013D	1/23/2013	MVFT	159,405,000	2.6584%	23,220,886	18,507,731
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
			10,518,140,000		1,676,698,270	1,370,022,104

Office of the State Treasurer

- **Counsel and Advisors.**

Bond Counsel: William Tonkin, Foster Garvey PC
Financial Advisor: Robert Shelley, Piper Sandler & Co
Natalie Perkins, Montague DeRose and Associates LLC

EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1249

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 \$4,154,745,000 AND MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION REFUNDING BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$2,195,055,000, 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: JULY 14, 2021

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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. 1249

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 \$4,154,745,000 AND MOTOR VEHICLE FUEL TAX GENERAL OBLIGATION REFUNDING BONDS OF THE STATE, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$2,195,055,000, 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, the Committee deems it necessary and advisable that the issuance and sale of not to exceed \$4,154,745,000 in State various purpose general obligation refunding bonds and not to exceed \$2,195,055,000 in motor vehicle fuel tax general obligation 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 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, or Acting 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 Bonds means the Motor Vehicle Fuel Tax General Obligation Refunding Bonds described in Section 3(b) of this resolution.

MVFT 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.

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 Bond Sale Resolutions.

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 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, does not exceed \$4,154,745,000.

(b) MVFT Bonds. The MVFT Bonds shall be designated the “State of Washington Motor Vehicle Fuel Tax 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 Bonds, does not exceed \$2,195,055,000.

(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.

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 15th day of the month preceding the interest payment 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 day the notice is mailed, 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 Bonds.

(i) Pledge of Full Faith and Credit. The MVFT 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 Bonds and unconditionally promises to pay that principal and interest as the same shall become due.

(ii) Pledge of Excise Tax on Motor Vehicle and Special Fuels. The principal and interest on the MVFT 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 motor vehicle and special fuels imposed by Chapter 82.38 RCW. On behalf of the State and as a part of the contract of sale of the MVFT Bonds, the proceeds of such excise taxes are pledged to the payment of any MVFT Bonds and the interest thereon, and in the Refunded Bond Authorization Statutes the Legislature has agreed to continue to impose those excise taxes on motor vehicle and special fuels 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 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 as specified in the applicable Refunded Bond Authorization Statutes proves insufficient to meet the requirements for bond retirement or interest on any such MVFT Bonds.

The charge on such excise taxes for payment of the Bonds shall be equal to the charge on such excise taxes 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 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 Bond Fund.

(a) Deposits into the MVFT 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 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 Bonds. Payments into the MVFT 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 Bond Fund such amounts as are required to pay debt service on such MVFT Bonds.

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

Any surplus money in the MVFT Bond Fund may, in the discretion of the Committee, be used to redeem any bonds payable from the MVFT Bond Fund (subject to

applicable bond covenants) prior to scheduled maturities or may remain in the MVFT Bond Fund to reduce requirements upon the fuel tax portion of the Motor Vehicle Fund.

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

(b) Payments from the MVFT 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 Bond Fund, sums sufficient to pay the principal of and interest coming due on MVFT Bonds then outstanding. For purposes of this Section 9, principal of the outstanding MVFT 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 Bond Fund and paid to the Bond Registrar, for purposes of effecting the payment of the MVFT Bonds or the mandatory redemption of Term Bonds, is subject to reduction arising from the State's purchase or optional redemption of the MVFT 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 all payments made into and out of the MVFT Bond Fund and such records shall be made available for inspection at any reasonable time by the Registered Owners of any of the MVFT 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 15 days preceding any 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, [s]he 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 [s]he deems necessary or desirable.

If the Deputy State Treasurer determines to sell Bonds by means of a negotiated sale, [s]he 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 his 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 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.

[remainder of page intentionally left blank]

Section 31. 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 14th day of July, 2021.

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. 1249 adopted on July 14, 2021, and Resolution No. ___ adopted on _____ (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 which is 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 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; 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 Escrowed Securities for the Refunded Bonds have been deposited with the Escrow Agent for the payment of all principal and interest of the Refunded Bonds when due, then the Refunded Bonds shall no longer be regarded as outstanding except for the purpose of receiving payment from the funds provided for such purpose; and

WHEREAS, the 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 4.3 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 agency 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 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 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 E 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 their earliest redemption dates, as shown in the Verification Report and in the form(s) of Notice of Redemption contained in Appendix A attached hereto.

Section 6.2 Notice of Redemption.

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

The Escrow Agent makes no representations as to the value, conditions or sufficiency of the Escrow Fund, or any part thereof, or as to the title of the 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
416 Sid Snyder Avenue SW, Room 230
Olympia, Washington 98504

P. O. Box 40200
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 1-Exhibit B

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

<u>Description</u>	<u>Principal</u> <u>Amount</u>	<u>Rate</u>	<u>Yield</u>	<u>Price</u>	<u>Cost</u>	<u>Accrued</u> <u>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 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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* 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 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 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 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.

EXHIBIT 2

SCHEDULE OF REFUNDED BOND CANDIDATES AND BOND FUNDS

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

as of 06/07/2021

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 BABs-Direct Payment)	485,395,000	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 BABs-Direct Payment)	894,510,000	303	1993	431	1085
			303	1998	321 16	1085
			303	2003	147 (1)	1085
			303	2005	315 (1)	1085
02/21/12	VP GO Refunding Bonds, Series R-2012C	513,615,000	380	Ch. 39.42 RCW		1116
			383	Ch. 39.53 RCW		1116
02/21/12	MVFT GO Refunding Bonds, Series R-2012D	173,195,000	303	Ch. 39.42 RCW		1116
			305	Ch. 39.53 RCW		1116
03/09/12	VP GO Bonds, Series 2012D	159,910,000	380	2003 1 st Sp. Sess.	018 (4)	1114
			380	2006	167 (201)	1114
			380	2006	167 (301)	1114
			380	2007	521 (2)(1-5)	1114
			380	2009	498 (2)(1-5)	1114
			380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1114
03/09/12	MVFT GO Bonds, Series 2012E	160,730,000	303	2003	147 (1)	1115
			303	2005	315 (1)	1115
08/02/12	VP GO Bonds, Series 2013A	177,335,000	380	1989 1 st Ex. Sess.	014	1114
			383	2003	147 (7)	1114
			380	2006	167 201	1114
			380	2009	498 (2)(1-5)	1114
			380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1114
			380	2012 2 nd Sp. Sess.	1 201	1128
08/02/12	MVFT GO Bonds, Series 2013B-1	146,270,000	303	1998	321 16	1115
			303	2003	147 (1)	1115
			303	2005	315 (1)	1115
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

Dated Date	Issue	Par Amount of Callable Bonds (\$)	Bond Fund	Laws/ Session	Chapter/ (Section)	Authorizing Resolution
09/06/12	VP GO Refunding Bonds, Series R-2013A	205,645,000	380	Ch. 39.42 RCW Ch. 39.53 RCW		1116
09/06/12	MVFT GO Refunding Bonds, Series R-2013B	202,830,000	303	Ch. 39.42 RCW Ch. 39.53 RCW		1116
02/05/13	VP GO Refunding Bonds, Series R-2013C	332,255,000	380 383	Ch. 39.42 RCW Ch. 39.53 RCW		1116 1116
02/05/13	VP GO Bonds, Series 2013D	169,465,000	380 383 380 380 380 380 380	1989 1 st Ex. Sess. 2003 2006 2009 2011 1 st Sp. Sess. 2012 2 nd Sp. Sess.	014 147 (7) 167 201 498 (2)(1-5) 49 (7002)(1)(a-e) 1 201	1114 1114 1114 1114 1114 1128
02/05/13	MVFT GO Refunding Bonds, Series R-2013D	115,460,000	303 305	Ch. 39.42 RCW Ch. 39.53 RCW		1116 1116
02/05/13	MVFT GO Bonds, Series 2013E	267,095,000	303 303 303	1998 2003 2005	321 16 147 (1) 315 (1)	1115 1115 1115
08/21/13	VP GO Bonds, Series 2014A	434,245,000	380 380 380	2009 2011 1 st Sp. Sess. 2012 2 nd Sp. Sess.	498 (2)(1-5) 49 (7002)(1)(a-e) 1 201	1114 1114 1128
08/21/13	MVFT GO Bonds, Series 2014B	204,335,000	303 303 303	1998 2003 2005	321 16 147 (1) 315 (1)	1115 1115 1115
02/05/14	VP GO Bonds, Series 2014D	311,490,000	380 380 380 380 380	2006 2006 2011 1 st Sp. Sess. 2012 2 nd Sp. Sess. 2013 2 nd Sp. Sess.	167 201 167 301 49 (7002)(1)(a-e) 1 201 20 1	1148 1148 1148 1148 1148
02/05/14	MVFT GO Bonds, Series 2014E	196,020,000	303 303	2003 2005	147 (1) 315 (1)	1149 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	380 380 380 380	2006 2011 1 st Sp. Sess. 2012 2 nd Sp. Sess. 2013 2 nd Sp. Sess.	167 201 49 (7002)(1)(a-e) 1 201 20 1	1148 1148 1148 1148

Dated Date	Issue	Par Amount of Callable Bonds (\$)	Bond Fund	Laws/ Session	Chapter/ (Section)	Authorizing Resolution
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
11/06/14	VP GO Refunding Bonds, Series R-2015C	419,645,000	380	Ch. 39.42 RCW		1150
			383	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	Ch. 39.42 RCW		1150
			383	Ch. 39.53 RCW		1150
02/04/15	VP GO Bonds, Series 2015B	245,315,000	380	2006	167 201	1148
			380	2008	179 101	1148
			380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1148
			380	2013 2 nd Sp. Sess.	20 1	1148
02/04/15	MVFT GO Bonds, Series 2015C	147,180,000	303	1998	321 16	1149
			303	2005	147 (1)	1149
			303	2005	315 (1)	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	2008	179 101	1170
			380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1170
			380	2013 2 nd Sp. Sess.	20 1	1170
			380	2015 3 rd Sp. Sess.	37 1	1170
10/08/15	VP GO Bonds, Series 2016A-2	19,060,000	380	2011 1 st Sp. Sess.	49 (7002)(1)(a-e)	1170
			380	2013 2 nd Sp. Sess.	20 1	1170
			380	2015 3 rd Sp. Sess.	37 1	1170
10/08/15	MVFT GO Bonds, Series 2016B	139,035,000	303	2003	147 (1)	1171
			303	2005	315 (1)	1171

Dated Date	Issue	Par Amount of Callable Bonds (\$)	Bond Fund	Laws/ Session	Chapter/ (Section)	Authorizing Resolution
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
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

Dated Date	Issue	Par Amount of Callable Bonds (\$)	Bond Fund	Laws/ Session	Chapter/ (Section)	Authorizing Resolution
03/21/18	VP GO Bonds, Series 2018C	358,400,000	383	2008	179 202	1209
			380	2009	498 (2)(1-5)	1209
			380	2013 2 nd Sp. Sess.	20 1	1209
			380	2015 3 rd Sp. Sess.	37 1	1209
			380	2018	3 101	1209
03/21/18	MVFT GO Bonds, Series 2018D	81,965,000	303	2003	147 (1)	1196
			303	2005	315 (1)	1196
09/12/18	VP GO Bonds, Series 2019A	262,535,000	380	2006	167 201	1209
			383	2008	179 202	1209
			380	2011	49 (7002)(1)(a-e)	1209
			380	2013 2 nd Sp. Sess.	20 1	1209
			380	2015 3 rd Sp. Sess.	37 1	1209
			380	2018	3 101	1209
			380	2018	3 201	1209
09/12/18	MVFT GO Bonds, Series 2019B	68,650,000	303	2003	147 (1)	1196
			303	2005	315 (1)	1196
09/12/18	GO Bonds, Series 2019T (Taxable)	30,085,000	380	2015 3 rd Sp. Sess.	37 1	1209
			380	2018	3 101	1209
02/20/19	VP GO Bonds, Series 2019C	343,000,000	380	2015 3 rd Sp. Sess.	37 1	1209
			380	2018	3 101	1209
02/20/19	MVFT GO Bonds, Series 2019D	126,350,000	303	1998	321 16	1217
			303	2003	147 (1)	1217
			303	2005	315 (1)	1217
09/25/19	VP GO Bonds, Series 2020A	389,675,000	380	2006	167 201	1222
			383	2008	179 202	1222
			380	2015 3 rd Sp. Sess.	37 1	1222
			380	2018	3 101	1222
			380	2018	3 201	1222
			380	2019	414 1	1222
02/26/20	VP GO Bonds, Series 2020C	446,345,000	380	2006	167 201	1222
			380	2013 2 nd Sp. Sess.	20 1	1222
			380	2018	3 101	1222
			380	2018	3 201	1222
			380	2019	414 1	1222
02/26/20	MVFT GO Bonds, Series 2020D	45,460,000	303	1993	431	1223
			303	2005	315 (1)	1223
07/29/20	VP GO Bonds, Series 2021A	390,445,000	380	2006	167 201	1222
			380	2018	3 101	1222
			380	2018	3 201	1222
			380	2019	414 1	1222

<u>Dated Date</u>	<u>Issue</u>	<u>Par Amount of Callable Bonds (\$)</u>	<u>Bond Fund</u>	<u>Laws/ Session</u>	<u>Chapter/ (Section)</u>	<u>Authorizing Resolution</u>
02/25/21	VP GO Bonds, Series 2021C	376,365,000	380	2013 2 nd Sp. Sess.	20 1	1222
			380	2018	3 101	1222
			380	2019	414 1	1222
02/25/21	MVFT GO Bonds, Series 2021D	77,720,000	303	1993	431	1223
			303	2005	315 (1)	1223
05/04/21	VP GO Refunding Bonds, Series R-2021C	46,750,000	380	Ch. 39.42 RCW Ch. 39.53 RCW		1224
05/04/21	MVFT GO Refunding Bonds, Series R-2021D	98,350,000	303	Ch. 39.42 RCW Ch. 39.53 RCW		1224
TOTAL		14,032,625,000				

Bond Fund Keys:

<u>Fund</u>	<u>Title</u>
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. 1249 of such Committee, adopted at an open public meeting thereof held on this 14th day of July, 2021, 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: July 14, 2021.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 5 -

State Finance Committee

July 14, 2021 Meeting



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

State of Washington
STATE FINANCE COMMITTEE

July 14, 2021

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. 1250** approves and establishes the maximum aggregate principal amount of financing contracts and certificates of participation of the State

Proposed Resolution No. 1250 approves and establishes the maximum aggregate principal amount of financing contracts and certificates of participation of the state to be outstanding in the 2021-23 Biennium at \$1,639,329,000. This total includes (as of July 14, 2021):

- \$894,930,000 in currently outstanding financing contracts (certificates of participation);
- \$239,315,000 in currently outstanding 63-20 financing contracts; and
- an estimated \$505,084,000 in new financing contracts to be entered into and certificates of participation to be issued during the 2021-23 Biennium

Of the financing contracts expected to be entered into over the 2021-23 Biennium, \$255,084,000 represent real estate financing contracts authorized by the Legislature for state agencies, and \$250,000,000 represents the estimated state and local agency equipment and local agency real estate financing contracts for the biennium.

Resolution No. 1250 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.**

Bond Counsel: William Tonkin, Foster Garvey PC
Financial Advisor: Robert Shelley, Piper Sandler & Co
Natalie Perkins, Montague DeRose and Associates LLC

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>

EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1250

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 2021-23 BIENNIUM.

ADOPTED: JULY 14, 2021

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Exhibit 1 – Legislatively Authorized State Agency Financing Contracts

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1250

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 2021-23 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:

2021-23 Biennium means the two-year period beginning July 1, 2021 through June 30, 2023.

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 2021-23 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 2021-23 Biennium having the following components:

(a) *Financing Contracts Authorized by the Legislature for State Agencies.* In Section 7002 of Chapter 332, Laws of 2021 (SHB 1080) (the 2021-23 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 \$255,084,000, plus financing expenses and required reserves, as summarized in Exhibit 1.

(b) *Financing Contracts for State and Local Agency Equipment and Local Agency Real Estate.* In addition to the \$255,084,000 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 2021-23 Biennium in an estimated aggregate total principal amount of \$250,000,000, plus financing expenses and required reserves.

(c) *Estimated Aggregate Total Financing Contracts to be Entered Into and Certificates of Participation to be Issued During 2021-23 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 2021-23 Biennium is estimated to be not more than \$505,084,000, plus financing expenses and required reserves.

(d) *Maximum Aggregate Total Outstanding Financing Contracts.* The estimated maximum aggregate total of financing contracts of the State expected to be outstanding in the 2021-23 Biennium is as follows:

Outstanding certificates of participation as of July 14, 2021	\$ 894,930,000
Outstanding 63-20 financing leases (Wheeler & Tumwater Office Projects)	239,315,000
Anticipated additional financing contracts (2021-23 Biennium)	505,084,000
Total	<u>\$1,639,329,000</u>

Section 3. Approval of Maximum Principal Amount of State Financing Contracts and Certificates of Participation for the 2021-23 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 \$1,639,329,000, plus financing expenses and required reserves; 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.

[remainder of page intentionally left blank]

Section 6. Effective Date. 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 14th day of July, 2021.

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

2021-23 Capital Budget, Chapter 332, Laws of 2021 (SHB 1080)

<u>Agency</u>	<u>Authorization Section</u>	<u>Authorized Amount*</u>
Secretary of State	7002(3)	\$119,000,000
Washington State Patrol	7002(4)	7,706,000
Department of Social and Health Services	7002(5)	115,700,000
State Board for Community and Technical Colleges on behalf of:		
Grays Harbor College	7002(6)(a)	3,200,000
Shoreline Community College	7002(6)(b)	3,128,000
South Puget Sound Community College	7002(6)(c)	5,000,000
Bates Technical College	7002(6)(d)	1,350,000
Total Authorized Financing Contracts in the Capital Budget		\$255,084,000

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

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. 1250 of such Committee, adopted at an open public meeting thereof held on this 14th day of July, 2021, 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: July 14, 2021.

Jason P. Richter, Secretary
State Finance Committee

- SECTION 6 -

State Finance Committee

July 14, 2021 Meeting



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

State of Washington
 STATE FINANCE COMMITTEE

July 14, 2021

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**

Sale Update. Since the last State Finance Committee meeting on December 22, 2020, the State has sold six series of bonds and two series of certificates of participation (COPs) as summarized below.

Bond issuance since December 22, 2020

February 9, 2021 -- Bond Sale

Series Name	Series	Par Amount	Delivery Date	Final Maturity	Avg. Life (yrs)	TIC
VP GO Bonds, Series 2021C	2021C	\$512,675,000	2/25/2021	2/1/2046	15.363	2.39%
MVFT GO Bonds, Series 2021D	2021D	107,675,000	2/25/2021	6/1/2046	15.426	2.07%
MVFT & VRF GO Bonds, Series 2021E	2021E	\$232,100,000	2/25/2021	6/1/2046	15.743	2.35%
		\$852,450,000				

April 21, 2021 -- Bond Sale

Series Name	Series	Par Amount	Delivery Date	Final Maturity	Avg. Life (yrs)	TIC
MVFT & VRF GO Bonds, Series 2021F	2021F	\$240,410,000	5/4/2021	6/1/2046	15.602	2.50%
VP GO Refunding Bonds, Series R-2021C*	R-2021C	164,065,000	5/4/2021	8/1/2036	6.58	1.44%
MVFT GO Refunding Bonds, Series R-2021D*	R-2021D	\$191,610,000	5/4/2021	7/1/2041	10.522	1.81%
		\$596,085,000				

*Net present value (NPV) savings and NPV savings percentages: R-2021C (\$36.9 million and 19.58%) and R-2021D (\$64.6 million and 28.20%)

COP issuance since December 22, 2020

February 2, 2021 -- Certificates of Participation Sale

Series Name	Series	Par Amount	Delivery Date	Final Maturity	Avg. Life (yrs)	TIC
State of WA COP, LP_2021A	LP_2021A	\$14,790,000	2/23/2021	1/1/2036	4.389	0.54%

June 2, 2021 -- Certificates of Participation Sale

Series Name	Series	Par Amount	Delivery Date	Final Maturity	Avg. Life (yrs)	TIC
State of WA COP, LP_2021B	LP_2021B	\$51,070,000	6/22/2021	7/1/2041	9.907	1.92%

Future New Money Issuances. The State plans to sell bonds on July 29, 2021 and anticipates additional issuances in the fall of 2021 and in the beginning of 2022 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 Refundings. In addition to new money financings, OST actively monitors the State’s debt portfolio for refunding opportunities. The following table shows the outstanding bonds that are callable over the next three years.

Calendar Year	Refundable Par
2021	320,640,000
2022	1,991,395,000
2023	1,629,055,000
	3,941,090,000

Market Update. The current Bond Buyer 20-Bond Index (BBI) now stands at 2.09% (as of June 17, 2021), which is 2.28% lower than the recent high of 4.37% on October 11, 2018. Chart 1 below shows the BBI over the last three years, while Chart 2 shows the BBI since 1900.

Chart 1

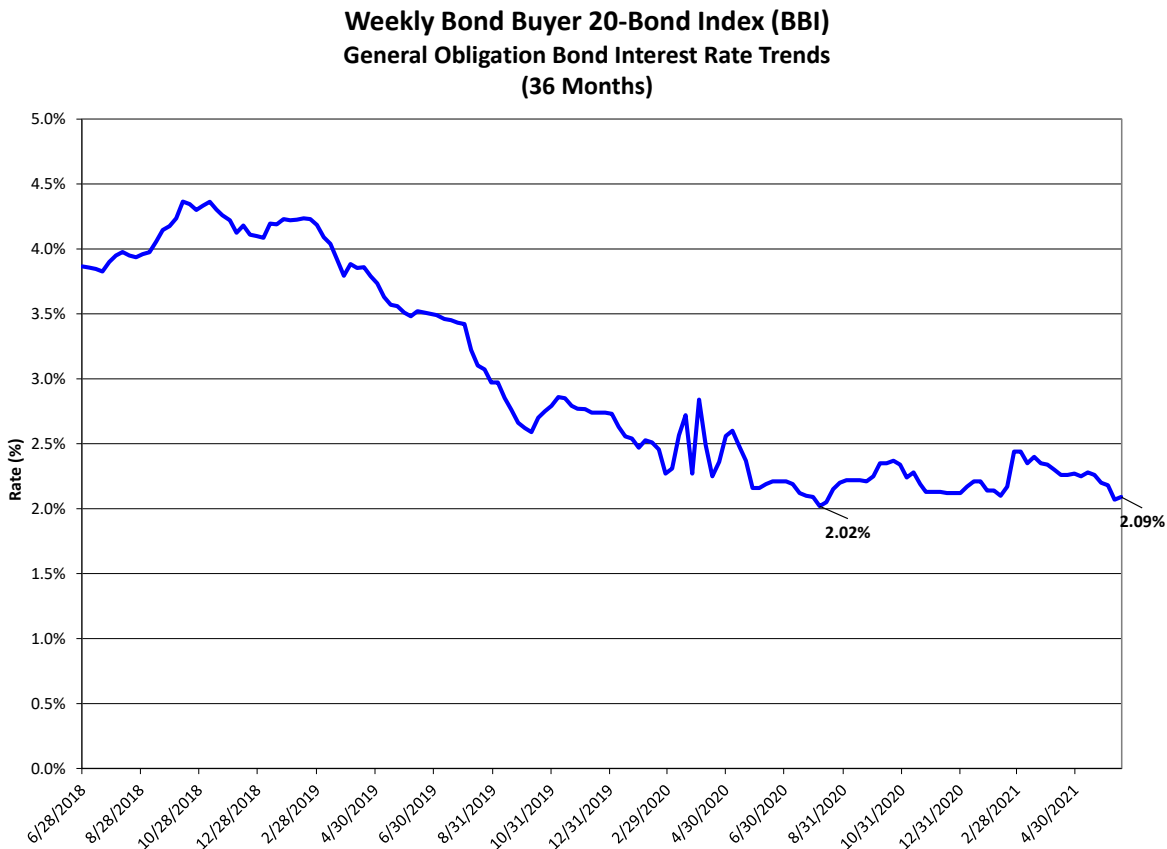


Chart 2

**Weekly Bond Buyer 20-Bond Index (BBI)
 Annual Averages -- 1900 - 2021 -- as of 6/17/2021**

