

**EXECUTION VERSION**

**STATE FINANCE COMMITTEE**

**OLYMPIA, WASHINGTON**

**RESOLUTION NO. 1216**

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON ACTING BY AND THROUGH THE STATE TREASURER AS CHAIRMAN OF THE STATE FINANCE COMMITTEE APPROVING THE COMPETITIVE SALE OF \$145,655,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2019T (TAXABLE), OF THE STATE; FIXING THE INTEREST RATES; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO.

**ADOPTED: AUGUST 29, 2018**

## Table of Contents

Section 1.	Definitions.....	2
Section 2.	Ratification of Notice of Sale; Acceptance of Bid; Sale of Series 2019T Bonds .....	2
Section 3.	Disposition of Series 2019T Bond Proceeds .....	3
Section 4.	State Debt Limit Not Exceeded .....	3
Section 5.	Contract; Severability .....	3
Section 6.	Filing of Resolution .....	3
Section 7.	Ratification.....	3
Section 8.	Immediate Effect.....	4
Exhibit A -	Official Notice of Sale	
Exhibit B -	Winning Bid	
Exhibit C -	All Other Bids	

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1216

A RESOLUTION OF THE STATE FINANCE COMMITTEE OF THE STATE OF WASHINGTON ACTING BY AND THROUGH THE STATE TREASURER AS CHAIRMAN OF THE STATE FINANCE COMMITTEE APPROVING THE COMPETITIVE SALE OF \$145,655,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2019T (TAXABLE), OF THE STATE; FIXING THE INTEREST RATES; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO.

WHEREAS, the Washington State Finance Committee (the "Committee") by Resolution No. 1209, adopted on February 5, 2018 (the "Bond Resolution"), authorized the issuance and sale by the State of Washington (the "State") of not to exceed \$1,950,000,000 principal amount general obligation bonds, in one or more series, to provide funds to pay and reimburse State expenditures for various State projects; and

WHEREAS, by the enactment of Chapter 18, Laws of 2010, 1<sup>st</sup> Spec. Sess., the State Legislature amended RCW 39.42.030(2) to authorize the Committee to delegate to the State Treasurer the authority, by resolution, to (i) accept offers to purchase bonds, notes, or other evidences of indebtedness of the State and to sell and deliver such bonds, notes, or other evidences of indebtedness to the purchasers thereof; (ii) determine the date or dates, price or prices, principal amounts per maturity, delivery dates, interest rate or rates (or mechanisms for determining the interest rate or rates); and (iii) set other terms and conditions as the Committee may deem necessary and appropriate; with each such delegation to be limited to bonds, notes, or other evidences of indebtedness which the Committee has authorized to be issued; and

WHEREAS, the Committee, in the Bond Resolution, authorized the State Treasurer, on behalf of the Committee, to adopt Bond Sale Resolutions to approve the sale of any Series of Bonds within the aggregate total principal amount of Bonds authorized by the Committee to be issued under the Bond Resolution; and

WHEREAS, pursuant to the Bond Resolution, the Deputy State Treasurer caused the Preliminary Official Statement dated August 16, 2018, to be prepared for the public sale of a series of the various purpose general obligation bonds authorized by the Bond Resolution (the "Series 2019T Bonds") and the official notice of such sale (the "Notice of Sale"), to be duly given, and bids have been received in accordance with the Notice of Sale; and

WHEREAS, after review and analysis of the bids received, the Committee acting by and through the State Treasurer, on behalf of the State, deems it necessary and desirable to authorize

the sale of the Series 2019T Bonds to Citigroup Global Markets Inc. (the "Underwriter"), as the bidder offering the lowest true interest cost therefor; and

WHEREAS, in accordance with the Bond Resolution, the Committee acting by and through the State Treasurer finds that, when added to the aggregate principal amount of all other general obligation bonds issued under the Bond Resolution, the issuance of the Series 2019T Bonds will not cause the aggregate total principal amount of Bonds issued under the Bond Resolution to exceed \$1,950,000,000;

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

Section 1. Definitions. In addition to the definitions contained in the Bond Resolution, unless the context otherwise requires, the terms defined in this section and in the above recitals 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. For purposes of this resolution, if the following words are defined in the Bond Resolution, the following definitions shall supersede or supply the definitions of those words in the Bond Resolution.

*Bond Act* means Section 2(b) of Chapter 37, Laws of 2015, 3<sup>rd</sup> Sp. Sess.; and Section 102(b) of Chapter 3, Laws of 2018.

*Bond Fund* means, for the Series 2019T Bonds, the Debt-limit General Fund Bond Retirement Account.

*Bond Resolution* means Resolution No. 1209, adopted by the Committee on February 5, 2018.

*Series 2019T Bonds* means any or all of the \$145,655,000 principal amount General Obligation Bonds, Series 2019T (Taxable), the sale and issuance of which are provided for in this resolution.

Section 2. Ratification of Notice of Sale; Acceptance of Bid; Sale of Series 2019T Bonds. The terms and conditions set forth in the Notice of Sale, attached hereto as Exhibit A, are ratified and confirmed. The Committee acting by and through the State Treasurer accepts the bid to purchase the Series 2019T Bonds set forth in the Underwriter's bid attached hereto as Exhibit B, as adjusted to reflect an adjustment in the principal amount of the Series 2019T Bonds made in accordance with the Notice of Sale. Accordingly, the Series 2019T Bonds shall be issued and sold in the principal amounts that mature on each August 1 as follows:

Maturity Date (August 1)	Principal Amount
2019	\$10,085,000
2020	10,360,000
2021	10,655,000
2022	10,970,000
2023	11,300,000
2024	11,655,000
2025	12,025,000
2026	12,415,000
2027	12,830,000
2028	13,275,000
2029	13,735,000
2030	14,225,000
2031	2,125,000

All other bids that have been received are attached hereto as Exhibit C. The Series 2019T Bonds shall conform in all other respects to the terms and conditions specified in the Notice of Sale, the Bond Resolution and this resolution, and shall be issued as Taxable Bonds.

Section 3. Disposition of Series 2019T Bond Proceeds. The Treasurer is authorized to deposit the Series 2019T Bond proceeds, including any net original issue premium, to the credit of the State Taxable Building Construction Account in accordance with the Bond Act in the amount set forth in the "Proceeds Allocations – 2019T" on file in the office of the Treasurer, to be used exclusively for the purposes specified in the Bond Act and the Bond Resolution, including payment of costs of issuance of the Series 2019T Bonds.

Section 4. State Debt Limit Not Exceeded. The Committee acting by and through the State Treasurer finds and covenants on behalf of the State that the Series 2019T Bonds are issued within the constitutional debt limitation of the State.

Section 5. Contract; Severability. The covenants contained in this resolution shall constitute a contract between the State and the Registered Owner of each and every Series 2019T Bond. If any one or more of the covenants or agreements provided in this resolution to be performed on the part of the State shall be declared by any court of competent jurisdiction and final appeal (if any appeal be taken) to be contrary to law, then such covenant or covenants, agreement or agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements in this resolution and shall in no way affect the validity of the other provisions of this resolution or of the Series 2019T Bonds.


Section 6. Filing of Resolution. Pursuant to RCW 39.42.100, a certified copy of this resolution shall be filed with the State Treasurer immediately upon its adoption.

Section 7. Ratification. All actions heretofore taken consistent with the terms of this resolution and the Bond Resolution are hereby ratified and confirmed.


Section 8. Immediate Effect. This resolution shall take effect immediately upon its adoption.

ADOPTED by the State Finance Committee acting by and through the State Treasurer as Chairman of the State Finance Committee this 29th day of August, 2018.

STATE FINANCE COMMITTEE  
STATE OF WASHINGTON

By   
Duane A. Davidson  
State Treasurer and Chairman

ATTEST:

  
\_\_\_\_\_  
Jason P. Richter  
Deputy State Treasurer and Secretary

**EXHIBIT A**

[Attach here a copy of the Official Notice of Sale]

**OFFICIAL NOTICE OF SALE**

**STATE OF WASHINGTON**

**\$262,915,000\***  
**VARIOUS PURPOSE GENERAL OBLIGATION**  
**BONDS, SERIES 2019A**

**\$93,435,000\***  
**MOTOR VEHICLE FUEL TAX GENERAL**  
**OBLIGATION BONDS, SERIES 2019B**

**\$145,780,000\***  
**GENERAL OBLIGATION BONDS, SERIES 2019T (TAXABLE)**

Electronic bids will be received by the State Finance Committee (the “Committee”) acting by and through the State Treasurer (the “Treasurer”), at the Office of the State Treasurer, Legislative Building, Second Floor, Room 230, 416 Sid Snyder Avenue SW, Olympia, Washington, on behalf of the State of Washington (the “State”), for purchase of all, but not less than all, of the Series 2019A Bonds, the Series 2019B Bonds and the Series 2019T Bonds (collectively, the “Bonds”) on

**WEDNESDAY, AUGUST 29, 2018, at**

<b>SERIES 2019A BONDS:</b>	<b>7:30 A.M., PACIFIC TIME</b>
<b>SERIES 2019B BONDS:</b>	<b>8:00 A.M., PACIFIC TIME</b>
<b>SERIES 2019T BONDS:</b>	<b>8:15 A.M., PACIFIC TIME</b>

The Series 2019A Bonds, the Series 2019B Bonds and the Series 2019T Bonds will be sold separately, on an all-or-none basis. Bids must be submitted electronically via the Qualified Electronic Bid Provider (defined below). See “Bidding Detail.”

Bidders are referred to the Preliminary Official Statement for additional information regarding the State, the Bonds, the security therefor, and other matters.

**Modification; Cancellation; Postponement.** Bidders are advised that the State may modify the terms of this Official Notice of Sale prior to the time for receipt of bids. Such modifications may include adjustments to principal amounts, call provisions, and other terms of the Bonds. Notification of any such modifications will be communicated through an amendment provided to the Qualified Electronic Bid Provider and i-Deal Prospectus prior to the sale. In addition, the State may cancel or postpone the date and time for the receipt of bids for the Bonds at any time prior to the opening of the bids. Notice of such cancellation or postponement will be communicated through the Qualified Electronic Bid Provider and i-Deal Prospectus as soon as practicable following such cancellation or postponement. As an accommodation to bidders, telephonic or electronic notice of any amendment or modification of this Official Notice of Sale will be given to any bidder requesting such notice from the State’s municipal advisor at the address and phone number listed in the last paragraph of this Official Notice of Sale. Failure of any bidder to receive such notice from the Qualified Electronic Bid Provider or i-Deal Prospectus will not affect the legality of the sale.

Each bidder (and not the Committee or the State) is responsible for the timely electronic delivery of its bid. The official time will be determined by the Committee acting by and through the Treasurer and not by any bidder or Qualified Electronic Bid Provider.

**Description of the Bonds**

**Series 2019A Bonds.** The Series 2019A Bonds will be dated the date of their initial delivery, will be issued in denominations of \$5,000 each or any integral multiple thereof within a single maturity and will bear interest at such

---

\* Preliminary. subject to change by the State.



rate or rates as the Committee acting by and through the Treasurer shall approve at the time of sale, payable semiannually on each February 1 and August 1, beginning February 1, 2019, to their maturity or earlier redemption.

The Series 2019A Bonds will mature as follows:

<b>Maturity Dates (August 1)</b>	<b>Principal Amounts<sup>(1)(2)</sup></b>
2031	\$ 12,540,000
2032	15,615,000
2033	16,415,000
2034	17,255,000
2035	18,140,000
2036	19,070,000
2037	20,050,000
2038	21,075,000
2039	22,160,000
2040	23,295,000
2041	24,490,000
2042	25,745,000
2043	27,065,000
	\$262,915,000

(1) Preliminary, subject to change by the State as described in this Official Notice of Sale.

(2) These amounts will constitute principal maturities of the Series 2019A Bonds unless all or a portion of these Series 2019A Bonds are designated as Term Bonds by the successful bidder, in which case these amounts will constitute mandatory sinking fund redemptions of such Series 2019A Term Bonds.

**Series 2019B Bonds.** The Series 2019B Bonds will be dated the date of their initial delivery, will be issued in denominations of \$5,000 each or any integral multiple thereof within a single maturity and will bear interest at such rate or rates as the Committee acting by and through the Treasurer shall approve at the time of sale, payable semiannually on each June 1 and December 1, beginning December 1, 2018, to their maturity or earlier redemption.

The Series 2019B Bonds will mature as follows:

<b>Maturity Dates (June 1)</b>	<b>Principal Amounts<sup>(1)</sup></b>
2019	\$ 2,005,000
2020	2,125,000
2021	2,205,000
2022	2,290,000
2023	2,375,000
2024	2,495,000
2025	2,615,000
2026	2,745,000
2027	2,885,000
2028	3,030,000
2029	3,185,000 <sup>(2)</sup>
2030	3,340,000 <sup>(2)</sup>
2031	3,505,000 <sup>(2)</sup>
2032	3,685,000 <sup>(2)</sup>
2033	3,870,000 <sup>(2)</sup>
2034	4,060,000 <sup>(2)</sup>
2035	4,265,000 <sup>(2)</sup>
2036	4,480,000 <sup>(2)</sup>
2037	4,700,000 <sup>(2)</sup>
2038	4,935,000 <sup>(2)</sup>
2039	5,185,000 <sup>(2)</sup>
2040	5,440,000 <sup>(2)</sup>
2041	5,715,000 <sup>(2)</sup>
2042	6,000,000 <sup>(2)</sup>
2043	6,300,000 <sup>(2)</sup>
	\$93,435,000

(1) Preliminary, subject to change by the State as described in this Official Notice of Sale.

(2) These amounts will constitute principal maturities of the Series 2019B Bonds unless all or a portion of these Series 2019B Bonds are designated as Term Bonds by the successful bidder, in which case these amounts will constitute mandatory sinking fund redemptions of such Series 2019B Term Bonds.

**Series 2019T Bonds.** The Series 2019T Bonds will be dated the date of their initial delivery, will be issued in denominations of \$5,000 each or any integral multiple thereof within a single maturity and will bear interest at such rate or rates as the Committee acting by and through the Treasurer shall approve at the time of sale, payable semiannually on each February 1 and August 1, beginning February 1, 2019, to their maturity or earlier redemption.

The Series 2019T Bonds will mature as follows:

<b>Maturity Dates (August 1)</b>	<b>Principal Amounts<sup>(1)</sup></b>
2019	\$ 10,030,000
2020	10,300,000
2021	10,605,000
2022	10,935,000
2023	11,280,000
2024	11,645,000
2025	12,030,000
2026	12,435,000
2027	12,855,000
2028	13,305,000
2029	13,770,000 <sup>(2)</sup>
2030	14,260,000 <sup>(2)</sup>
2031	2,330,000 <sup>(2)</sup>
	<b>\$145,780,000</b>

(1) Preliminary, subject to change by the State as described in this Official Notice of Sale.

(2) These amounts will constitute principal maturities of the Series 2019T Bonds unless all or a portion of these Series 2019T Bonds are designated as Term Bonds by the successful bidder, in which case these amounts will constitute mandatory sinking fund redemptions of such Series 2019T Term Bonds.

**Adjustment of Amount of Bonds and Bid Price.** The State has reserved the right to increase or decrease the preliminary principal amount of each Series of the Bonds by an amount not to exceed 10% following the opening of the bids. The State reserves the right to increase or decrease the preliminary principal amount of any maturity of the Series 2019A Bonds by an amount not to exceed 15% of the preliminary principal amount of that maturity. The State reserves the right to increase or decrease the preliminary principal amount of any maturity of the Series 2019B Bonds by an amount not to exceed 15% of the preliminary principal amount of that maturity. The State reserves the right to increase or decrease the preliminary principal amount of any maturity of the Series 2019T Bonds (other than the 2031 maturity) by an amount not to exceed 15% of the preliminary principal amount of that maturity. For the 2031 maturity of the Series 2019T Bonds, the State reserves the right to increase or decrease the preliminary principal amount by the greater of (a) 15% of the preliminary principal amount or (b) \$1,250,000. The price bid by the successful bidder of each Series will be adjusted by the State on a proportionate basis to reflect any increase or decrease in the principal amount and maturity schedule within 24 hours of the bid opening. The State will not be responsible in the event and to the extent that any adjustment affects the net compensation to be realized by the successful bidder.

**Optional Redemption.** The State may redeem any Series 2019A Bonds as a whole or in part on any date on or after August 1, 2028 (with the maturities to be redeemed to be selected by the State and randomly within a maturity in such manner as the Bond Registrar shall determine), at par plus accrued interest to the date fixed for redemption. The State may redeem any Series 2019B Bonds maturing on or after June 1, 2029, as a whole or in part on any date on or after June 1, 2028 (with the maturities to be redeemed to be selected by the State and randomly within a maturity in such manner as the Bond Registrar shall determine), at par plus accrued interest to the date fixed for redemption. The State may redeem any Series 2019T Bonds maturing on and after August 1, 2029, as a whole or in part on any date on or after August 1, 2028 (with the maturities to be redeemed to be selected by the State and randomly within a maturity in such manner as the Bond Registrar shall determine), at par plus accrued interest to the date fixed for redemption. The State may declare, subject to market conditions, that the Series 2019A Bonds, the Series 2019B Bonds or the Series 2019T Bonds will not be subject to optional redemption. The State will provide notice to the Qualified Bid Provider and i-Deal Prospectus before the sale of the Bonds if it so declares.

**Mandatory Redemption.** The Series 2019A Bonds, the Series 2019B Bonds and the Series 2019T Bonds will be subject to mandatory redemption if the successful bidder for that Series designates certain maturities as Term Bonds. See “DESCRIPTION OF THE BONDS—Redemption Provisions” in the Preliminary Official Statement.

**Book-Entry Only.** The Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York. DTC will act as securities depository for the Bonds. Individual purchases will be made in book-entry form only, and purchasers will not receive physical certificates representing their interests in the Bonds purchased. See Appendix E—“DTC AND ITS BOOK-ENTRY SYSTEM.”

### **Purpose**

The Series 2019A Bonds, the Series 2019B Bonds and the Series 2019T Bonds are being issued to provide funds to pay and reimburse State expenditures for various State capital projects and State programs and to pay costs of issuance. See “DESCRIPTION OF THE BONDS—Authority and Purpose.”

### **Security**

The Bonds are general obligations of the State, and the full faith, credit and taxing power of the State are pledged irrevocably to the payment of the Bonds. The Series 2019B Bonds are first payable from State excise taxes on motor vehicle and special fuels. See “SECURITY FOR THE BONDS” in the Preliminary Official Statement.

### **Bidding Detail**

**Electronic Bids.** Electronic bids for the Bonds must be submitted via the Qualified Electronic Bid Provider only. The State has designated Parity® as the Qualified Electronic Bid Provider for purposes of receiving electronic bids for the Bonds. By designating a bidding service as the Qualified Electronic Bid Provider, the State does not endorse the use of such bidding service.

A bidder submitting an electronic bid for any Series of the Bonds thereby agrees to the following terms and conditions:

- (1) If any provision in this Official Notice of Sale with respect to the Bonds conflicts with information or terms provided or required by the Qualified Electronic Bid Provider, this Official Notice of Sale, including any amendments provided to the Qualified Electronic Bid Provider and i-Deal Prospectus, shall control.
- (2) Each bidder will be solely responsible for making necessary arrangements to access the Qualified Electronic Bid Provider for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale.
- (3) The State shall not have any duty or obligation to provide or assure access to the Qualified Electronic Bid Provider to any bidder, and the State shall not be responsible for proper operation of, or have any liability for, any delays, interruptions or damages caused by use of the Qualified Electronic Bid Provider or any incomplete, inaccurate or untimely bid submitted by any bidder through the Qualified Electronic Bid Provider.
- (4) The State is permitting use of the Qualified Electronic Bid Provider as a communication mechanism, and not as the State’s agent, to conduct the electronic bidding for the Bonds. The Qualified Electronic Bid Provider is acting as an independent contractor, and is not acting for or on behalf of the State.
- (5) The State is not responsible for ensuring or verifying bidder compliance with any Qualified Electronic Bid Provider procedures.
- (6) If the bidder’s bid is accepted by the Committee acting by and through the Treasurer, this Official Notice of Sale and the information that is transmitted electronically through the Qualified Electronic Bid Provider shall form a contract, and the bidder shall be bound by the terms of such contract.
- (7) Information provided by the Qualified Electronic Bid Provider to bidders shall form no part of any bid or of any contract between the successful bidder and the State unless that information is included in this Official Notice of Sale or in any amendment.

Further information about the Qualified Electronic Bid Provider, including any fees charged, may be obtained by calling Bidcomp/Parity® at (212) 849-5021.

**Form of Bids.** Bids for the Series 2019A Bonds, the Series 2019B Bonds and the Series 2019T Bonds must be unconditional, and for not less than all of a Series. By submitting a bid, each bidder agrees to all of the terms and conditions of this Official Notice of Sale, as they may be modified in accordance herewith. Bids for the Series 2019A Bonds, the Series 2019B Bonds and the Series 2019T Bonds must be submitted electronically via the Qualified Electronic Bid Provider. Bids may not be withdrawn or revised after the time that bids are due.

**Interest Rates Bid.** Bidders for the Series 2019A Bonds and Series 2019B Bonds may specify any number of interest rates in multiples of one-eighth or one-twentieth of one percent ( $1/8$  or  $1/20$  of 1.0%), or both. Bidders for the Series 2019T Bonds may specify any number of interest rates in multiples of one one-thousandth of one percent ( $1/1000$  of 1.0%). The Series 2019A Bonds must have a minimum interest rate of 5.00%. The Series 2019B Bonds maturing on or after June 1, 2029, must have a minimum interest rate of 5.00%. All Bonds of the same maturity of a particular Series must bear interest at the same rate.

**Premium and Discount.** No bid offering to pay an amount less than 111.50% or more than 120.75% of the par value of the Series 2019A Bonds will be considered.

No bid offering to pay an amount less than 112.50% or more than 119.75% of the par value of the Series 2019B Bonds will be considered.

No bid offering to pay an amount less than 98.00% or more than 102.00% of the par value of the Series 2019T Bonds will be considered.

### **Selection of Winning Bids**

Bids for the Bonds will be considered by the Committee acting by and through the Treasurer in the Office of the State Treasurer, commencing at approximately 11:00 a.m., Pacific Time, on August 29, 2018. The results of the foregoing bond sales will be posted on the Treasurer's website promptly following approval of the Bond Sale Resolutions by the Committee acting by and through the Treasurer.

The Bonds of each Series will be sold to the bidder submitting a bid in conformance with this Official Notice of Sale, including any amendments, that produces the lowest true interest cost ("TIC") to the State, based on the bid price, the interest rates specified in the electronic bid and the principal amounts identified in this Official Notice of Sale. The TIC will be the rate necessary, when using a 360-day year and semiannual compounding, to discount the debt service payments from the payment dates to the initial delivery date of the Bonds (currently anticipated to be September 12, 2018) (the "Closing Date") and to the price bid.

The successful bidder for each Series will be bound to purchase such Series in the principal amount, at such price and with such interest rates as are specified in its bid, subject to adjustment of principal as described above.

### **Right of Rejection**

The Committee acting by and through the Treasurer reserves the right to reject any or all bids and to waive any irregularity in any bid. In the event that two or more bidders for a Series submit bids at the same lowest TIC, the Committee acting by and through the Treasurer will determine which bidder is awarded those Bonds in its sole discretion.

### **Good Faith Deposit**

The successful bidder shall deliver to the Treasurer a good faith deposit in the amount of \$2,600,000 with respect to the Series 2019A Bonds, \$900,000 with respect to the Series 2019B Bonds, and \$1,500,000 with respect to the Series 2019T Bonds. The good faith deposit may be paid in one of the following ways:

- (1) By federal funds wire transfer delivered no later than 90 minutes following the successful bidder's receipt of the verbal award. Wiring instructions will be provided to the successful bidder at the time of the verbal award; or
- (2) By certified or bank cashier's check made payable to the order of the State Treasurer and delivered to the Treasurer prior to the time of receipt of the bids.

Any good faith deposit submitted by a bidder whose bid is not accepted shall be returned promptly by the State, but the State shall not be liable for interest for any delay in such return.

The good faith deposit of the successful bidder for each Series will be retained by the State as security for the performance of such bid, and will be applied to the purchase price of such Series on the delivery of such Series of Bonds to the successful bidder. Pending delivery of the Bonds, the good faith deposit for each Series of Bonds may be invested for the sole benefit of the State.

If the Bonds of a Series are ready for delivery and the successful bidder for a Series of Bonds fails to complete the purchase of that Series by September 12, 2018, such good faith deposit will be forfeited to the State, and, in that event, the Committee acting by and through the Treasurer may accept the next best bid or call for additional bids.

### **Ratings**

The State has received ratings from Fitch Ratings, Moody's Investors Service Inc., and S&P Global Ratings, a business unit within Standard & Poor's Financial Services LLC, of AA+, Aa1 and AA+, respectively. The State will pay the fees for these ratings. Any other ratings are the responsibility of the successful bidder(s).

### **Bond Insurance**

The purchase of any insurance policy for any Series of the Bonds or the issuance of any commitment therefor will be at the sole option and expense of the successful bidder(s) for such Series of Bonds. Bids may not be conditioned upon qualification for or the receipt of municipal bond insurance. Any increased costs of issuance of the Bonds of any Series resulting from such purchase of insurance will be paid by the successful bidder for that Series and will not, in any event, be paid by the State. Payment of any bond insurance premium and satisfaction of any conditions to the issuance of the municipal bond insurance policy will be the sole responsibility of the successful bidder. In particular, the State will not enter into any agreements with respect to the provisions of any such policy.

*Failure of any municipal bond insurer to issue or deliver its policy will not constitute cause for failure or refusal by the successful bidder to accept delivery of or to tender payment for the Bonds.*

The successful bidder must provide the State with the municipal bond insurance commitment and information with respect to the municipal bond insurance policy and the insurance provider for inclusion in the final Official Statement within two business days following the award of the bid by the Committee acting by and through the Treasurer. The State will require delivery, on or prior to the date of initial delivery of the Bonds, of:

- (1) a certificate from the insurance provider regarding the accuracy and completeness of the information provided for inclusion in the Official Statement,
- (2) an opinion of counsel to the insurance provider regarding the validity and enforceability of the municipal bond insurance policy, and
- (3) a certificate with respect to certain tax matters (with respect to the Series 2019A Bonds and the Series 2019B Bonds),

each in a form reasonably satisfactory to the State and its Bond Counsel.

## **Tax Status of the Bonds**

In the opinion of Bond Counsel, under existing federal law and assuming compliance with applicable requirements of the Internal Revenue Code of 1986, as amended (the “Code”), that must be satisfied subsequent to the issue date of the Series 2019A Bonds and the Series 2019B Bonds (together, the “Tax-Exempt Bonds”), interest on the Tax-Exempt Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the alternative minimum tax applicable to individuals. However, interest on the Tax-Exempt Bonds received by certain S corporations may be subject to tax, and interest on the Tax-Exempt Bonds received by foreign corporations with United States branches may be subject to a foreign branch profits tax. Receipt of interest on the Tax-Exempt Bonds may have other federal tax consequences for certain taxpayers. In the opinion of Bond Counsel, interest on the Series 2019T Bonds (the “Taxable Bonds”) is not excluded from gross income for federal income tax purposes under Section 103(a) of the Code. See “TAX MATTERS.”

## **Establishment of Issue Price of Tax-Exempt Bonds**

**Competitive Sale.** The State expects to determine the issue price of the Tax-Exempt Bonds under the special rule for competitive sales provided by Treasury Regulation Section 1.148-1(f)(3)(i) because the sale of the Tax-Exempt Bonds is expected to meet the following requirements (the “competitive sale requirements”):

- (1) the State will disseminate this Official Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders will have an equal opportunity to bid for each Series of the Tax-Exempt Bonds;
- (3) the State will receive bids for each Series of the Tax-Exempt Bonds from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the State will award the sale of each Series of the Tax-Exempt Bonds to the bidder who submits a bid in conformance with this Official Notice of Sale to purchase that Series of Tax-Exempt Bonds at a price that produces the lowest true interest cost to the State, as set forth in this Official Notice of Sale under the heading “Selection of Winning Bids.”

The successful bidder for a Series of Tax-Exempt Bonds will be required to assist the State in establishing the issue price of that Series of Tax-Exempt Bonds under the special rule for competitive sales by (i) providing to the Treasurer, in writing, immediately following the award of the sale of that Series of Tax-Exempt Bonds to the successful bidder, the reasonably expected initial offering price to the public as of the sale date of each maturity of that Series of Tax-Exempt Bonds on which the price bid by that successful bidder for that Series of Tax-Exempt Bonds was based, and (ii) executing and delivering to the State on or before the Closing Date an issue price certificate setting forth for each maturity of the Series of Tax-Exempt Bonds the reasonably expected initial offering price to the public as of the sale date on which the price bid by that successful bidder for that Series of Tax-Exempt Bonds was based. The issue price certificate shall be substantially in the form of Exhibit 1 attached to this Official Notice of Sale, with such modifications as may be appropriate or necessary, in the reasonable judgment of the successful bidder, the State and Bond Counsel.

**Use of General Rule (10% Test) or Hold-the-Offering-Price Rule, as Applicable, If Competitive Sale Requirements Not Met.** If the State determines that the sale of any Series of Tax-Exempt Bonds failed to meet the competitive sale requirements as previously described, the State will so advise the successful bidder for that Series of Tax-Exempt Bonds, and the State will determine the issue price of a maturity of that Series of the Tax-Exempt Bonds on the basis of either (i) the first price at which a substantial amount (10%) of that maturity of a Series of the Tax-Exempt Bonds is sold to the public (the “10% test”) or (ii) the initial offering price to the public as of the sale date of any maturity of a Series of the Tax-Exempt Bonds (the “hold-the-offering-price” rule), as applicable, in each case applied on a maturity-by-maturity basis. The successful bidder shall advise the State, Municipal Advisor and Bond Counsel whether any maturity or maturities of a Series of the Tax-Exempt Bonds satisfy the 10% test as of the date and time of the award of such Tax-Exempt Bonds, and the State will determine the issue price of those

maturities based upon the 10% test. Any maturity of a Series of the Tax-Exempt Bonds that does not satisfy the 10% test as of the date and time of the award of such Tax-Exempt Bonds will be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation in the event that the State determines to apply the hold-the-offering-price rule to any maturity of a Series of the Tax-Exempt Bonds. Bidders should prepare their bids on the assumption that some or all of the maturities of the Tax-Exempt Bonds will be subject to the hold-the-offering-price rule in order to establish the issue price of such Tax-Exempt Bonds.

By submitting a bid, the successful bidder shall (i) confirm that the underwriters have offered or will offer such Series of Tax-Exempt Bonds to the public on or before the date of award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the successful bidder and (ii) agree, on behalf of the underwriters participating in the purchase of such Series of the Tax-Exempt Bonds, that the underwriters will neither offer nor sell unsold Tax-Exempt Bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following: (A) the close of the fifth business day after the sale date; or (B) the date on which the underwriters have sold at least 10% of that maturity of the Tax-Exempt Bonds to the public at a price that is no higher than the initial offering price to the public.

The successful bidder will be required to assist the State in establishing the issue price of such Series of the Tax-Exempt Bonds and shall execute and deliver to the State on or before the Closing Date an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of those maturities of such Tax-Exempt Bonds that are subject to the hold-the-offering-price rule, together with the supporting pricing wires or equivalent communications, substantially in the form attached to this Official Notice of Bond Sale as Exhibit 2, with such modifications as may be appropriate or necessary, in the reasonable judgment of the successful bidder, the State, Municipal Advisor and Bond Counsel.

The State acknowledges that, if and to the extent the hold-the-offering-price rule applies, the successful bidder will rely on (i) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of such Series of the Tax-Exempt Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of such Series of the Tax-Exempt Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the retail distribution agreement and the related pricing wires. The State further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a retail distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to such Series of the Tax-Exempt Bonds.

By submitting a bid, each bidder confirms that, if and to the extent the hold-the-offering-price rule applies: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of a Series of the Tax-Exempt Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to (A) report the prices at which it sells to the public the unsold Tax-Exempt Bonds of each maturity of a Series allotted to it until it is notified by the successful bidder that either the 10% test has been satisfied as to the Tax-Exempt Bonds of that maturity of a Series or all Tax-Exempt Bonds of that maturity of a Series have been sold to the public and (B) comply with the hold-the-offering-price rule (if mutually agreed to and applicable), in each case if and for so long as directed by the successful bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of a Series of the Tax-Exempt Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of a Series of the Tax-Exempt Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to (A) report the prices at which it sells to the public the unsold Tax-Exempt Bonds of each maturity of a Series allotted to it until it is notified by the successful bidder or such underwriter that either the 10% test has been satisfied as to the Tax-Exempt Bonds



of that maturity of a Series or all Tax-Exempt Bonds of that maturity of a Series have been sold to the public and (B) comply with the hold-the-offering-price rule (if mutually agreed to and applicable), in each case if and for so long as directed by the successful bidder or such underwriter and as set forth in the related pricing wires.

Sales of any Tax-Exempt Bonds of a Series to any person who is a related party to an underwriter shall not constitute sales to the public for purposes of this Official Notice of Sale. Further, for purposes of this Official Notice of Sale: (i) “public” means any person other than an underwriter or a related party, (ii) “underwriter” means (A) the underwriter that is the successful bidder for a Series of Tax-Exempt Bonds and any person that agrees pursuant to a written contract with the State (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Tax-Exempt Bonds of that Series to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) to participate in the initial sale of the Tax-Exempt Bonds of that Series to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of such Series of the Tax-Exempt Bonds to the public), (iii) a purchaser of any of the Tax-Exempt Bonds of a Series is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and (iv) “sale date” means the date that a Series of the Tax-Exempt Bonds are awarded by the State to the successful bidder.

### **Delivery of Bonds**

The Bonds of each Series will be delivered to DTC in New York, New York, or to the Bond Registrar on behalf of DTC by Fast Automated Securities Transfer, against payment of the purchase price to the State, in immediately available federal funds less the amount of the good faith deposit for the applicable Series of Bonds.

The Bonds will be delivered in “book-entry only” form in accordance with the letter of representations from the State to DTC. As of the date of the award of the Bonds, the successful bidder(s) must either participate in DTC or clear through or maintain a custodial relationship with an entity that participates in DTC.

The State will furnish to the successful bidder for each Series of Bonds one CD ROM transcript of proceedings; additional transcripts will be furnished at such successful bidder’s cost.

If, prior to the delivery of the Bonds, the interest on the Tax-Exempt Bonds shall become includable in the gross income of the recipients thereof for federal income tax purposes, or if legislation which would have the same effect if adopted into law is passed by either house of Congress or proposed by a joint conference committee, the successful bidder(s), at its option, may be relieved of the obligation to purchase such Series of Tax-Exempt Bonds, or the State, at its option, may be relieved of the obligation to deliver such Series of Tax-Exempt Bonds.

### **CUSIP Numbers**

It is anticipated that CUSIP identification numbers will be printed on the Bonds; however, neither the failure to print CUSIP numbers on any Bond nor any error with respect thereto will constitute cause for failure or refusal by the successful bidder(s) therefor to accept delivery of and pay for the Bonds.

*The municipal advisor is responsible for obtaining CUSIP numbers for the Bonds, and the CUSIP Global Services charge for the assignment of those numbers is the responsibility of and shall be paid for by the successful bidder for each Series of the Bonds.*

## **Legal Opinion**

The State will furnish to the successful bidder(s) and have delivered with the Bonds of each Series the legal opinion of Foster Pepper PLLC, Seattle, Washington, Bond Counsel, for each Series of the Bonds in substantially the forms included in the Preliminary Official Statement as Appendix C.

## **Continuing Disclosure**

The State has entered into an undertaking for the benefit of the holders and beneficial owners of the Bonds to provide certain historical financial information and operating data to the Municipal Securities Rulemaking Board (the "MSRB") and to provide notice to the MSRB of certain events pursuant to the requirements of paragraph (b)(5)(i) of Securities and Exchange Commission ("SEC") Rule 15c2-12 (the "Rule"). See "CONTINUING DISCLOSURE UNDERTAKING" in the Preliminary Official Statement. Within the past five years, the State has complied in all material respects with all prior written undertakings under the Rule.

## **Closing Documents**

As a condition to the obligations of the successful bidder(s) to accept delivery of and pay for the Bonds of each Series, the successful bidder(s) will be furnished the following, dated as of the date of closing:

- (1) A certificate of the Deputy State Treasurer on behalf of the Committee certifying that to his knowledge and belief, and after reasonable investigation, and in reliance on the certificates from those individuals having substantive knowledge as to the subject matter contained therein, the Preliminary Official Statement relating to the Bonds did not as of its date, and the Official Statement relating to the Bonds did not as of its date or as of the date of closing, contain any untrue statement of a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, and no event affecting the Bonds has occurred since the date of the Official Statement which should be disclosed in the Official Statement for the purpose for which it is to be used or which it is necessary to disclose therein in order to make the statements and information therein not misleading in any material respect (except that in no event is any representation being made with respect to information therein regarding DTC and its book-entry only system and regarding any municipal bond insurer and its municipal bond insurance policy, and information provided by the successful bidders regarding reoffering prices and yields); and
- (2) A certificate of an Assistant Attorney General of the State, based on such inquiry and investigation deemed sufficient by such Assistant Attorney General, to the effect that, except as otherwise disclosed in the Preliminary Official Statement or the Official Statement, no action, suit or proceeding or any inquiry or investigation by or before any court, governmental agency, public board or body in which the State has been served or, to the best of his/her knowledge, is pending or threatened against the State which: (a) questions the existence of the State or title to office of any member of the State Finance Committee; (b) affects or seeks to prohibit, restrain or enjoin the issuance, sale or delivery of the Bonds, the collection of revenues pledged under the Bond Resolutions or the use of the Official Statement; (c) affects or questions the validity or enforceability of the Bonds or the Bond Resolutions or any other proceedings authorizing the issuance of the Bonds; (d) questions the tax-exempt status of the Tax-Exempt Bonds, or the completeness or accuracy of the Official Statement; or (e) questions the powers of the State to carry out the transactions contemplated by the Official Statement or the Bond Resolutions.

## **Official Statement**

The Preliminary Official Statement is in a form deemed final by the State for the purpose of the Rule, but is subject to revision, amendment and completion in a final Official Statement, which the State will deliver to the successful bidder for each Series of Bonds not later than seven business days after the Committee's acceptance of the successful bidder's proposal, in sufficient quantities to permit the successful bidder(s) to comply with the Rule, at the State's expense.

The successful bidder(s) shall file, or cause to be filed, the final Official Statement with the MSRB within one business day following the receipt of the Official Statement from the State.

Each successful bidder also agrees:

- (1) to provide to the Treasurer, in writing, the information as described in this Official Notice of Sale under the heading “Establishment of Issue Price of Bonds” as necessary for completion of the final Official Statement;
- (2) to disseminate to all members of the underwriting syndicate, if any, copies of the final Official Statement, including any amendments or supplements prepared by the State; and
- (3) to take any and all actions necessary to comply with applicable SEC and MSRB rules governing the offering, sale and delivery of the Bonds to ultimate purchasers, including without limitation, the delivery of a final Official Statement to each investor who purchases Bonds.

**Additional Information**

Additional information relating to the Bonds may be obtained from the State’s municipal advisor, Montague DeRose and Associates, LLC, 2175 N California Boulevard, Suite 422, Walnut Creek, California 94596; telephone: (925) 256-9797; telephone on date of sale: (925) 708-3494. The Preliminary Official Statement may be obtained from i-Deal Prospectus, a service of i-Deal LLC, at [www.i-dealprospectus.com](http://www.i-dealprospectus.com); telephone (212) 849-5024.

STATE FINANCE COMMITTEE  
STATE OF WASHINGTON

By: \_\_\_\_\_ /s/ Jason P. Richter  
Deputy State Treasurer—Debt Management

**EXHIBIT 1 TO OFFICIAL NOTICE OF SALE**  
**[FORM OF ISSUE PRICE CERTIFICATE—COMPETITIVE SALE]**  
**[\$[PRINCIPAL AMOUNT]**  
**[BOND CAPTION]**

**ISSUE PRICE CERTIFICATE**

The undersigned, on behalf of [NAME OF UNDERWRITER] (“[SHORT NAME OF UNDERWRITER]”), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the “Bonds”).

1. ***Reasonably Expected Initial Offering Price.***

(a) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by [SHORT NAME OF UNDERWRITER] are the prices listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Bonds used by [SHORT NAME OF UNDERWRITER] in formulating its bid to purchase the Bonds. Attached as Schedule B is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Bonds.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Bonds.

2. ***Defined Terms.***

(a) *Maturity* means Bonds having the same maturity date and credit and payment terms.

(b) *Public* means any person other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50% common ownership, directly or indirectly.

(c) *Sale Date* means [DATE], the date on which the sale of the Bonds was awarded to the Underwriter pursuant to its bid.

(d) *Underwriter* means (i) [SHORT NAME OF UNDERWRITER] as the successful bidder to purchase the Bonds and any person that agrees pursuant to a written contract with [SHORT NAME OF UNDERWRITER] as the lead underwriter to form an underwriting syndicate to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the State with respect to certain of the representations set forth in the Tax Exemption and Nonarbitrage Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Foster Pepper PLLC in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may provide to the State from time to time relating to the Bonds.

[UNDERWRITER]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Dated: [ISSUE DATE]

EXHIBIT 2 TO OFFICIAL NOTICE OF SALE

[FORM OF ISSUE PRICE CERTIFICATE – GENERAL RULE OR HOLD-THE-OFFERING-PRICE]

[\$[PRINCIPAL AMOUNT]

[BOND CAPTION]

ISSUE PRICE CERTIFICATE

The undersigned, on behalf of [NAME OF UNDERWRITER] ([“SHORT NAME OF UNDERWRITER”]), hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Bonds”).

1. ***Sale of the General Rule Maturities.*** As of the date of this certificate, for each Maturity of the General Rule Maturities listed below, the first price at which at least 10% of such Maturity was sold to the Public is the respective price in Schedule A.

*[The following paragraph 2 only used if it is necessary to apply the special “hold-the-offering-price” rule.]*

2. ***Initial Offering Price of the Hold-the-Offering-Price Maturities.***

(a) [SHORT NAME OF UNDERWRITER] offered the Hold-the-Offering-Price Maturities to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this certificate as Schedule B.

(b) As set forth in the Official Notice of Sale, [SHORT NAME OF UNDERWRITER] has agreed by bidding on the Bonds that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, it would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity. Pursuant to such Official Notice of Sale, [SHORT NAME OF UNDERWRITER] has neither offered nor sold any Maturity of the Hold-the-Offering-Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.

3. ***Defined Terms.***

(a) General Rule Maturities means those Maturities of the Bonds listed in Schedule A hereto as the “General Rule Maturities.”

*[The following subparagraphs (b) and (c) used only if it is necessary to apply the special “hold-the-offering-price” rule.]*

(b) Hold-the-Offering-Price Maturities means those Maturities of the Bonds listed in Schedule A hereto as the “Hold-the-Offering-Price Maturities.”

(c) Holding Period means, with respect to a Hold-the-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the 5th business day after the Sale Date, or (ii) the date on which [SHORT NAME OF UNDERWRITER] has sold at least 10% of such Hold-the-Offering-Price Maturity to the Public at prices that are no higher than the Initial Offering Price for such Hold-the-Offering-Price Maturity.

(d) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate maturities.

(e) *Public* means any person other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50% common ownership, directly or indirectly.

(f) *Sale Date* means [DATE], the date on which the sale of the Bonds was awarded to the Underwriter pursuant to its bid.

(g) *Underwriter* means (i) [SHORT NAME OF UNDERWRITER] as the successful bidder to purchase the Bonds and any person that agrees pursuant to a written contract with [SHORT NAME OF

UNDERWRITER] as the lead underwriter to form an underwriting syndicate to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter's interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the State with respect to certain of the representations set forth in the Tax Exemption and Nonarbitrage Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Foster Pepper PLLC in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may provide to the State from time to time relating to the Bonds.

[UNDERWRITER]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Dated: [ISSUE DATE]

**EXHIBIT B**

[Attach here a copy of the winning bid]

**Citigroup Global Markets Inc. - New York , NY's Bid  
Washington**



**\$145,780,000 (Taxable) General Obligation Bonds, Series 2019T**

For the aggregate principal amount of \$145,780,000.00, we will pay you \$145,402,429.80, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
08/01/2019	10,030M	2.6300	2.6300	100.000
08/01/2020	10,300M	2.7900	2.7900	100.000
08/01/2021	10,605M	2.8600	2.8600	100.000
08/01/2022	10,935M	2.9300	2.9300	100.000
08/01/2023	11,280M	3.0300	3.0300	100.000
08/01/2024	11,645M	3.1000	3.1000	100.000
08/01/2025	12,030M	3.1500	3.1500	100.000
08/01/2026	12,435M	3.2500	3.2500	100.000
08/01/2027	12,855M	3.3500	3.3500	100.000
08/01/2028	13,305M	3.4000	3.4000	100.000
08/01/2029	13,770M	3.4500	3.4500	100.000
08/01/2030	14,260M	3.5500	3.5500	100.000
08/01/2031	2,330M	3.6000	3.6000	100.000

Total Interest Cost: \$33,056,119.26  
Discount: \$377,570.20  
Net Interest Cost: \$33,433,689.46  
TIC: 3.335701  
Time Last Bid Received On:08/29/2018 8:14:37 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Citigroup Global Markets Inc., New York , NY  
Contact: Charles Reed  
Title: Director  
Telephone:212-723-7093  
Fax: 212-723-8951

Issuer Name: State of Washington Company Name: \_\_\_\_\_

Accepted By: \_\_\_\_\_ Accepted By: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_





**EXHIBIT C**

[Attach here copies of all other bids]

**Wells Fargo Bank, National Association - Charlotte , NC's Bid  
Washington**



**\$145,780,000 (Taxable) General Obligation Bonds, Series 2019T**

For the aggregate principal amount of \$145,780,000.00, we will pay you \$145,492,959.18, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
08/01/2019	10,030M	2.5610	2.5610	100.000
08/01/2020	10,300M	2.7820	2.7820	100.000
08/01/2021	10,605M	2.8440	2.8440	100.000
08/01/2022	10,935M	2.9390	2.9390	100.000
08/01/2023	11,280M	3.0890	3.0890	100.000
08/01/2024	11,645M	3.1550	3.1550	100.000
08/01/2025	12,030M	3.2550	3.2550	100.000
08/01/2026	12,435M	3.3950	3.3950	100.000
08/01/2027	12,855M	3.4450	3.4450	100.000
08/01/2028	13,305M	3.5450	3.5450	100.000
08/01/2029	13,770M	3.5950	3.5950	100.000
08/01/2030	14,260M	3.6450	3.6450	100.000
08/01/2031	2,330M	3.6950	3.6950	100.000

Total Interest Cost: \$34,052,898.31  
Discount: \$287,040.82  
Net Interest Cost: \$34,339,939.13  
TIC: 3.423049  
Time Last Bid Received On:08/29/2018 8:13:48 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Wells Fargo Bank, National Association, Charlotte , NC  
Contact: Will Illingworth  
Title:  
Telephone:704-410-4092  
Fax: 704-383-0065

Issuer Name: State of Washington Company Name: \_\_\_\_\_

Accepted By: \_\_\_\_\_ Accepted By: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_



Morgan Stanley & Co, LLC - New York , NY's Bid



Washington

**\$145,780,000 (Taxable) General Obligation Bonds, Series 2019T**

For the aggregate principal amount of \$145,780,000.00, we will pay you \$145,391,561.46, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
08/01/2019	10,030M	2.6000	2.6000	100.000
08/01/2020	10,300M	2.8000	2.8000	100.000
08/01/2021	10,605M	2.9200	2.9200	100.000
08/01/2022	10,935M	3.0400	3.0400	100.000
08/01/2023	11,280M	3.1000	3.1000	100.000
08/01/2024	11,645M	3.2300	3.2300	100.000
08/01/2025	12,030M	3.2800	3.2800	100.000
08/01/2026	12,435M	3.3700	3.3700	100.000
08/01/2027	12,855M	3.3900	3.3900	100.000
08/01/2028	13,305M	3.4500	3.4500	100.000
08/01/2029	13,770M	3.5500	3.5500	100.000
08/01/2030	14,260M	3.6500	3.6500	100.000
08/01/2031	2,330M	3.7500	3.7500	100.000

Total Interest Cost: \$33,949,454.52  
Discount: \$388,438.54  
Net Interest Cost: \$34,337,893.06  
TIC: 3.425826  
Time Last Bid Received On:08/29/2018 8:14:54 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Morgan Stanley & Co, LLC, New York , NY  
Contact: Keith Fell  
Title:  
Telephone:212-761-9102  
Fax:

Issuer Name: State of Washington Company Name: \_\_\_\_\_

Accepted By: \_\_\_\_\_ Accepted By: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_



**Robert W. Baird & Co., Inc. - Milwaukee , WI's Bid**



**Washington**

**\$145,780,000 (Taxable) General Obligation Bonds, Series 2019T**

For the aggregate principal amount of \$145,780,000.00, we will pay you \$144,808,216.52, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
08/01/2019	10,030M	3.0000	2.5700	100.372
08/01/2020	10,300M	3.0000	2.8100	100.344
08/01/2021	10,605M	3.0000	2.9000	100.273
08/01/2022	10,935M	3.0000	3.0000	100.000
08/01/2023	11,280M	3.0500	3.0500	100.000
08/01/2024	11,645M	3.1500	3.1500	100.000
08/01/2025	12,030M	3.2500	3.2500	100.000
08/01/2026	12,435M	3.3000	3.3000	100.000
08/01/2027	12,855M	3.3500	3.3500	100.000
08/01/2028	13,305M	3.4500	3.4500	100.000
08/01/2029	13,770M	3.5500	3.5500	100.000
08/01/2030	14,260M	3.6500	3.6500	100.000
08/01/2031	2,330M	3.7000	3.7000	100.000

Total Interest Cost: \$33,794,753.09  
Discount: \$971,783.48  
Net Interest Cost: \$34,766,536.57  
TIC: 3.478809  
Time Last Bid Received On:08/29/2018 8:12:04 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Robert W. Baird & Co., Inc., Milwaukee , WI  
Contact: Geoff Kuczarski  
Title:  
Telephone:414-765-7331  
Fax:

Issuer Name: State of Washington Company Name: \_\_\_\_\_

Accepted By: \_\_\_\_\_ Accepted By: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_





**J.P. Morgan Securities LLC - New York , NY's Bid**



**Washington**

**\$145,780,000 (Taxable) General Obligation Bonds, Series 2019T**

For the aggregate principal amount of \$145,780,000.00, we will pay you \$145,540,252.25, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
08/01/2019	10,030M	2.6000	2.6000	100.000
08/01/2020	10,300M	2.8300	2.8300	100.000
08/01/2021	10,605M	2.9300	2.9300	100.000
08/01/2022	10,935M	3.0400	3.0400	100.000
08/01/2023	11,280M	3.0800	3.0800	100.000
08/01/2024	11,645M	3.2400	3.2400	100.000
08/01/2025	12,030M	3.3600	3.3600	100.000
08/01/2026	12,435M	3.5000	3.5000	100.000
08/01/2027	12,855M	3.5700	3.5700	100.000
08/01/2028	13,305M	3.6200	3.6200	100.000
08/01/2029	13,770M	3.7000	3.7000	100.000
08/01/2030	14,260M	3.7200	3.7200	100.000
08/01/2031	2,330M	3.7700	3.7700	100.000

Total Interest Cost: \$34,926,658.94  
Discount: \$239,747.75  
Net Interest Cost: \$35,166,406.69  
TIC: 3.504335  
Time Last Bid Received On:08/29/2018 8:14:48 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: J.P. Morgan Securities LLC, New York , NY  
Contact: Jaclyn Mischler  
Title: Vice President  
Telephone:212-834-7155  
Fax: 917-464-9300

Issuer Name: State of Washington Company Name: \_\_\_\_\_

Accepted By: \_\_\_\_\_ Accepted By: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_



**Bank of America Merrill Lynch - New York , NY's Bid  
Washington**



**\$145,780,000 (Taxable) General Obligation Bonds, Series 2019T**

For the aggregate principal amount of \$145,780,000.00, we will pay you \$145,473,862.00, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
08/01/2019	10,030M	2.6000	2.6000	100.000
08/01/2020	10,300M	2.8300	2.8300	100.000
08/01/2021	10,605M	2.9400	2.9400	100.000
08/01/2022	10,935M	3.0800	3.0800	100.000
08/01/2023	11,280M	3.2300	3.2300	100.000
08/01/2024	11,645M	3.3500	3.3500	100.000
08/01/2025	12,030M	3.4500	3.4500	100.000
08/01/2026	12,435M	3.5000	3.5000	100.000
08/01/2027	12,855M	3.5500	3.5500	100.000
08/01/2028	13,305M	3.6000	3.6000	100.000
08/01/2029	13,770M	3.7000	3.7000	100.000
08/01/2030	14,260M	3.7700	3.7700	100.000
08/01/2031	2,330M	3.8500	3.8500	100.000

Total Interest Cost: \$35,238,959.12  
Discount: \$306,138.00  
Net Interest Cost: \$35,545,097.12  
TIC: 3.543901  
Time Last Bid Received On:08/29/2018 8:13:46 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Bank of America Merrill Lynch, New York , NY  
Contact: Robert Holmes  
Title:  
Telephone:212-449-5081  
Fax:

Issuer Name: State of Washington Company Name: \_\_\_\_\_

Accepted By: \_\_\_\_\_ Accepted By: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_



**Goldman Sachs & Co. LLC - New York , NY's Bid**



**Washington**

**\$145,780,000 (Taxable) General Obligation Bonds, Series 2019T**

For the aggregate principal amount of \$145,780,000.00, we will pay you \$145,539,437.49, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Yield %	Dollar Price
08/01/2019	10,030M	2.6000	2.6000	100.000
08/01/2020	10,300M	2.8300	2.8300	100.000
08/01/2021	10,605M	2.9500	2.9500	100.000
08/01/2022	10,935M	3.2100	3.2100	100.000
08/01/2023	11,280M	3.2900	3.2900	100.000
08/01/2024	11,645M	3.4100	3.4100	100.000
08/01/2025	12,030M	3.5100	3.5100	100.000
08/01/2026	12,435M	3.5500	3.5500	100.000
08/01/2027	12,855M	3.6000	3.6000	100.000
08/01/2028	13,305M	3.6500	3.6500	100.000
08/01/2029	13,770M	3.7500	3.7500	100.000
08/01/2030	14,260M	3.8500	3.8500	100.000
08/01/2031	2,330M	3.9000	3.9000	100.000

Total Interest Cost: \$35,818,636.94  
Discount: \$240,562.51  
Net Interest Cost: \$36,059,199.45  
TIC: 3.593852  
Time Last Bid Received On:08/29/2018 8:14:53 PDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Goldman Sachs & Co. LLC, New York , NY  
Contact: Sam Denton-Schneider  
Title: VP  
Telephone:212-902-6591  
Fax: 212-493-0444

Issuer Name: State of Washington Company Name: \_\_\_\_\_

Accepted By: \_\_\_\_\_ Accepted By: \_\_\_\_\_

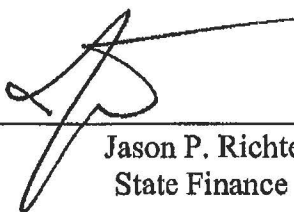
Date: \_\_\_\_\_ Date: \_\_\_\_\_



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. 1216 adopted by the State Finance Committee acting by and through the State Treasurer as Chairman of the Committee on this 29<sup>th</sup> day of August, 2018, 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: August 29, 2018.



---

Jason P. Richter, Secretary  
State Finance Committee