

EXECUTION VERSION

STATE FINANCE COMMITTEE

OLYMPIA, WASHINGTON

RESOLUTION NO. 1227

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 \$490,595,000 PRINCIPAL AMOUNT OF VARIOUS PURPOSE GENERAL OBLIGATION BONDS, SERIES 2020A, OF THE STATE; FIXING THE INTEREST RATES; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO.

ADOPTED: SEPTEMBER 10, 2019

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WHEREAS, the Washington State Finance Committee (the "Committee") by Resolution No. 1222, adopted on August 8, 2019 (the "Bond Resolution"), authorized the issuance and sale by the State of Washington (the "State") of not to exceed \$3,576,220,000 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, 1st 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 30, 2019, to be prepared for the public sale of a series of the various purpose general obligation bonds authorized by the Bond Resolution (the "Series 2020A 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 2020A Bonds to Goldman Sachs & Co. LLC (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 the Series 2020A Bonds will be the first issue of various purpose general obligation bonds issued under the Bond Resolution, and the issuance of the Series 2020A Bonds will not cause the aggregate total principal amount of Bonds issued under the Bond Resolution to exceed \$3,576,220,000;

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, collectively, the following: Section 201 of Chapter 167, Laws of 2006; Section 202 of Chapter 179, Laws of 2008; Section 2(a) of Chapter 37, Laws of 2015, 3rd Sp. Sess.; Sections 102(a) and 203 of Chapter 3, Laws of 2018; and Section 2(a) of Chapter 414, Laws of 2019.

Bond Fund means, for the Series 2020A Bonds, the Debt-limit General Fund Bond Retirement Account and the Nondebt-limit Reimbursable Bond Retirement Account, as applicable.

Bond Resolution means Resolution No. 1222, adopted by the Committee on August 8, 2019.

Series 2020A Bonds means any or all of the \$490,595,000 principal amount Various Purpose General Obligation Bonds, Series 2020A, 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 2020A 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 2020A 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 2020A Bonds made in accordance with the Notice of Sale. Accordingly, the Series 2020A Bonds shall be issued and sold in the principal amounts that mature on each August 1 as follows:

Maturity Date (August 1)	Principal Amount
2023	\$10,505,000
2024	13,250,000
2025	13,930,000
2026	14,640,000
2027	15,395,000
2028	16,185,000
2029	17,015,000
2030	17,885,000
2031	18,800,000
2032	19,765,000
2033	20,780,000
2034	21,845,000
2035	22,965,000
2036	24,145,000
2037	25,380,000
2038	26,685,000
2039	28,050,000
2040	29,490,000
2041	31,005,000
2042	32,595,000
2043	34,265,000
2044	36,020,000

All other bids that have been received are attached hereto as Exhibit C. The Series 2020A 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 Tax-Exempt Bonds.

Section 3. Disposition of Series 2020A Bond Proceeds. The Treasurer is authorized to deposit the Series 2020A Bond proceeds, including any net original issue premium, to the credit of the Columbia River Basin Water Supply Account, the School Construction and Skill Centers Building Account, the Watershed Restoration Enhancement Bond Account, and the State Building Construction Account in accordance with the Bond Act in the respective amounts set forth in the "Proceeds Allocations – 2020A" 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 2020A 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 2020A 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 2020A 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 2020A 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 10th day of September, 2019.

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

\$490,405,000* VARIOUS PURPOSE GENERAL OBLIGATION BONDS, SERIES 2020A

\$224,495,000* MOTOR VEHICLE FUEL TAX & VEHICLE RELATED FEES GENERAL OBLIGATION BONDS, SERIES 2020B

\$39,575,000* GENERAL OBLIGATION BONDS, SERIES 2020T (TAXABLE)

Electronic bids for the purchase of each Series of the above-referenced Bonds will be received by the State Finance Committee (the "SFC"), acting by and through the State Treasurer (the "Treasurer") on behalf of the State of Washington (the "State") via the BiDCOMP/PARITY® electronic bid submission system ("Parity"), in the manner described below on:

September 10, 2019, at

Series 2020A Bonds: 7:30 A.M., Pacific Time

Series 2020B Bonds: 8:00 A.M., Pacific Time

Series 2020T Bonds: 8:15 A.M., Pacific Time

The State reserves the right to modify the terms or to cancel or postpone the date and time of sale, as described under "Modification, Cancellation, or Postponement" below.

No bid for less than the entire offering of a Series will be accepted. Bids must be submitted electronically via Parity in accordance with this Official Notice of Sale. See "Bidding Detail" below in this Official Notice of Sale. Bids with respect to each Series of the Bonds will be considered and acted on by the SFC acting by and through the Treasurer as described below under "Selection of Winning Bids."

The State has designated Parity as the Qualified Electronic Bid Provider for purposes of receiving electronic bids for the Bonds. For further information about Parity, potential bidders may contact Parity at (212) 849-5021. By designating a bidding service as a Qualified Electronic Bid Provider, the State does not endorse the use of such bidding service.

Bidders should refer to the Preliminary Official Statement for additional information regarding the State, the Bonds, the security for each Series of the Bonds, and other matters.

Modification, Cancellation, or Postponement

Modification of Terms. The State may modify the terms of this Official Notice of Sale prior to the time for receipt of bids. Modifications may include adjustments to principal amounts, call provisions, and other terms of any Series of the Bonds. Notice of any modification will be provided to Parity on or before September 9, 2019, and it is the bidder's responsibility to check for any modification prior to submitting its bid.

Cancellation or Postponement. The State also reserves the right to cancel or postpone the date and time for the receipt of bids for any Series of the Bonds at any time prior to the applicable cut-off time for receiving bids stated above. Notice of cancellation or postponement will be provided to Parity as soon as practicable following the decision to cancel or postpone.

As an accommodation to bidders, telephonic or electronic notice of any amendment or modification of this Official Notice of Sale will be communicated through MuniOS, a product of Imagemaster LLC, and will be given to any bidder who requests such notice from Montague DeRose and Associates, LLC, one of the municipal advisors to the State (telephone: 925-256-9797). Failure of any bidder to receive such notice will not affect the legality of the sale.

Description of the Bonds

The Bonds of each Series will be dated the date of their initial delivery, will be issued in denominations of \$5,000 or any integral multiple thereof within a single maturity, and will bear interest at such rate or rates as the SFC acting by and through the Treasurer shall approve at the time of sale.

* Preliminary, subject to adjustment by the State as provided in this Official Notice of Sale.

The successful bidder for a Series of the Bonds may designate whether some or all of the principal amounts listed in the years noted in the table for each Series shown below shall be retired as serial bonds maturing in such year or as mandatory redemption requirements of Term Bonds. Term Bonds, if any, must consist of the total principal payments of two or more consecutive years and mature in the latest of those years.

Series 2020A Bonds. Interest on the Series 2020A Bonds will be payable semiannually on each February 1 and August 1, beginning February 1, 2020, to their maturity or earlier redemption. Principal will be payable in serial maturities, as set forth below, except that bidders may designate any or all of the principal amounts shown below as maturing on or after August 1, 2030 as mandatory redemption requirements of Term Bonds.

Series 2020A Bonds
Aggregate Principal Amount: \$490,405,000⁽¹⁾

Maturity Dates (August 1)	Principal Amounts ⁽¹⁾
2023	\$ 11,525,000
2024	13,705,000
2025	14,255,000
2026	14,825,000
2027	15,425,000
2028	16,100,000
2029	16,925,000
2030	17,790,000 ⁽²⁾
2031	18,705,000 ⁽²⁾
2032	19,665,000 ⁽²⁾
2033	20,675,000 ⁽²⁾
2034	21,730,000 ⁽²⁾
2035	22,845,000 ⁽²⁾
2036	24,020,000 ⁽²⁾
2037	25,250,000 ⁽²⁾
2038	26,545,000 ⁽²⁾
2039	27,905,000 ⁽²⁾
2040	29,335,000 ⁽²⁾
2041	30,840,000 ⁽²⁾
2042	32,425,000 ⁽²⁾
2043	34,085,000 ⁽²⁾
2044	35,830,000 ⁽²⁾
	\$ 490,405,000

- (1) Preliminary, subject to adjustment by the State as described under "Adjustment of Amount of Bonds and Bid Price after Receipt of Bids" below in this Official Notice of Sale.
- (2) These amounts will constitute principal maturities unless the bidder designates all or a portion as a mandatory sinking fund redemption portion of a Term Bond. See "Redemption Provisions—Mandatory Redemption" below.

Series 2020B Bonds. Interest on the Series 2020B Bonds will be payable semiannually on each June 1 and December 1, beginning December 1, 2019, to their maturity or earlier redemption. Principal will be payable in serial maturities, as set forth below, except that bidders may designate any or all of the principal amounts shown below as maturing on or after June 1, 2030 as mandatory redemption requirements of Term Bonds.

Series 2020B Bonds
Aggregate Principal Amount: \$224,495,000⁽¹⁾

Maturity Dates (June 1)	Principal Amounts ⁽¹⁾
2020	\$ 4,700,000
2021	5,230,000
2022	5,435,000
2023	5,650,000
2024	5,870,000
2025	6,100,000
2026	6,340,000
2027	6,590,000
2028	6,910,000
2029	7,255,000
2030	7,620,000 ⁽²⁾
2031	8,000,000 ⁽²⁾
2032	8,400,000 ⁽²⁾
2033	8,820,000 ⁽²⁾
2034	9,265,000 ⁽²⁾
2035	9,725,000 ⁽²⁾
2036	10,210,000 ⁽²⁾
2037	10,720,000 ⁽²⁾
2038	11,255,000 ⁽²⁾
2039	11,820,000 ⁽²⁾
2040	12,410,000 ⁽²⁾
2041	13,030,000 ⁽²⁾
2042	13,685,000 ⁽²⁾
2043	14,370,000 ⁽²⁾
2044	15,085,000 ⁽²⁾
	\$ 224,495,000

(1) Preliminary, subject to adjustment by the State as described under "Adjustment of Amount of Bonds and Bid Price after Receipt of Bids" below in this Official Notice of Sale.

(2) These amounts will constitute principal maturities unless the bidder designates all or a portion as a mandatory sinking fund redemption portion of a Term Bond. See "Redemption Provisions—Mandatory Redemption" below.

Series 2020T Bonds. Interest on the Series 2020T Bonds will be payable semiannually on each February 1 and August 1, beginning February 1, 2020, to their maturity or earlier redemption. Principal will be payable in serial maturities, as set forth below, except that bidders may designate any or all of the principal amounts shown below as mandatory redemption requirements of Term Bonds.

Series 2020T Bonds
Aggregate Principal Amount: \$39,575,000⁽¹⁾

Maturity Dates (August 1)	Principal Amounts ⁽¹⁾
2020	\$ 12,515,000
2021	12,695,000
2022	11,920,000
2023	2,445,000
	\$ 39,575,000

(1) Preliminary, subject to adjustment by the State as described under "Adjustment of Amount of Bonds and Bid Price after Receipt of Bids" below in this Official Notice of Sale. These amounts will constitute principal maturities unless the bidder designates all or a portion as a mandatory sinking fund redemption portion of a Term Bond. See "Redemption Provisions—Mandatory Redemption" below.

Redemption Provisions

For a full discussion of optional and mandatory redemption provisions, see ‘DESCRIPTION OF THE BONDS—Redemption Provisions’ in the Preliminary Official Statement.

Optional Redemption – Series 2020A and 2020B Bonds. The State reserves the right to redeem certain Series 2020A Bonds and certain Series 2020B Bonds (as set forth below) in whole or in part, on any date on or after the respective call dates set forth below, at a price equal to 100% of the aggregate principal amount to be redeemed, plus accrued interest to the date fixed for redemption.

<u>Series</u>	<u>Callable Maturities</u>	<u>Call Date</u>
Series 2020A Bonds	Bonds maturing on or after August 1, 2030	August 1, 2029
Series 2020B Bonds	Bonds maturing on or after June 1, 2030	June 1, 2029

In the event of an optional redemption of Series 2020A Bonds or Series 2020B Bonds, the State shall select the Series and maturities to be redeemed, and the Bond Registrar shall randomly select the Bonds for redemption within those maturities. Subject to market conditions, the State may determine prior to the sale date that one or more Series will not be made subject to optional redemption prior to maturity. In that event, the State will provide notice of such modification of terms in the manner described above under ‘Modification, Cancellation, or Postponement.’

The Series 2020T Bonds are not subject to optional redemption prior to maturity.

Mandatory Redemption. Series 2020A Bonds maturing on or after August 1, 2030 or Series 2020B Bonds maturing on or after June 1, 2030 may be designated by the successful bidder for that Series as Term Bonds, and will be subject to mandatory sinking fund redemption.

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, which 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’ in the Preliminary Official Statement.

Purpose

The Bonds are being issued to provide funds to pay and reimburse State expenditures for various general State capital projects and State transportation capital projects and to pay costs of issuance. See ‘AUTHORIZATION AND PURPOSE’ in the Preliminary Official Statement.

Security

The Bonds are general obligations of the State to which the State has irrevocably pledged its full faith, credit, and taxing power. In addition to this pledge, the Series 2020B Bonds are first payable from additional pledged revenues from certain State excise taxes on motor vehicle and special fuels (“MVFT”) and from certain Vehicle Related Fees (“VRFs”), all as described in the Preliminary Official Statement under ‘SECURITY FOR THE BONDS.’

Bidding Detail

Form of Bids; Electronic Bidding Only. Each Series of Bonds will be sold separately, on an all-or-none basis. Bids must be unconditional and may not be for less than all of the Series for which they are submitted. No bid received after the applicable cut-off time specified above will be considered. Bids may not be withdrawn or revised after the applicable cut-off time.

Bids must be submitted electronically via Parity only. Hard copy or faxed bids will not be accepted. Each bidder (and not the SFC or the State) is responsible for the timely electronic delivery of its bid. The official times will be determined by the SFC, acting by and through the Treasurer, and not by any bidder or Parity.

By submitting an electronic bid, each bidder agrees to all terms and conditions of this Official Notice of Sale (including all modifications provided by the State to Parity) and 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 Parity, this Official Notice of Sale (including any modifications provided by the State to Parity) will control.

- (2) Each bidder is solely responsible for making necessary arrangements to access Parity for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale (including any modifications provided by the State to Parity).
- (3) The State has no duty or obligation to provide or assure access to Parity to any bidder. The State is not responsible for proper operation of, nor does it have any liability for, any delays, interruptions, or damages caused by use or attempted use of Parity, or by any incomplete, inaccurate, or untimely bid submitted by any bidder through Parity.
- (4) The State is permitting use of Parity as a communication mechanism, and not as the State's agent, to conduct the electronic bidding for the Bonds. Parity 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 Parity's procedures.
- (6) If a bidder's bid for a Series is accepted by the SFC acting by and through the Treasurer, this Official Notice of Sale (including any modifications provided by the State to Parity) and the information that is transmitted electronically through Parity shall form a contract, and the bidder shall be bound by the terms of that contract.
- (7) Information provided by Parity 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 (including any modifications provided by the State to Parity).

Interest Rates Bid. Bidders for the Series 2020A and 2020B 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, provided that Bonds of the same maturity within a Series must bear interest at the same rate. Bidders for the Series 2020T Bonds may specify any number of interest rates in multiples of one-hundredth of one percent (1/100 of 1.0%), provided that Bonds of the same maturity within that Series must bear interest at the same rate. The Series 2020A Bonds maturing on or after August 1, 2030 must have a minimum interest rate of 5.0%. The Series 2020B Bonds maturing on or after June 1, 2030 must have a minimum interest rate of 5.0%

Premium and Discount. No bid for the Series 2020A Bonds offering to pay an amount less than 122.0% or more than 133.0% of the aggregate par value will be considered. No bid for the Series 2020B Bonds offering to pay an amount less than 120.5% or more than 131.0% of the aggregate par value will be considered. No bid for the Series 2020T Bonds offering to pay an amount less than 98.0% or more than 102.0% of the aggregate par value will be considered.

Selection of Winning Bids

Bids for each Series of the Bonds will be considered by the SFC acting by and through the Treasurer in the Office of the State Treasurer, on the date and at the times listed on the first page of this Official Notice of Sale unless postponed or cancelled as set forth herein. The results of the bond sales will be posted on the Treasurer's website promptly following approval of the Bond Sale Resolutions by the SFC acting by and through the Treasurer.

Each Series will be sold to the bidder submitting a bid in conformance with this Official Notice of Sale (including any modifications provided by the State to Parity) 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 for each Series will be the rate necessary, when using a 360-day year consisting of twelve 30-day months and semiannual compounding, to discount the debt service payments from the payment dates to the initial delivery date of that Series (currently anticipated to be September 25, 2019) (the "Closing Date") and to the price bid. The TIC calculations for each Series will be performed by the State's Municipal Advisors, and the SFC acting by and through the Treasurer will base its determination of the best bid for each Series solely on such calculations. If there are two or more equal bids for a Series and those bids are the best bids received, the SFC acting by and through the Treasurer will determine which bidder is awarded that Series in its sole discretion.

The successful bidder for a Series will be bound to purchase that Series in the principal amount, at such price and with such interest rates as are specified in its bid, subject to adjustment of principal amounts, if any, permitted as described in this Official Notice of Sale.

Adjustment of Amount of Bonds and Bid Price After Receipt of Bids

The State reserves the right to increase or decrease the preliminary aggregate principal amount of any Series of the Bonds shown on Parity by an amount not to exceed 10.0% of the aggregate principal amount of that Series after the applicable cut-off time for receiving bids. The State also reserves the right to increase or decrease the preliminary principal amount of any maturity of a Series of the Bonds shown on Parity in an amount not to exceed 15.0% of the preliminary principal amount of that maturity. Series 2020A Bonds and Series 2020T Bonds maturing on August 1, 2023 may be adjusted up or down by an amount not to exceed \$2,445,000. In the case of the Series 2020T Bonds shown on Parity to mature on August 1, 2023, this adjustment may result in the elimination of the 2023 maturity of the Series 2020T Bonds. However, adjustments in excess of these limitations can be made with the approval of the apparent successful bidder.

If the preliminary aggregate principal amount of a Series is adjusted by the State, the price bid by the successful bidder for such Series will be adjusted on a proportionate basis to reflect an increase or decrease in the principal amount and maturity schedule. In the event that the State elects to increase or decrease the principal amount of a Series after receiving bids, the underwriter's discount, expressed in dollars per thousand, will be held constant. The State will not be responsible in the event and to the extent that any adjustment affects (i) the net compensation to be realized by the successful bidder, or (ii) the true interest cost of the winning bid or its ranking relative to other bids.

Right of Rejection

The SFC, acting by and through the Treasurer, reserves the right to reject any or all bids and to waive any formality or irregularity in any bid or in the bidding process. If all bids for a Series of the Bonds are rejected, then such Series may be sold in any manner provided by law.

Good Faith Deposit

Each bid must be backed by a good faith deposit in the amount of \$4,900,000 with respect to the Series 2020A Bonds; \$2,200,000 with respect to the Series 2020B Bonds; and \$400,000 with respect to the Series 2020T Bonds. The applicable good faith deposit must be paid by federal funds wire transfer within 90 minutes after receipt of verbal award given to the apparent successful bidder for a Series of the Bonds. Wiring instructions will be provided to the apparent successful bidder at the time of the verbal award. The good faith deposit for each Series of the Bonds will be retained by the State as security for the performance of the apparent successful bidder and shall be applied to the purchase price of the applicable Series upon the delivery of such Series to the apparent successful bidder. Pending delivery of a Series of the Bonds, the good faith deposit may be invested for the sole benefit of the State.

Failure to Complete Purchase

If a Series of the Bonds is ready for delivery and the apparent successful bidder for such Series fails or neglects to complete the purchase of such Series within 30 days following the acceptance of its bid, the good faith deposit for such Series shall be retained by the State as reasonable liquidated damages and not as a penalty. In such event, the SFC acting by and through the Treasurer may accept the next best bid or call for additional bids.

Bond Ratings

Each Series of the Bonds has been assigned a rating 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+, Aaa and AA+, respectively. The State will pay the fees for these ratings. Any other ratings are the responsibility of the successful bidder(s).

Municipal Bond Insurance

No bid may be conditioned upon obtaining insurance or any other credit enhancement, or upon the State's acceptance of any of the terms of insurance or other credit enhancement. Any purchase of municipal bond insurance or commitment therefor will be at the sole option and expense of the bidder for such Series, and any increased costs of issuance of such Series resulting by reason of such insurance, unless otherwise paid, must be paid by such bidder, but will not, in any event, be paid by the State. Any failure of a Series to be so insured or of any such policy of insurance to be issued will not in any way relieve the successful bidder for such Series of its contractual obligations arising from the acceptance of its bid.

If the successful bidder for a Series of the Bonds purchases insurance for such Series, the State may require such successful bidder to furnish to the State and Bond Counsel a certificate with respect to certain tax matters; a

certificate from the insurance provider regarding the accuracy and completeness of the information provided for inclusion in the Official Statement; and an opinion of counsel to the insurance provider regarding the validity and enforceability of the municipal bond insurance policy, each in form and substance acceptable to Bond Counsel.

Tax Status and Establishment of Issue Price

For a statement regarding the tax status of the Tax-Exempt Bonds, see "TAX MATTERS—Tax-Exempt Bonds" in the Preliminary Official Statement. For a statement regarding the tax status of the Taxable Bonds, see "TAX MATTERS—Taxable Bonds" in the Preliminary Official Statement.

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 such 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 will be in substantially 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, and the State will determine the issue price of each maturity of that Series on the basis of either (i) the first price at which a substantial amount (10%) of that maturity of a Series 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 that Series (the "hold-the-offering-price" rule), as applicable, in each case applied on a maturity-by-maturity basis. The successful bidder must 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 Series, and the State will determine the issue price of those maturities based upon the 10% test. Any maturity of that Series that does not satisfy the 10% test as of the date and time of the award of such Series will be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation if the State determines to apply the hold-the-offering-price rule to any maturity of that Series. Bidders should prepare their bids on the assumption that some or all of the maturities of the Series will be subject to the hold-the-offering-price rule in order to establish the issue price of such Series.

By submitting a bid, the successful bidder must (i) confirm that the underwriters have offered or will offer the Tax-Exempt Bonds of such Series 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 such successful bidder and (ii) agree, on behalf of the underwriters participating in the purchase of such Series, that the underwriter will neither offer nor sell unsold Tax-Exempt Bonds of any maturity of the Series to which the hold-the-offering-price rule

applies 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 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 must 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 sale price or prices of those maturities that are subject to the hold-the-offering-price rule, together with the supporting pricing wires or equivalent communications, in substantially the form attached to this Official Notice of 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) if 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 that 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) if an underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of such Series 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 will be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter will be liable for the failure of any other underwriter, or of any dealer that 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.

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 that 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 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 or all Tax-Exempt Bonds of that maturity 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 underwriter 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 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 or all Tax-Exempt Bonds of that maturity 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 to any person who is a related party to an underwriter will 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 the 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 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 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 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 is awarded by the State to the successful bidder.

Delivery of the Bonds

Each Series of the Bonds 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. 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 of each Series of the Bonds one electronic 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 a Series of the Tax-Exempt Bonds becomes includable in the gross income of the recipients thereof for federal income tax purposes, or if legislation that 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, at its option, may be relieved of the obligation to purchase that Series, or the State, at its option, may be relieved of the obligations to deliver that Series. The good faith deposit will be returned without interest, as described under "Good Faith Deposit," above.

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 each Series of 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.*

Legal Opinion

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

Continuing Disclosure

The State will enter into an undertaking for the benefit of the holders and beneficial owners of each Series 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"). For a statement regarding the State's historical compliance with its Prior Undertakings, see "CONTINUING DISCLOSURE UNDERTAKING" in the Preliminary Official Statement.

Closing Documents

As a condition to the obligations of the successful bidder(s) to accept delivery of and pay for a Series of the Bonds, 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 SFC certifying that to the Deputy State Treasurer's 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 or as of the date of sale, 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 such Assistant Attorney General's 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 SFC; (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 Series 2020A Bonds or the Series 2020B 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 the Bonds not later than seven business days after the SFC'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 receipt of the Official Statement from the State.

Each successful bidder also agrees:

- (1) with respect to the purchase of a Series of Tax-Exempt Bonds, 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 Tax-Exempt Bonds" as necessary for completion of the final Official Statement and execution of a certificate in substantially the form attached to this Official Notice of Sale as Exhibit 1 or 2, as applicable, with only such modifications as may be acceptable to the State and Bond Counsel;
- (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 the 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 MuniOS, a product of Imagemaster, LLC, at <https://www.munios.com>; telephone 1-800-452-5152.

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By: _____ /s/
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 shown 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]

07:40:24 a.m. PDST	Upcoming Calendar	Overview	Compare	Summary
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Bid Results

Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A

The following bids were submitted using **PARITY**[®] and displayed ranked by lowest TIC. Click on the name of each bidder to see the respective bids.

Bid Award*	Bidder Name	TIC
<input checked="" type="checkbox"/> Reoffering	Goldman Sachs & Co. LLC	2.885735
<input type="checkbox"/>	Barclays Capital Inc.	2.901349
<input type="checkbox"/>	Bank of America Merrill Lynch	2.903601
<input type="checkbox"/>	J.P. Morgan Securities LLC	2.904580
<input type="checkbox"/>	Citigroup Global Markets Inc.	2.905222
<input type="checkbox"/>	Morgan Stanley & Co. LLC	2.908059
<input type="checkbox"/>	Wells Fargo Bank, National Association	2.914659

*Awarding the Bonds to a specific bidder will provide you with the Reoffering Prices and Yields.

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Upcoming Calendar	Overview	Result	Excel
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Goldman Sachs & Co. LLC - New York , NY's Bid



**Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A**

For the aggregate principal amount of \$490,405,000.00, we will pay you \$621,030,432.02, 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
08/01/2023	11,525M	5.0000	1.1200	114.579
08/01/2024	13,705M	5.0000	1.1500	118.109
08/01/2025	14,255M	5.0000	1.2100	121.341
08/01/2026	14,825M	5.0000	1.2800	124.320
08/01/2027	15,425M	5.0000	1.3400	127.183
08/01/2028	16,100M	5.0000	1.4100	129.768
08/01/2029	16,925M	5.0000	1.4700	132.258
08/01/2030	17,790M	5.0000	1.5500	131.400
08/01/2031	18,705M	5.0000	1.6200	130.656
08/01/2032	19,665M	5.0000	1.6800	130.021
08/01/2033	20,675M	5.0000	1.7200	129.600
08/01/2034	21,730M	5.0000	1.7600	129.181
08/01/2035	22,845M	5.0000	1.8000	128.763
08/01/2036	24,020M	5.0000	1.8400	128.347
08/01/2037	25,250M	5.0000	1.8800	127.932
08/01/2038	26,545M	5.0000	1.9200	127.519
08/01/2039	27,905M	5.0000	1.9600	127.108
08/01/2040	29,335M	5.0000	2.0000	126.698
08/01/2041	30,840M	5.0000	2.0300	126.391
08/01/2042	32,425M	5.0000	2.0600	126.086
08/01/2043	34,085M	5.0000	2.0900	125.781
08/01/2044	35,830M	5.0000	2.1000	125.680

Total Interest Cost: \$400,200,462.50
 Premium: \$130,625,432.02
 Net Interest Cost: \$269,575,030.48
 TIC: 2.885735
 Time Last Bid Received On:09/10/2019 7:29:52 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: _____

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EXHIBIT C

[Attach here copies of all other bids]

Upcoming Calendar	Overview	Result	Excel
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Barclays Capital Inc. - New York , NY's Bid



**Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A**

For the aggregate principal amount of \$490,405,000.00, we will pay you \$619,896,026.00, 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
08/01/2023	11,525M	5.0000	1.1300	114.538
08/01/2024	13,705M	5.0000	1.1500	118.109
08/01/2025	14,255M	5.0000	1.2200	121.278
08/01/2026	14,825M	5.0000	1.2900	124.246
08/01/2027	15,425M	5.0000	1.3500	127.098
08/01/2028	16,100M	5.0000	1.4300	129.576
08/01/2029	16,925M	5.0000	1.4900	132.043
08/01/2030	17,790M	5.0000	1.5700	131.187
08/01/2031	18,705M	5.0000	1.6400	130.444
08/01/2032	19,665M	5.0000	1.6900	129.916
08/01/2033	20,675M	5.0000	1.7500	129.285
08/01/2034	21,730M	5.0000	1.8000	128.763
08/01/2035	22,845M	5.0000	1.8400	128.347
08/01/2036	24,020M	5.0000	1.8800	127.932
08/01/2037	25,250M	5.0000	1.9200	127.519
08/01/2038	26,545M	5.0000	1.9600	127.108
08/01/2039	27,905M	5.0000	2.0000	126.698
08/01/2040	29,335M	5.0000	2.0500	126.188
08/01/2041	30,840M	5.0000	2.1100	125.579
08/01/2042	32,425M	5.0000	2.1400	125.275
08/01/2043	34,085M	5.0000	2.1700	124.973
08/01/2044	35,830M	5.0000	2.1800	124.873

Total Interest Cost: \$400,200,462.50
 Premium: \$129,491,026.00
 Net Interest Cost: \$270,709,436.50
 TIC: 2.901349
 Time Last Bid Received On:09/10/2019 7:29:29 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: Barclays Capital Inc., New York , NY
 Contact: Frank Vitiello
 Title: Director
 Telephone:212-528-1061
 Fax: 646-758-2068

Issuer Name: State of Washington

Company Name: _____

Accepted By: _____

Accepted By: _____

Date: _____

Date: _____

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Upcoming Calendar	Overview	Result	Excel
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Bank of America Merrill Lynch - New York , NY's Bid



**Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A**

For the aggregate principal amount of \$490,405,000.00, we will pay you \$619,732,671.67, 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
08/01/2023	11,525M	5.0000	1.1300	114.538
08/01/2024	13,705M	5.0000	1.1500	118.109
08/01/2025	14,255M	5.0000	1.2800	120.901
08/01/2026	14,825M	5.0000	1.3400	123.876
08/01/2027	15,425M	5.0000	1.4100	126.587
08/01/2028	16,100M	5.0000	1.4700	129.191
08/01/2029	16,925M	5.0000	1.5200	131.721
08/01/2030	17,790M	5.0000	1.6000	130.868
08/01/2031	18,705M	5.0000	1.6700	130.127
08/01/2032	19,665M	5.0000	1.7100	129.705
08/01/2033	20,675M	5.0000	1.7500	129.285
08/01/2034	21,730M	5.0000	1.7900	128.867
08/01/2035	22,845M	5.0000	1.8300	128.451
08/01/2036	24,020M	5.0000	1.8700	128.036
08/01/2037	25,250M	5.0000	1.9100	127.622
08/01/2038	26,545M	5.0000	1.9500	127.210
08/01/2039	27,905M	5.0000	1.9900	126.800
08/01/2040	29,335M	5.0000	2.0300	126.391
08/01/2041	30,840M	5.0000	2.0600	126.086
08/01/2042	32,425M	5.0000	2.0900	125.781
08/01/2043	34,085M	5.0000	2.1200	125.477
08/01/2044	35,830M	5.0000	2.1300	125.376

Total Interest Cost: \$400,200,462.50
 Premium: \$129,327,671.67
 Net Interest Cost: \$270,872,790.83
 TIC: 2.903601
 Time Last Bid Received On:09/10/2019 7:29:27 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: _____

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Upcoming Calendar	Overview	Result	Excel
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J.P. Morgan Securities LLC - New York , NY's Bid



**Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A**

For the aggregate principal amount of \$490,405,000.00, we will pay you \$619,661,636.45, 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
08/01/2023	11,525M	5.0000	1.1300	114.538
08/01/2024	13,705M	5.0000	1.1700	118.005
08/01/2025	14,255M	5.0000	1.2200	121.278
08/01/2026	14,825M	5.0000	1.2800	124.320
08/01/2027	15,425M	5.0000	1.3400	127.183
08/01/2028	16,100M	5.0000	1.4300	129.576
08/01/2029	16,925M	5.0000	1.5000	131.936
08/01/2030	17,790M	5.0000	1.5900	130.974
08/01/2031	18,705M	5.0000	1.6700	130.127
08/01/2032	19,665M	5.0000	1.7300	129.495
08/01/2033	20,675M	5.0000	1.7800	128.972
08/01/2034	21,730M	5.0000	1.8200	128.555
08/01/2035	22,845M	5.0000	1.8600	128.139
08/01/2036	24,020M	5.0000	1.9000	127.725
08/01/2037	25,250M	5.0000	1.9400	127.313
08/01/2038	26,545M	5.0000	1.9800	126.902
08/01/2039	27,905M	5.0000	2.0200	126.493
08/01/2040	29,335M	5.0000	2.0800	125.883
08/01/2041	30,840M	5.0000	2.1100	125.579
08/01/2042	32,425M	5.0000	2.1400	125.275
08/01/2043	34,085M	5.0000	2.1700	124.973
08/01/2044	35,830M	5.0000	2.1800	124.873

Total Interest Cost: \$400,200,462.50
 Premium: \$129,256,636.45
 Net Interest Cost: \$270,943,826.05
 TIC: 2.904580
 Time Last Bid Received On:09/10/2019 7:29:40 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: Brian McGann
 Title: Analyst
 Telephone:212-834-7155
 Fax:

Issuer Name: State of Washington

Company Name: _____

Accepted By: _____

Accepted By: _____

Date: _____

Date: _____

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Upcoming Calendar	Overview	Result	Excel
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Citigroup Global Markets Inc. - New York , NY's Bid



**Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A**

For the aggregate principal amount of \$490,405,000.00, we will pay you \$619,615,102.20, 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
08/01/2023	11,525M	5.0000	1.1300	114.538
08/01/2024	13,705M	5.0000	1.1600	118.057
08/01/2025	14,255M	5.0000	1.2800	120.901
08/01/2026	14,825M	5.0000	1.3400	123.876
08/01/2027	15,425M	5.0000	1.3800	126.842
08/01/2028	16,100M	5.0000	1.4600	129.287
08/01/2029	16,925M	5.0000	1.5100	131.828
08/01/2030	17,790M	5.0000	1.5900	130.974
08/01/2031	18,705M	5.0000	1.6600	130.232
08/01/2032	19,665M	5.0000	1.7100	129.705
08/01/2033	20,675M	5.0000	1.7500	129.285
08/01/2034	21,730M	5.0000	1.7900	128.867
08/01/2035	22,845M	5.0000	1.8300	128.451
08/01/2036	24,020M	5.0000	1.8700	128.036
08/01/2037	25,250M	5.0000	1.9200	127.519
08/01/2038	26,545M	5.0000	1.9600	127.108
08/01/2039	27,905M	5.0000	2.0000	126.698
08/01/2040	29,335M	5.0000	2.0500	126.188
08/01/2041	30,840M	5.0000	2.1100	125.579
08/01/2042	32,425M	5.0000	2.1400	125.275
08/01/2043	34,085M	5.0000	2.1700	124.973
08/01/2044	35,830M	5.0000	2.1800	124.873

Total Interest Cost: \$400,200,462.50
 Premium: \$129,210,102.20
 Net Interest Cost: \$270,990,360.30
 TIC: 2.905222
 Time Last Bid Received On:09/10/2019 7:29:39 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: Gerard Baker
 Title: MD
 Telephone:212-723-7205
 Fax: 212-723-8951

Issuer Name: State of Washington

Company Name: _____

Accepted By: _____

Accepted By: _____

Date: _____

Date: _____

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Upcoming Calendar	Overview	Result	Excel
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Morgan Stanley & Co, LLC - New York , NY's Bid



**Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A**

For the aggregate principal amount of \$490,405,000.00, we will pay you \$619,409,435.95, 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
08/01/2023	11,525M	5.0000	1.1300	114.538
08/01/2024	13,705M	5.0000	1.1600	118.057
08/01/2025	14,255M	5.0000	1.2100	121.341
08/01/2026	14,825M	5.0000	1.2700	124.394
08/01/2027	15,425M	5.0000	1.3500	127.098
08/01/2028	16,100M	5.0000	1.4300	129.576
08/01/2029	16,925M	5.0000	1.5000	131.936
08/01/2030	17,790M	5.0000	1.5700	131.187
08/01/2031	18,705M	5.0000	1.6300	130.550
08/01/2032	19,665M	5.0000	1.6700	130.127
08/01/2033	20,675M	5.0000	1.7200	129.600
08/01/2034	21,730M	5.0000	1.7700	129.076
08/01/2035	22,845M	5.0000	1.8200	128.555
08/01/2036	24,020M	5.0000	1.8700	128.036
08/01/2037	25,250M	5.0000	1.9200	127.519
08/01/2038	26,545M	5.0000	1.9600	127.108
08/01/2039	27,905M	5.0000	2.0000	126.698
08/01/2040	29,335M	5.0000	2.0500	126.188
08/01/2041	30,840M	5.0000	2.0900	125.781
08/01/2042	32,425M	5.0000	2.1200	125.477
08/01/2043	34,085M	5.0000	2.1500	125.175
08/01/2044	35,830M	5.0000	2.1600	125.074

Total Interest Cost: \$400,200,462.50
 Premium: \$129,004,435.95
 Net Interest Cost: \$271,196,026.55
 TIC: 2.908059
 Time Last Bid Received On:09/10/2019 7:29:43 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: Daniel Kelly
 Title: Executive Director
 Telephone:212-761-1541
 Fax: 212-507-2510

Issuer Name: State of Washington

Company Name: _____

Accepted By: _____

Accepted By: _____

Date: _____

Date: _____

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Upcoming Calendar	Overview	Result	Excel
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Wells Fargo Bank, National Association - Charlotte , NC's Bid



**Washington
\$490,405,000 Various Purpose General Obligation Bonds,
Series 2020A**

For the aggregate principal amount of \$490,405,000.00, we will pay you \$618,931,301.25, 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
08/01/2023	11,525M	5.0000	1.1300	114.538
08/01/2024	13,705M	5.0000	1.1600	118.057
08/01/2025	14,255M	5.0000	1.2500	121.089
08/01/2026	14,825M	5.0000	1.3200	124.024
08/01/2027	15,425M	5.0000	1.3900	126.757
08/01/2028	16,100M	5.0000	1.4600	129.287
08/01/2029	16,925M	5.0000	1.5300	131.614
08/01/2030	17,790M	5.0000	1.6200	130.656
08/01/2031	18,705M	5.0000	1.6800	130.021
08/01/2032	19,665M	5.0000	1.7300	129.495
08/01/2033	20,675M	5.0000	1.7800	128.972
08/01/2034	21,730M	5.0000	1.8200	128.555
08/01/2035	22,845M	5.0000	1.8600	128.139
08/01/2036	24,020M	5.0000	1.9000	127.725
08/01/2037	25,250M	5.0000	1.9400	127.313
08/01/2038	26,545M	5.0000	1.9800	126.902
08/01/2039	27,905M	5.0000	2.0200	126.493
08/01/2040	29,335M	5.0000	2.0600	126.086
08/01/2041	30,840M	5.0000	2.1100	125.579
08/01/2042	32,425M	5.0000	2.1400	125.275
08/01/2043	34,085M	5.0000	2.1700	124.973
08/01/2044	35,830M	5.0000	2.1800	124.873

Total Interest Cost: \$400,200,462.50
 Premium: \$128,526,301.25
 Net Interest Cost: \$271,674,161.25
 TIC: 2.914659
 Time Last Bid Received On:09/10/2019 7:29:48 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: Walker McQuage
 Title: Managing Director
 Telephone:704-410-4082
 Fax: 704-410-0205

Issuer Name: State of Washington

Company Name: _____

Accepted By: _____

Accepted By: _____

Date: _____

Date: _____

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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. 1227 adopted by the State Finance Committee acting by and through the State Treasurer as Chairman of the Committee on this 10th day of September, 2019, 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: September 10, 2019.

A handwritten signature in black ink, appearing to read "Jason P. Richter", is written over a horizontal line. The signature is stylized and cursive.

Jason P. Richter, Secretary
State Finance Committee