

CITY OF KIRKLAND, WASHINGTON

ORDINANCE NO. 2921

AN ORDINANCE of the City of Kirkland, Washington, providing for the issuance of \$1,495,000 principal amount of Limited Tax General Obligation Refunding Bonds, 1985, of the City for the purpose of providing a part of the funds to refund, pay and retire its outstanding Limited Tax General Obligation Refunding Bonds, 1983; fixing the date, form, maturities, interest rates, terms and covenants of such refunding bonds; providing for and authorizing the purchase of certain obligations out of the proceeds of the sale of such bonds and for the use and application of the money to be derived from such investments; authorizing the execution of an agreement with Seattle-First National Bank of Seattle, Washington, as Refunding Trustee; providing for the payment and redemption of the outstanding bonds to be refunded; and approving the sale and providing for the delivery of such refunding bonds to Boettcher & Company, Inc., of Seattle, Washington.

WHEREAS, the City of Kirkland, Washington (~~the "City"~~), now has outstanding the \$1,470,000 principal amount of Limited Tax General Obligation Refunding Bonds, 1983 (the "1983 Bonds"), dated May 1, 1983, maturing serially on May 1 of each of the years 1986 through 2003, and having various interest rates from 8.30% to 9.75% per annum; and

WHEREAS, under the provisions of Ordinance No. 2735 authorizing the issuance of the 1983 Bonds and in such bonds, the City reserved the right to redeem any or all of the 1983 Bonds on or after May 1, 1993, at par plus accrued interest to date of redemption; and

WHEREAS, after due consideration, it appears to the City Council that the 1983 Bonds may be refunded by the issuance and

sale of the bonds authorized herein (the "Bonds") so that a substantial savings will be effected by the difference between the principal and interest costs over the life of the Bonds and the principal and interest requirements over the life of the 1983 Bonds but for such refunding, which refunding will be effected by:

(a) the issuance of the Bonds; and

(b) the payment of the principal of and interest on the 1983 Bonds as the same shall become due up to and including May 1, 1998, and, on May 1, 1998, the call, payment and redemption of all the outstanding 1983 Bonds maturing on May 1 of each of the years 1999 through 2003;

and

WHEREAS, in order to effect such such refunding in the manner that will be most advantageous to the City and its taxpayers, it is found necessary and advisable that certain Acquired Obligations (hereinafter identified), bearing interest and maturing at such times as necessary to accomplish the refunding as aforesaid, be purchased out of the proceeds of the sale of the Bonds and other money of the City legally available therefor; NOW, THEREFORE,

THE CITY COUNCIL OF THE CITY OF KIRKLAND, WASHINGTON, DO
ORDAIN AS FOLLOWS:

Section 1. For the purpose of providing a part of the money required to pay the principal of and interest on the 1983 Bonds as the same shall become due up to and including May 1, 1998, and, on May 1, 1998, to call, pay and redeem all of the

outstanding 1983 Bonds maturing on May 1 of each of the years 1999 through 2003 (the "Refunding Plan"), the City shall issue the Bonds in the aggregate principal amount of \$1,495,000. The Bonds shall be dated December 15, 1985; shall be in the denomination of \$5,000 each or any integral multiple thereof within a single maturity; shall be numbered separately in the manner and with any additional designation as the Bond Registrar (collectively, the fiscal agencies of the State of Washington located in Seattle, Washington and New York, New York) deems necessary for purpose of identification; and shall bear interest at the rates set forth below, payable on May 1, 1986, and semiannually thereafter on each succeeding May 1 and November 1, and, if any Bond is not redeemed upon proper presentment at its maturity or call date, the City shall be obligated to pay interest at the same rate for each such Bond from and after its maturity or call date until such Bond, both principal and interest, is paid in full or until sufficient money for such payment in full is on deposit in the Bond Fund and such Bond has been called for payment. The Bonds shall bear interest at the rates and mature on May 1 in years and amounts as follows:

<u>Maturity Years</u>	<u>Amounts</u>	<u>Interest Rates</u>
1986	\$ 5,000	6.50%
1987	15,000	6.50
1988	50,000	6.50
1989	55,000	6.75
1990	60,000	7.00
1991	60,000	7.25
1992	65,000	7.40
1993	70,000	7.60

1994	75,000	7.75
1995	85,000	7.90
1996	85,000	8.10
1997	100,000	8.20
1998	105,000	8.30
1999	110,000	8.40
2000	125,000	8.45
2001	130,000	8.50
2002	145,000	8.55
2003	155,000	8.60

In addition to the interest rates set forth above, Bonds maturing in the years 1986, 1987, 1988 and 1989, shall bear interest at the rate of 70% per annum from December 15, 1985, to and including May 1, 1986, which additional interest shall be evidenced by a single B Coupon registered to Boettcher & Company of Seattle, Washington, which B Coupon shall be detached from such Bonds upon their original delivery and delivered to Boettcher & Company as compensation to it for its services underwriting and structuring the Bonds.

The fiscal agencies of the State of Washington located in Seattle, Washington, and New York, New York, as the same are designated from time to time by the State Finance Committee, are appointed Bond Registrar for the Bonds and B Coupon.

Upon surrender thereof to the Bond Registrar, the Bonds may be exchanged for Bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. Bonds and the B Coupon may be transferred only if endorsed in the manner provided thereon and surrendered to the Bond Registrar. Such exchange or transfer shall be without cost to the owner or transferee. The Bond Registrar shall not be

required to transfer or exchange any Bond or B Coupon during the fifteen days preceding any principal payment or redemption date.

The Bonds and B Coupon shall be issued only in registered form as to both principal and interest and recorded in the books and records maintained by the Bond Registrar (the "Bond Register"). The Bond Register shall contain the name and mailing address of the owner of each Bond and the B Coupon and the principal amount and number of Bonds held by each owner.

Both principal of and interest on the Bonds and the B Coupon shall be payable in lawful money of the United States of America. Interest on the Bonds shall be paid by check or draft mailed to the registered owners at the addresses appearing on the Bond Register on the fifteenth day of the month preceding the interest payment date or, when requested in writing by a registered owner and approved by the City Director of Administration and Finance, shall be paid on the interest payment date by wire transfer to the account identified by the requesting registered owner whose name, address and wire transfer account number appear on the Bond Register fifteen days preceding the interest payment date. Principal of the Bonds shall be payable upon presentation and surrender of the Bonds by the registered owners at either office of the Bond Registrar, in Seattle, Washington, and New York, New York, at the option of such owners. The B Coupon shall be payable on May 1, 1986, upon presentation and surrender of the B Coupon by the registered

owner at either office of the Bond Registrar in Seattle, Washington, and New York, New York, at the option of such owner.

Bonds maturing in the years 1986 through 1996 shall be issued without the right or option of the City to redeem the same prior to their stated maturity. The City reserves the right and option to redeem the Bonds maturing on or after May 1, 1997, as a whole, or in part in inverse order of maturity (and by lot within a maturity in such manner as the Bond Registrar shall determine), on May 1, 1996, and on any interest payment date thereafter, at par, plus accrued interest to the date of redemption. Portions of the principal amount of any Bond, in installments of \$5,000 or any integral multiple of \$5,000, may be redeemed. If less than all of the principal amount of any Bond is redeemed, upon surrender of such Bond ~~at the~~ principal office of the Bond Registrar, there shall be issued to the registered owner, without charge therefor, a new Bond or Bonds, at the option of the registered owner, of like maturity and interest rate in any of the denominations authorized by this ordinance.

Notice of any such intended redemption shall be given not less than 30 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the registered owner of any Bond to be redeemed at the address appearing on the Bond Register. The requirements of this section shall be deemed to be complied with when notice is mailed as herein provided, whether or not it is actually received by the owner of

any Bond. The interest on the Bonds so called for redemption shall cease on the date fixed for redemption unless such Bond or Bonds so called are not redeemed upon presentation made pursuant to such call. In addition, such redemption notice shall be mailed within the same period, postage prepaid, to Moody's Investors Service, Inc., and Standard & Poor's Corporation at their offices in New York, New York, or their successors, but such mailing shall not be a condition precedent to the redemption of such Bonds.

The City further reserves the right to purchase any or all of the Bonds in the open market at a price not in excess of par plus accrued interest to the date of such purchase.

Section 2. The City irrevocably pledges to levy taxes annually for as long as any of the Bonds are outstanding without limitation as to rate or amount on all of the taxable property within the City in an amount sufficient, together with other money legally available and to be used therefor, to pay the principal of and interest on the Bonds as the same shall accrue, and the full faith, credit and resources of the City are pledged irrevocably for the annual levy and collection of those taxes and the prompt payment of that principal and interest.

Section 3. The Bonds shall be printed or lithographed on good bond paper in a form consistent with the provisions of this ordinance and state law, shall be signed by the Mayor and City Director of Administration and Finance, ex officio City Clerk, both of whose signatures shall be in facsimile, and a facsimile

reproduction of the seal of the City shall be printed thereon. The B Coupon shall be in typewritten form and shall be signed by the Mayor and City Director of Administration and Finance, ex officio City Clerk, and shall have the seal of the City impressed thereon.

Only such Bonds as shall bear thereon a Certificate of Authentication in the following form, manually executed by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this ordinance:

CERTIFICATE OF AUTHENTICATION

This bond is one of the fully registered City of Kirkland, Washington, Limited Tax General Obligation Refunding Bonds, 1985, described in the within mentioned Bond Ordinance.

WASHINGTON STATE FISCAL AGENCY
Bond Registrar

By _____
Authorized Signature

Only such B Coupon as shall have thereon a Certificate of Authentication in the following form, manually executed by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this ordinance;

CERTIFICATE OF AUTHENTICATION

This B Coupon is the fully registered B Coupon of the City of Kirkland, Washington, Limited Tax General Obligation Refunding Bonds, 1985, described in the Bond Ordinance.

WASHINGTON STATE FISCAL AGENCY
Bond Registrar

By _____
Authorized Signature

Such Certificates of Authentication shall be conclusive evidence that the Bonds and B Coupon so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this ordinance.

In case either or both of the officers who shall have executed the Bonds or the B Coupon shall cease to be such officer or officers of the City before the Bonds and B Coupon so signed shall have been authenticated or delivered by the Bond Registrar or issued by the City, such Bonds and B Coupon nevertheless may be authenticated, delivered and issued and upon such authentication, delivery and issue, shall be as binding upon the City as though those whose facsimile signatures appear on the Bonds and whose manual signatures appear on the B Coupon had continued to be such officers of the City. Any Bond or B Coupon also may be signed on behalf of the City by such persons as at the actual date of execution of such Bond or B Coupon shall be proper officers of the City authorized to execute Bonds although on the original date of such Bond and B Coupon such persons were not such officers of the City.

Section 4. The Bond Registrar shall keep, or cause to be kept, at its principal corporate trust office, sufficient books for the registration and transfer of the Bonds which shall at all times be open to inspection by the City.

The Bond Registrar shall be responsible for its representations contained in the Registrar's Certificate of Authentication

on the Bonds. The Bond Registrar may become the owner of Bonds with the same rights it would have if it were not the Bond Registrar and, to the extent permitted by law, may act as depositary for and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Bond owners.

Section 5. The Bonds shall be negotiable instruments to the extent provided by RCW 62A.8-102 and 62A.8-105.

Section 6. There is created and established in the office of the City Director of Administration and Finance a special fund to be known and designated as the Limited Tax General Obligation Refunding Bond Fund, 1985 (the "Bond Fund"). The proceeds of the sale of the Bonds and the premium, exclusive of the accrued interest thereon which shall be paid into the Bond Fund, shall be used immediately upon the receipt thereof, together with the amount of approximately \$30,000 from the Limited Tax General Obligation Refunding Bond Fund, 1983 (the "1983 Bond Fund") (which amount may be increased or decreased as required when the exact purchase price of the Acquired Obligations is ascertained), to discharge to the extent practicable the obligations of the City under Ordinance No. 2735 authorizing the 1983 Bonds by providing for the payment of the amounts required to be paid by the Refunding Plan. Money or investments remaining in the 1983 Bond Fund shall be transferred to the Bond Fund and expended for the payment of the interest on or principal of the Bonds first coming due. To the extent practicable,

the City shall discharge fully such obligations by the purchase of United States Treasury Certificates of Indebtedness, Notes and/or Bonds State and Local Government Series and other securities (the "Acquired Obligations"), bearing such interest and maturing as to principal and interest in such amounts and at such times so as to provide, together with a beginning cash balance of \$83.27 (which amount may be increased or decreased), for the payments required to be made to carry out the Refunding Plan.

The Acquired Obligations are more particularly described and are set forth in Schedule A attached to the Refunding Trust Agreement hereinafter referred to and attached hereto as Exhibit A.

The Acquired Obligations and the beginning cash balance shall be deposited irrevocably with Seattle-First National Bank (the "Refunding Trustee"). The City reserves the right to substitute other direct United States obligations for any of the Acquired Obligations and to use any savings created thereby for any lawful City purpose if, in the opinion of Roberts & Shefelman, the City's bond counsel, the Bonds will remain exempt from federal income taxation under Section 103(c) of the United States Internal Revenue Code of 1954, as amended, and applicable regulations thereunder, and if such substitution shall not impair the timely payment of the amounts required to be paid by the Refunding Plan.

The Refunding Trustee is authorized and directed to make the payments required to be made by the Refunding Plan from the Acquired Obligations and money deposited with the Refunding Trustee pursuant to this ordinance. All Acquired Obligations and the money deposited with the Refunding Trustee and any income therefrom shall be held, invested and applied in accordance with the provisions of Ordinance No. 2735, this ordinance, Chapter 39.53 RCW and other applicable statutes of the State of Washington.

All necessary and proper fees, compensation and expenses of the Refunding Trustee for the Bonds and all other costs incidental to the setting up of the escrow to accomplish the refunding of the 1983 Bonds and costs related to the issuance and delivery of the Bonds, including bond printing, ~~rating service~~ fees, bond counsel's fees and other related expenses shall be paid out of the proceeds of the Bonds.

In order to carry out the purposes of this ordinance the Mayor and City Director of Administration and Finance of the City are authorized and directed to execute and deliver to the Refunding Trustee a Refunding Trust Agreement substantially in the form attached hereto marked Exhibit A and by this reference made a part hereof, setting forth the duties, obligations and responsibilities of the Refunding Trustee in connection with carrying out the Refunding Plan as provided herein and stating that such provisions for the payment of the fees, compensation and expenses of such Refunding Trustee are satisfactory to it.

Section 7. The City calls for redemption on May 1, 1997, all of the outstanding 1983 Bonds maturing in the years 1998 through 2003 at par plus accrued interest to the date of such redemption.

Such call for redemption shall be irrevocable after the delivery of the Bonds to the initial purchaser thereof.

The Director of Administration and Finance of the City and the Refunding Trustee are authorized and directed to give notice of the redemption of the 1983 Bonds in accordance with the provisions of Ordinance No. 2735.

Section 8. The City Council finds and determines that the issuance and sale of the Bonds at this time will effect a saving to the City and its taxpayers and is in the best interest of the City and in the public interest. In making ~~such finding~~ and determination, the City Council has given consideration to the fixed maturities of the Bonds and the 1983 Bonds refunded, the costs of issuance of the Bonds and the known earned income from the investment of the proceeds of sale of the Bonds and other money of the City used in the Refunding Plan pending payment and redemption of the 1983 Bonds.

The City Council further finds and determines that the money and Acquired Obligations to be deposited with the Refunding Trustee for the 1983 Bonds in accordance with Section 6 of this ordinance will discharge and satisfy the obligations of the City under Ordinance No. 2735, with respect to the 1983 Bonds, and the pledges, charges, trusts, covenants and agreements of

the City therein made or provided for as to the 1983 Bonds and that the 1983 Bonds shall no longer be deemed to be outstanding under such ordinance immediately upon the deposit of such money and Acquired Obligations with the Refunding Trustee.

Section 9. In the event the City shall issue advance refunding bonds pursuant to the laws of the State of Washington, or have money available from any other lawful source, to pay the principal of and interest on the Bonds or such portion thereof included in the refunding plan as the same become due and payable and to refund all such then outstanding Bonds and to pay the costs of refunding, and shall have set aside irrevocably in a special fund for and pledged to such payment and refunding money and/or direct obligations of the United States of America or other legal investments sufficient in amount, ~~together~~ together with known earned income from the investments thereof, to make such payments and to accomplish the refunding as scheduled (hereinafter called the "trust account"), and shall make irrevocable provision for redemption of such Bonds, then in that case all right and interest of the owners of the Bonds to be so retired or refunded (hereinafter collectively called the "defeased Bonds") in the covenants of this ordinance and, except as hereinafter provided, in the funds and accounts obligated to the payment of such Bonds shall thereafter cease and become void. Such owners shall thereafter have the right to receive payment of the principal of and interest on the defeased Bonds from the trust account and, in the event the funds in the trust account

are not available for such payment, shall have the right to receive payment of the principal of and interest on the defeased Bonds from the funds and accounts obligated to the payment of such Bonds. Anything herein to the contrary notwithstanding, the pledge of the full faith and credit of the City to the payment of the Bonds shall remain in full force and effect after the establishing and full funding of such trust account. Subject to the rights of the owners of Bonds, the City may then apply any money in any other fund or account established for the payment or redemption of the defeased Bonds to any lawful purposes as it shall determine.

Section 10. Boettcher & Company, Inc., of Seattle, Washington, has presented a Bond Purchase Agreement (the "Purchase Agreement") to the City whereunder ~~Boettcher & Company, Inc.~~ Boettcher & Company, Inc., has offered to purchase the Bonds under the terms and conditions provided in the Purchase Agreement and to order on behalf of the City the Acquired Obligations specified in Schedule A of Exhibit A (subject to substitution), which written Purchase Agreement is on file with the City Director of Administration and Finance and is incorporated herein by this reference. The City Council finds that entering into the Purchase Agreement is in the City's best interest and therefore accepts the offer contained in the Purchase Agreement and authorizes the execution of the Purchase Agreement by City officials.

The Bonds will be printed at City expense and will be delivered to the purchaser in accordance with the Purchase

Agreement offer with the approving legal opinion of Roberts & Shefelman, municipal bond counsel of Seattle, Washington, relative to the issuance of the bonds, printed on each bond. Bond counsel shall not be required to review or express any opinion concerning the completeness or accuracy of any official statement, offering circular or other sales material issued or used in connection with the Bonds and bond counsel's opinion shall so state.

The proper City officials are authorized and directed to do everything necessary for the prompt delivery of the Bonds to the purchaser and for the proper application and use of the proceeds of the sale thereof.

Section 11. Pending the printing, execution and delivery to the purchaser of the definitive Bonds, ~~the City~~ may cause to be executed and delivered to such purchaser a single temporary Bond in the principal amount of \$1,495,000. Such temporary Bond shall bear the same date of issuance, interest rates, principal payment dates, options of redemption, terms and covenants as the definitive Bonds, and shall be issued as a fully registered Bond in the name of such purchaser, and shall be in such form as is acceptable to such purchaser. Such temporary Bond shall be exchanged for the definitive Bonds as soon as the same are printed, executed and available for delivery. If the Acquired Obligations are not acquired by the Refunding Trustee and the definitive Bonds are not ready for exchange and delivery within 45 days from the date of delivery of the temporary Bond, such

temporary Bond shall be immediately retired at the original purchase price thereof plus accrued interest from money deposited with the Refunding Trustee.

Section 12. This ordinance shall take effect from and after its passage and five (5) days after its publication as required by law.

PASSED by the City Council and APPROVED by the Mayor of the City of Kirkland, Washington, at a regular open public meeting thereof, this 16th day of December, 1985.

CITY OF KIRKLAND, WASHINGTON

Losie Cooper
MAYOR

ATTEST:

Tim Aderson
Director of Administration and Finance, ex officio City Clerk

FORM APPROVED:

By *Sail Gould*
Acting City Attorney

2191k

EXHIBIT AREFUNDING TRUST AGREEMENT

THIS AGREEMENT made and entered into as of the 26th day of December, 1985, by and between the CITY OF KIRKLAND, WASHINGTON (the "City"), and SEATTLE-FIRST NATIONAL BANK, Seattle, Washington (the "Refunding Trustee");

W I T N E S S E T H:

SECTION 1. Recitals. The City presently has outstanding \$1,470,000 principal amount of Limited Tax General Obligation Refunding Bonds, 1983 (the "1983 Bonds"), and, pursuant to Ordinance No. 2921 (the "Refunding Bond Ordinance") the City has determined to pay the principal of and interest on the 1983 Bonds as the same shall become due up to and including May 1, 1998, and, on May 1, 1998, to call, pay and redeem all of the outstanding 1983 Bonds maturing on May 1 of each of the years 1999 through 2003 (the "Refunding Plan").

SECTION 2. Provisions for Refunding the 1983 Bonds. To accomplish the refunding of all of the 1983 Bonds as aforesaid, the City, simultaneously with the delivery of the Refunding Bonds issued pursuant to the Refunding Bond Ordinance, agrees to deposit irrevocably with the Refunding Trustee in trust for the security and benefit of the holders and owners of the 1983 Bonds and the Refunding Bonds, the sum of \$83.27 in cash and certain Acquired Obligations with amounts, interest rates and maturities as more particularly set forth in Schedule A attached to this Agreement and by this reference incorporated herein, which

securities hereinafter are referred to as Acquired Obligations. Such cash and Acquired Obligations, with the investment income therefrom, will be sufficient to provide the funds required to carry out the Refunding Plan.

The City reserves the right to substitute other direct United States obligations for any of the Acquired Obligations if, in the opinion of Roberts & Shefelman, the Refunding Bonds will remain exempt from Federal income taxation under Section 103(c) of the Internal Revenue Code of 1954, as amended, and applicable regulations thereunder, and if such substitution shall not impair the timely payment of the amounts required to be paid by the Refunding Plan.

SECTION 3. Provisions Applicable to Refunding. On or before the delivery of the Refunding Bonds, the City agrees that it will cause to be delivered to the Refunding Trustee a statement setting forth the amount of interest and principal, including any premium, to be paid on each semiannual interest and principal payment date on the 1983 Bonds.

SECTION 4. Disbursements by Refunding Trustee. The Refunding Trustee shall present for payment on the due date thereof the Acquired Obligations so deposited and shall apply the proceeds derived therefrom in accordance with the provisions of this section.

Money shall be transferred by the Refunding Trustee to the City Director of Administration and Finance, or to either fiscal agency of the State of Washington in Seattle, Washington, or New

York, New York (the "Fiscal Agent"), in amounts sufficient to make all payments required by the Refunding Plan when due.

SECTION 5. Restrictions on Reinvestment of Funds; Custody and Safekeeping of Acquired Obligations. All money deposited with the Refunding Trustee or received by the Refunding Trustee as maturing principal or interest on Acquired Obligations prior to the time required to make the payments hereinbefore set forth shall be reinvested in United States Treasury Certificates of Indebtedness, Notes and/or Bonds--State and Local Government Series, bearing interest at a rate of 0%. Subscriptions for the purchase of such obligations shall be filed with the Federal Reserve Bank at least 20 days (but not more than 60 days) prior to the actual date of purchase, or at such time as may be required by the then applicable rules and regulations relating to the purchase of such obligations.

All income derived from the Acquired Obligations and any money deposited with the Refunding Trustee pursuant to Section 2 hereof in the hands of the Refunding Trustee (which money is not required to make the payments hereinbefore required to be made) shall be paid to the City Director of Administration and Finance or Fiscal Agent for the credit of the Limited Tax General Obligation Refunding Bond Fund, 1985, of the City (the "Bond Fund") as and when realized and collected for use and application as other money deposited in such Bond Fund.

For as long as any of the Outstanding Bonds are outstanding, on or before the 10th day of each June and December commencing with the month of June, 1986, the Refunding Trustee shall render a statement as of the last day of the preceding month to the City, which statement shall set forth the Acquired Obligations which have matured and the amounts received by the Refunding Trustee by reason of such maturity, the investment income received from such Acquired Obligations, the amounts paid to the City or Fiscal Agent for the payments required to be made by the Refunding Plan, and any other transactions of the Refunding Trustee pertaining to its duties and obligations as set forth herein.

All Acquired Obligations, money and investment income deposited with or received by the Refunding Trustee pursuant to this Agreement shall be subject to the trust created by this Agreement and the Refunding Trustee shall be liable for the preservation and safekeeping thereof.

SECTION 6. Substituted Securities. Notwithstanding the foregoing or any other provision of this Agreement, at the request of the City and upon compliance with the conditions hereinafter stated, the Refunding Trustee shall have the power to and shall, in simultaneous transactions, sell, transfer, otherwise dispose of or request the redemption of any or all of the Acquired Obligations held hereunder and to substitute therefor direct obligations of the United States of America, or

obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, subject to the conditions that such money or securities held by the Refunding Trustee shall be sufficient to carry out the Refunding Plan, making all required payments at the times prescribed. The City covenants and agrees that it will not request the Refunding Trustee to exercise any of the powers described in the preceding sentence in any manner which will cause the Refunding Bonds to be arbitrage bonds within the meaning of Section 103(c) of the Internal Revenue Code of 1954, as amended, and the regulations thereunder in effect on the date of such request and applicable to obligations issued on the issue date of the Refunding Bonds. The Refunding Trustee shall purchase such substituted securities with the proceeds derived from the maturity, sale, transfer, disposition or redemption of the Acquired Obligations held hereunder or from other money available. The transactions may be effected only if there shall have been obtained at the expense of the City: (1) an independent verification by a nationally recognized independent certified public accounting firm acceptable to the Refunding Trustee concerning the adequacy of such substituted securities with respect to the principal of and the interest thereon and any other money or securities held for such purpose to carry out the Refunding Plan, making all required payments at the times prescribed; and (2) an opinion from Roberts & Shefelman, bond counsel to the City, to the City to the effect that the disposition and substitution or purchase

of such securities will not, under the statutes, rules and regulations then in force and applicable to the Refunding Bonds, cause the interest on the Refunding Bonds not to be exempt from Federal income taxation and that such disposition and substitution or purchase is not inconsistent with the statutes and regulations applicable to the Refunding Bonds. Any surplus money resulting from the sale, transfer, other disposition or redemption of the Acquired Obligations held hereunder and the substitutions therefor of direct obligations of the United States of America, shall be released from the trust estate and shall be transferred to the City.

SECTION 7. Duties and Obligations of Refunding Trustee.

The duties and obligations of the Refunding Trustee shall be as prescribed by the provisions of this Agreement, and the Refunding Trustee shall not be liable except for the performance of its duties and obligations as specifically set forth herein and to act in good faith in the performance thereof and no implied duties or obligations shall be incurred by such Refunding Trustee other than those specified herein.

The Refunding Trustee may consult with counsel of its choice (except as provided below) and the opinion of such counsel shall be full and complete authorization and protection with respect to any action taken or not taken or suffered by it hereunder in good faith and in accordance with the opinion of such counsel. For any questions relating to the tax exempt

status of the 1983 Bonds or the Refunding Bonds, the Refunding Trustee must consult with Roberts & Shefelman, bond counsel to the City.

Provisions for the fees, compensation and expenses of the Refunding Trustee satisfactory to it have been made.

CITY OF KIRKLAND, WASHINGTON

By *Loris Cooper*
Mayor

ATTEST:

Tony Aluson
City Director of Administration
and Finance

SEATTLE-FIRST NATIONAL BANK
Seattle, Washington

By _____
Trust Officer

2192k

SCHEDULE A
ACQUIRED OBLIGATIONS

<u>TYPE</u>	<u>PAR AMOUNT</u>	<u>INTEREST RATE</u>	<u>MATURITY</u>
LC	\$ 59,300	.0000%	05/01/1986
LC	3,400	.0000%	11/01/1986
LN	43,400	.0000%	05/01/1987
LN	1,400	3.8366%	11/01/1987
LN	41,500	8.4833%	05/01/1988
LN	1,200	8.5958%	11/01/1988
LN	46,400	8.7350%	05/01/1989
LN	1,200	8.8919%	11/01/1989
LN	51,200	8.9716%	05/01/1990
LN	1,200	9.0519%	11/01/1990
LN	56,200	9.1233%	05/01/1991
LN	1,200	9.2219%	11/01/1991
LN	61,300	9.3033%	05/01/1992
LN	1,200	9.3919%	11/01/1992
LN	66,300	9.4200%	05/01/1993
LN	1,700	9.4400%	11/01/1993
LN	71,800	9.4600%	05/01/1994
LN	2,300	9.4800%	11/01/1994
LN	82,300	9.4916%	05/01/1995
LN	2,700	9.5200%	11/01/1995
LB	82,900	9.5416%	05/01/1996
LB	3,200	9.5700%	11/01/1996
LB	98,400	9.5900%	05/01/1997
LB	3,800	9.6119%	11/01/1997
LB	661,900	9.6400%	02/15/1998
BD	97,000	.0000%	05/01/1998

LC - SLGS Certificates
LN - SLGS Notes
LB - SLGS Bonds
BD - U.S. Treasury Bonds