

INTERMEDIATE LIEN  
SERIES RESOLUTION

PORT OF SEATTLE

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RESOLUTION NO. 3684

A RESOLUTION of the Port Commission of the Port of Seattle authorizing the issuance and sale of intermediate lien revenue refunding bonds in the aggregate principal amount of not to exceed \$150,000,000, for the purpose of refunding certain outstanding revenue bonds of the Port; setting forth certain bond terms and covenants; and delegating authority to approve final terms and conditions of the bonds.

ADOPTED: \_\_\_\_\_, 2013

Prepared by:

K&L GATES LLP

**PORT OF SEATTLE**  
**Resolution No. 3684**  
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WHEREAS, the Port has authorized the issuance of revenue bonds in one or more series pursuant to Resolution No. 3059, as amended, of the Commission adopted on February 2, 1990, as amended by Resolution No. 3214, adopted on March 26, 1996, Resolution No. 3241, adopted on April 8, 1997, and Resolution No. 3436, adopted on July 11, 2000 and as amended and restated by Resolution No. 3577 of the Commission adopted on February 27, 2007 (collectively, the "First Lien Master Resolution"), each series being payable from the Net Revenues (as such term is defined in the First Lien Master Resolution); and

WHEREAS, the Port currently has outstanding eleven series of first lien revenue bonds pursuant to the First Lien Master Resolution, as follows:

| Authorizing Resolution Number | Date of Original Issue | Series | Original Principal Amount | Principal Amount Outstanding (10/2/2013) | Final Maturity Dates |
|-------------------------------|------------------------|--------|---------------------------|--|----------------------|
| 3430                          | 08/10/2000             | (B)    | \$221,590,000             | \$ 20,485,000                            | 02/01/2015           |
| 3509                          | 08/20/2003             | (A)    | 190,470,000               | 36,600,000                               | 07/01/2021           |
| 3509                          | 08/20/2003             | (B)    | 164,900,000*              | 138,320,000*                             | 07/01/2029           |
| 3528                          | 06/30/2004             |        | 24,710,000                | 6,365,000                                | 06/01/2017           |
| 3576                          | 03/20/2007             | (A)    | 27,880,000                | 27,880,000                               | 10/01/2019           |
| 3576                          | 03/20/2007             | (B)    | 200,115,000               | 170,075,000                              | 10/01/2032           |
| 3619                          | 07/16/2009             | (A)    | 20,705,000                | 20,705,000                               | 05/01/2028           |
| 3619                          | 07/16/2009             | (B-1)  | 274,255,000               | 274,255,000                              | 05/01/2036           |
| 3619                          | 07/16/2009             | (B-2)  | 22,000,325.95**           | 29,885,238.68**                          | 05/01/2031           |
| 3653                          | 12/13/2011             | (A)    | 11,380,000                | 7,900,000                                | 09/01/2017           |
| 3653                          | 12/13/2011             | (B)    | 97,190,000                | 93,070,000                               | 09/01/2026           |

\* All or part of the Series 2003B Bonds may be refunded pursuant to this series resolution.

\*\* Series 2009 B-2 Bonds are capital appreciation bonds; total principal amount outstanding includes accreted interest through October 2, 2013.

(the “Outstanding First Lien Bonds”); and

WHEREAS, the Port has authorized the issuance of revenue bonds having a lien on Net Revenues subordinate to the lien thereon of the Outstanding First Lien Parity Bonds in one or more series pursuant to Resolution No. 3540, as amended, adopted on June 14, 2005 (the “Intermediate Lien Master Resolution”); and

WHEREAS, the Port currently has outstanding nine series of intermediate lien revenue bonds pursuant to the Intermediate Lien Master Resolution, as follows:

| Authorizing Resolution Number | Date of Original Issue | Series | Original Principal Amount | Principal Amount Outstanding (10/2/2013) | Final Maturity Dates |
|-------------------------------|------------------------|--------|---------------------------|--|----------------------|
| 3541                          | 07/20/2005             | (A)    | \$404,595,000             | \$345,645,000                            | 03/01/2035           |
| 3541                          | 06/06/2006             | (C)    | 40,120,000                | 18,265,000                               | 09/01/2017           |
| 3563                          | 06/28/2006             |        | 124,625,000               | 124,625,000                              | 02/01/2030           |
| 3637                          | 08/04/2010             | (A)    | 25,200,000                | 10,070,000                               | 06/01/2017           |
| 3637                          | 08/04/2010             | (B)    | 221,315,000               | 221,315,000                              | 06/01/2040           |
| 3637                          | 08/04/2010             | (C)    | 128,140,000               | 127,260,000                              | 02/01/2024           |
| 3658                          | 02/22/2012             | (A)    | 342,555,000               | 342,555,000                              | 08/01/2033           |
| 3658                          | 02/22/2012             | (B)    | 189,315,000               | 168,210,000                              | 08/01/2024           |
| 3658                          | 02/22/2012             | (C)    | 80,270,000                | 78,715,000                               | 11/01/2017           |

(the “Outstanding Intermediate Lien Bonds”); and

WHEREAS, the First Lien Master Resolution and the Intermediate Lien Master Resolution permit the Port to issue its revenue bonds having a lien on Net Revenues and Available Intermediate Lien Revenues (as such terms are defined in the Intermediate Lien Master Resolution) subordinate to the lien thereon of the Intermediate Lien Bonds; and

WHEREAS, the Port currently has outstanding four series of subordinate lien revenue bonds, as follows:

| Authorizing Resolution Number | Date of Original Issue | Series | Original Principal Amount | Principal Amount Outstanding (10/2/2013) | Final Maturity Dates |
|-------------------------------|------------------------|--------|---------------------------|--|----------------------|
| 3238                          | 03/26/1997             |        | \$ 108,830,000            | \$108,830,000                            | 09/01/2022           |
| 3354                          | 09/01/1999             | (A)    | 127,140,000               | 56,255,000                               | 09/01/2020           |
| 3456                          | (CP)                   |        | 250,000,000               |  | 06/01/2021           |
| 3598                          | 06/17/2008             |        | 200,715,000               | 200,715,000                              | 07/01/2033           |

(the “Outstanding Subordinate Lien Bonds”); and

WHEREAS, the Port has issued and outstanding its Revenue Bonds, Series 2003B issued under date of August 20, 2003 currently outstanding and bearing interest as follows:

| Maturity Dates<br>(July 1) | Principal Amounts | Interest Rates |
|----------------------------|-------------------|----------------|
| 2014                       | \$ 8,945,000      | 5.500%         |
| 2022                       | 13,500,000        | 5.125          |
| 2023                       | 14,195,000        | 5.125          |
| 2029                       | 101,680,000       | 5.200          |

(the “Series 2003B Bonds”); and

WHEREAS, the Series 2003B Bonds maturing on and after July 1, 2014 are callable at any time at a price equal 100% of to the principal amount thereof plus accrued interest to the date of redemption; and

WHEREAS, the Intermediate Lien Master Resolution permits the Port to issue its revenue bonds having a lien on Available Intermediate Lien Revenues (as such term is defined in the Intermediate Lien Master Resolution) on a parity with the lien thereon of the Outstanding Intermediate Lien Bonds upon compliance with certain conditions; and

WHEREAS, the Port has determined that such conditions will be met; and

WHEREAS, pursuant to RCW 53.40.030, the Port Commission may delegate authority to the chief executive officer of the Port to approve the designation of the bonds to be refunded, the interest rates, maturity dates, redemption rights, interest payment dates, and principal amounts under such terms and conditions as are approved by resolution; and

WHEREAS, the Port has held a public hearing on the issuance of the Series 2013 Bonds (hereinafter defined) as required by Section 147(f) of the Internal Revenue Code, as amended; and

WHEREAS, it is deemed necessary and desirable that the Series 2013 Bonds be sold pursuant to negotiated sale as herein provided;

NOW, THEREFORE, BE IT RESOLVED BY THE PORT COMMISSION OF THE PORT OF SEATTLE, as follows:

Section 1.     Definitions. Unless otherwise defined herein, the terms used in this series resolution, including the preamble hereto, that are defined in the Intermediate Lien Master Resolution shall have the meanings set forth in the Intermediate Lien Master Resolution. In addition, the following terms shall have the following meanings in this series resolution:

***Acquired Obligations*** mean the Government Obligations which also satisfy the MBIA Commitment, dated as of August 14, 2003, if any, acquired by the Port pursuant to Section 8(b) of this series resolution and the Escrow Agreement, if any, to effect the defeasance and refunding of all or a portion of the Series 2003B Bonds.

***Beneficial Owner*** means any person that has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Series 2013 Bonds (including persons holding Series 2013 Bonds through nominees, depositories or other intermediaries).

***Bond Counsel*** means a firm of lawyers nationally recognized and accepted as bond counsel and so employed by the Port for any purpose under this series resolution applicable to the use of that term.

***Bond Insurance Commitment*** means the commitment(s) of the Bond Insurer, if any, to insure the Series 2013 Bonds or certain principal maturities thereof.

***Bond Insurance Policy*** means the policy(ies) of municipal bond insurance, if any, delivered by the Bond Insurer at the time of issuance and delivery of Series 2013 Bonds to be insured pursuant to the Bond Insurance Commitment.

***Bond Insurer*** means the municipal bond insurer(s), if any, that has committed to insure the Series 2013 Bonds, or certain principal maturities thereof, pursuant to the Bond Insurance Commitment.

***Bond Purchase Contract*** means the Bond Purchase Contract for the Series 2013 Bonds, providing for the purchase of the Series 2013 Bonds by the Underwriters and setting forth certain terms authorized to be approved by the Designated Port Representative as provided in Section 14 of this series resolution.

***Bond Register*** means the registration records for the Series 2013 Bonds maintained by the Registrar.

***Chief Executive Officer*** means the Chief Executive Officer of the Port, or any successor to the functions of his/her office.

***Code*** means the Internal Revenue Code of 1986, as amended, and all applicable regulations and rulings relating thereto.

***Continuing Disclosure Undertaking*** means the undertaking for ongoing disclosure executed by the Port pursuant to Section 15 of this series resolution.

***Designated Port Representative***, for purposes of this series resolution, means the Chief Executive Officer of the Port, the Deputy Chief Executive Officer of the Port or the Chief Financial and Administrative Officer of the Port (or the successor in function to such person(s)) or such other person as may be directed by resolution of the Commission.

***DTC*** means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for the Series 2013 Bonds pursuant to Section 5 of this series resolution.



***Escrow Agent*** means the Escrow Agent for the Refunded Bonds appointed by the Designated Port Representative pursuant to this resolution if the Designated Port Representative determines that an escrow will be necessary or required to carry out the plan of refunding.

***Escrow Agreement*** means the Escrow Deposit Agreement, if any, dated as of the date of the closing and delivery of the Series 2013 Bonds between the Port and the Escrow Agent to be executed in connection with the refunding of the Refunded Bonds.

***Federal Tax Certificate*** means the certificate(s) of that name executed and delivered by the Designated Port Representative at the time of issuance and delivery of the Series 2013 Bonds that are issued on a tax-exempt basis.

***First Lien Master Resolution*** means Resolution No. 3059, as amended, of the Commission adopted on February 2, 1990, as amended by Resolution No. 3214, adopted on March 26, 1996, Resolution No. 3241, adopted on April 8, 1997, and Resolution No. 3436, adopted on July 11, 2000 and as amended and restated by Resolution No. 3577 of the Commission adopted on February 27, 2007.

***Government Obligation*** has the meaning given to such term in RCW Chapter 39.53, as amended from time to time.

***Intermediate Lien Master Resolution*** means Resolution No. 3540, as amended, of the Commission adopted on June 14, 2005.

***Letter of Representations*** means the blanket issuer letter of representations from the Port to DTC, dated August 28, 1995.

***MSRB*** means the Municipal Securities Rulemaking Board or any successors to its functions. Until otherwise designated by the MSRB or the Commission, any information, reports or notices submitted to the MSRB in compliance with the Rule are to be submitted through the

MSRB's Electronic Municipal Market Access system ("EMMA"), currently located at [www.emma.msrb.org](http://www.emma.msrb.org).

***Outstanding Intermediate Lien Bonds*** mean the Port's intermediate lien revenue bonds identified in the recitals to this series resolution.

***Refunded Bonds*** means those Series 2003B Bonds designated by the Chief Executive Officer pursuant to authority delegated by Section 14 of this series resolution.

***Registered Owner*** means the person named as the registered owner of a Series 2013 Bond in the Bond Register.

***Registrar*** means the fiscal agency of the State of Washington, appointed by the Designated Port Representative for the purposes of registering and authenticating the Series 2013 Bonds, maintaining the Bond Register and effecting transfer of ownership of the Series 2013 Bonds. The term ***Registrar*** shall include any successor to the fiscal agency, if any, hereinafter appointed by the Designated Port Representative.

***Rule*** means Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended from time to time.

***Savings Target*** means a dollar amount at least equal to four percent (4.00%) of the principal amount of the Refunded Bonds.

***Series 2003B Bonds*** mean the Port's Revenue Bonds, Series 2003B, issued under date of August 20, 2003, outstanding and maturing as provided in the recitals to this series resolution.

***Series 2013 Bonds*** mean the Port of Seattle Intermediate Lien Revenue Refunding Bonds, Series 2013, authorized to be issued by Section 2 of this series resolution.

***Series 2013 Reserve Account Deposit*** means the amount that is required to be added to the reserve account balances in the Intermediate Lien Reserve Account to satisfy the

Intermediate Lien Reserve Requirement and that is identified in a closing certificate or certificates of the Port.

***Subordinate Lien Bond Resolutions*** mean, collectively, Resolution No. 3238, as amended, Resolution No. 3276, as amended; Resolution No. 3354, as amended; Resolution No. 3456, as amended; Resolution No. 3544, as amended and Resolution No. 3598, as amended.

***Surety Bond*** means the surety bond(s), if any, issued by the Surety Bond Issuer on the date of issuance of the Series 2013 Bonds for the purpose of satisfying the Series 2013 Reserve Account Deposit. There may be more than one Surety Bond.

***Surety Bond Agreement*** means any Agreement(s) between the Port and the Surety Bond Issuer with respect to the Surety Bond(s).

***Surety Bond Issuer*** means any issuer(s) of the Surety Bond(s).

***Underwriters*** mean, collectively, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, Barclays Capital Inc., Backstrom McCarley Berry & Co., LLC and Drexel Hamilton, LLC.

**Rules of Interpretation.** In this series resolution, unless the context otherwise requires:

(a) The terms “hereby,” “hereof,” “hereto,” “herein,” “hereunder” and any similar terms, as used in this series resolution, refer to this series resolution as a whole and not to any particular article, section, subdivision or clause hereof, and the term “hereafter” shall mean after, and the term “heretofore” shall mean before the date of this series resolution;

(b) Words of the masculine gender shall mean and include correlative words of the feminine and neuter genders and words importing the singular number shall mean and include the plural number and vice versa;

(c) Words importing persons shall include firms, associations, partnerships (including limited partnerships), trusts, corporations, limited liability companies and other legal entities, including public bodies, as well as natural persons;

(d) Any headings preceding the text of the several articles and sections of this series resolution, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this series resolution, nor shall they affect its meaning, construction or effect;

(e) All references herein to “articles,” “sections” and other subdivisions or clauses are to the corresponding articles, sections, subdivisions or clauses hereof; and

(f) Whenever any consent or direction is required to be given by the Port, such consent or direction shall be deemed given when given by the Designated Port Representative.

Section 2. Authorization of Series 2013 Bonds. The Port shall issue the Series 2013 Bonds for the purpose of refunding the Refunded Bonds, paying costs of issuance and funding a deposit to the Intermediate Lien Reserve Account or purchase a Surety Bond therefor. The proceeds of the Series 2013 Bonds shall be used for the purposes of providing the funds necessary to refund all or a portion of the Refunded Bonds, make a deposit to the Intermediate Lien Reserve Account or purchase a Surety Bond therefor; and pay all or a portion of the costs incidental to the foregoing and to the issuance of the Series 2013 Bonds.

The aggregate principal amount of the Series 2013 Bonds to be issued under this series resolution shall not exceed \$150,000,000 and shall be determined by the Chief Executive Officer, pursuant to the authority granted in Section 14 of this series resolution.

Section 3. Series 2013 Bond Details.

(a) *Series 2013 Bonds.* The Series 2013 Bonds shall be designated as “Port of Seattle Intermediate Lien Revenue Refunding Bonds, Series 2013,” shall be registered as to both principal and interest, shall be issued in the aggregate principal amount set forth in the Bond Purchase Contract, and shall be numbered separately in the manner and with any additional designation as the Registrar deems necessary for purposes of identification, shall be dated their date of delivery to the Underwriters and shall be in the denomination of \$5,000 each or any integral multiple of \$5,000 within a maturity. The Series 2013 Bonds shall bear interest from their date of delivery to the Underwriters until the Series 2013 Bonds bearing such interest have been paid or their payment duly provided for, at the rates, payable on the dates, set forth in the Bond Purchase Contract and shall mature on the dates and in the years and in the principal amounts set forth in the Bond Purchase Contract, all as approved by the Chief Executive Officer pursuant to Section 14.

(b) *Limited Obligations.* The Series 2013 Bonds shall be obligations only of the Intermediate Lien Bond Fund and the Intermediate Lien Reserve Account created under the Intermediate Lien Master Resolution and shall be payable and secured as provided in the Intermediate Lien Master Resolution and this series resolution. The Series 2013 Bonds do not constitute an indebtedness of the Port within the meaning of the constitutional provisions and limitations of the State of Washington.

Section 4. Redemption and Purchase.

(a) *Optional Redemption.* The Series 2013 Bonds of one or more maturities may be subject to optional redemption on the dates, at the prices and under the terms set forth in the Bond Purchase Contract all as approved by the Chief Executive Officer pursuant to Section 14.

(b) *Mandatory Redemption.* The Series 2013 Bonds of one or more maturities may be subject to mandatory redemption to the extent, if any, set forth in the Bond Purchase Contract all as approved by the Chief Executive Officer pursuant to Section 14.

(c) *Purchase of Series 2013 Bonds for Retirement.* The Port reserves the right to use at any time any surplus Gross Revenue available after providing for the payments required by paragraph First through Fifth of Section 2(a) of the First Lien Master Resolution, including the payments required by paragraph First through Eleventh of the priority for use of Gross Revenue set forth in the Intermediate Lien Master Resolution, to purchase for retirement any of the Series 2013 Bonds offered to the Port at any price deemed reasonable to the Designated Port Representative.

(d) *Selection of Series 2013 Bonds for Redemption.* If Series 2013 Bonds are called for optional redemption, the maturities of Series 2013 Bonds to be redeemed shall be selected by the Port. If any Series 2013 Bonds to be redeemed (optional or mandatory) then are held in book-entry-only form, the selection of Series 2013 Bonds to be redeemed within a maturity shall be made in accordance with the operational arrangements then in effect at DTC (or at a substitute depository, if applicable). If the Series 2013 Bonds to be redeemed are no longer held in book-entry-only form, the selection of such Series 2013 Bonds to be redeemed shall be made in the following manner. If the Port redeems at any one time fewer than all of the Series 2013 Bonds having the same maturity date, the particular Series 2013 Bonds or portions of Series

2013 Bonds and maturity to be redeemed shall be selected by lot (or in such other random manner determined by the Registrar) in increments of \$5,000. In the case of a Series 2013 Bond and maturity of a denomination greater than \$5,000, the Port and Registrar shall treat each Series 2013 Bond of the applicable maturity as representing such number of separate Series 2013 Bonds each of the denomination of \$5,000 as is obtained by dividing the actual principal amount of such Series 2013 Bonds of the applicable maturity by \$5,000. In the event that only a portion of the principal amount of a Series 2013 Bond is redeemed, upon surrender of such Series 2013 Bond at the principal office of the Registrar there shall be issued to the Registered Owner, without charge therefor, for the then-unredeemed balance of the principal amount thereof a Series 2013 Bond or, at the option of the Registered Owner, a Series 2013 Bond of like maturity and interest rate in any of the denominations herein authorized.

(e) *Notice of Redemption.* Written notice of any redemption of Series 2013 Bonds prior to maturity shall be given by the Registrar on behalf of the Port by first class mail, postage prepaid, not less than 20 days nor more than 60 days before the date fixed for redemption to the Registered Owners of Series 2013 Bonds that are to be redeemed at their last addresses shown on the Bond Register. This requirement shall be deemed complied with when notice is mailed to the Registered Owners at their last addresses shown on the Bond Register, whether or not such notice is actually received by the Registered Owners.

So long as the Series 2013 Bonds are in book-entry only form, notice of redemption shall be given to Beneficial Owners of Series 2013 Bonds to be redeemed in accordance with the operational arrangements then in effect at DTC (or its successor or alternate depository), and neither the Port nor the Registrar shall be obligated or responsible to confirm that any notice of redemption is, in fact, provided to Beneficial Owners.

Each notice of redemption (which notice in the case of optional redemption may be conditional) prepared and given by the Registrar to Registered Owners of Series 2013 Bonds shall contain the following information: (1) the date fixed for redemption, (2) the redemption price, (3) if fewer than all outstanding Series 2013 Bonds are to be redeemed, the identification by maturity (and, in the case of partial redemption, the principal amounts) of the Series 2013 Bonds to be redeemed, (4) whether, in the case of optional redemption, the notice of redemption is conditional and, if conditional, the conditions to redemption, (5) that (unless the notice of optional redemption is a conditional notice, in which case the notice shall state that such Series 2013 Bonds will become due and payable and interest shall cease to accrue from the date fixed for redemption if and to the extent in each case funds have been provided to the Registrar for the redemption of such Series 2013 Bonds and if any other condition is satisfied) on the date fixed for redemption the redemption price will become due and payable upon each Series 2013 Bond or portion called for redemption, and that, unless a conditional notice of optional redemption has been revoked, interest shall cease to accrue from the date fixed for redemption if and to the extent that funds have been provided to the Registrar for the redemption of such Series 2013 Bonds and if any other condition is satisfied, (6) that the Series 2013 Bonds are to be surrendered for payment at the principal office of the Registrar, (7) the CUSIP numbers of all Series 2013 Bonds being redeemed, (8) the dated date of the Series 2013 Bonds being redeemed, (9) the rate of interest for each Series 2013 Bond being redeemed, (10) the date of the notice, and (11) any other information deemed necessary by the Registrar to identify the Series 2013 Bonds being redeemed.

Upon the payment of the redemption price of Series 2013 Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number



identifying, by issue and maturity, the Series 2013 Bonds being redeemed with the proceeds of such check or other transfer.

(f) *Effect of Redemption.* Unless the Port has revoked a conditional notice of optional redemption (or unless the Port provided a conditional notice of optional redemption and the conditions for the optional redemption set forth therein are not satisfied), the Port shall transfer to the Registrar amounts that, in addition to other money, if any, held by the Registrar for such purpose, will be sufficient to redeem, on the date fixed for redemption, all of the Series 2013 Bonds to be redeemed. If and to the extent that funds have been provided to the Registrar for the redemption of Series 2013 Bonds then from and after the date fixed for redemption for such Series 2013 Bond or portion thereof, interest on each such Series 2013 Bond shall cease to accrue and such Series 2013 Bond or portion thereof shall cease to be Outstanding.

(g) *Amendment of Notice Provisions.* The foregoing notice provisions of this section, including but not limited to the information to be included in redemption notices and the persons designated to receive notices, may be amended by additions, deletions and changes to maintain compliance with duly promulgated regulations and recommendations regarding notices of redemption of municipal securities.

Section 5. Registration, Exchange and Payments.

(a) *Registrar/Bond Register.* The Port hereby adopts the system of registration approved by the Washington State Finance Committee, which utilizes the fiscal agencies of the State of Washington, for the purposes of registering and authenticating the Series 2013 Bonds, maintaining the Bond Register and effecting transfer of ownership of the Series 2013 Bonds (collectively, the “Registrar”). The Registrar shall keep, or cause to be kept, at its principal corporate trust office, sufficient records for the registration and transfer of the Series 2013 Bonds

(the “Bond Register”), which shall be open to inspection by the Port. The Registrar may be removed at any time at the option of the Designated Port Representative upon prior notice to the Registrar, DTC (or its successor or alternate depository), each party entitled to receive notice pursuant to the Continuing Disclosure Undertaking and a successor Registrar appointed by the Designated Port Representative. No resignation or removal of the Registrar shall be effective until a successor shall have been appointed and until the successor Registrar shall have accepted the duties of the Registrar hereunder. The Registrar is authorized, on behalf of the Port, to authenticate and deliver Series 2013 Bonds transferred or exchanged in accordance with the provisions of such Series 2013 Bonds and this series resolution and to carry out all of the Registrar’s powers and duties under this series resolution. The Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Series 2013 Bonds.

(b) *Registered Ownership.* Except as provided in Section 5(c) or the Continuing Disclosure Undertaking authorized pursuant to Section 15, the Port and the Registrar may deem and treat the Registered Owner of each Series 2013 Bond as the absolute owner for all purposes, and neither the Port nor the Registrar shall be affected by any notice to the contrary. Payment of any such Series 2013 Bond shall be made only as described in subsection (h) hereof, but the transfer of such Series 2013 Bond may be registered as herein provided. All such payments made as described in subsection (h) shall be valid and shall satisfy the liability of the Port upon such Series 2013 Bond to the extent of the amount or amounts so paid.

(c) *DTC Acceptance/Letter of Representations.* The Series 2013 Bonds shall initially be held in fully immobilized form by DTC acting as depository. To induce DTC to accept the Series 2013 Bonds as eligible for deposit at DTC, the Port has heretofore executed and delivered to DTC the Letter of Representations.

Neither the Port nor the Registrar will have any responsibility or obligation to DTC participants or the persons for whom they act as nominees with respect to the Series 2013 Bonds for the accuracy of any records maintained by DTC (or any successor or alternate depository) or any DTC participant, the payment by DTC (or any successor or alternate depository) or any DTC participant of any amount in respect of the principal of or interest on Series 2013 Bonds, any notice that is permitted or required to be given to Registered Owners under this series resolution (except such notices as shall be required to be given by the Port to the Registrar or, by the Registrar, to DTC (or any successor or alternate depository)), the selection by DTC or by any DTC participant of any person to receive payment in the event of a partial redemption of the Series 2013 Bonds, or any consent given or other action taken by DTC (or any successor or alternate depository) as the Registered Owner. So long as any Series 2013 Bonds are held in fully immobilized form, DTC or its successor depository shall be deemed to be the owner and Registered Owner for all purposes, and all references in this series resolution to the Registered Owners shall mean DTC (or any successor or alternate depository) or its nominee and shall not mean the owners of any beneficial interest in any Series 2013 Bonds. Notwithstanding the foregoing, if a Bond Insurance Policy is issued for the Series 2013 Bonds of any maturity and so long as the Bond Insurer is not in default under its Policy, the Bond Insurer shall be deemed to be the owner, Registered Owner, and holder of all bonds of that maturity for the purpose of granting consents and exercising voting rights with respect thereto and for any other purpose identified and specified in the Bond Insurance Commitment accepted by the Port as a condition of issuance of the Bond Insurance Policy.

(d) *Use of Depository.*

(1) The Series 2013 Bonds shall be registered initially in the name of CEDE & Co., as nominee of DTC, with a single Series 2013 Bond for each maturity having the same interest rate in a denomination equal to the total principal amount of such maturity. Registered ownership of such immobilized Series 2013 Bonds, or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee, or to any other nominee requested by an authorized representative of DTC, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (B) to any substitute depository appointed by the Port pursuant to subsection (2) below or such substitute depository's successor or nominee; or (C) to any person as provided in subsection (4) below.

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

(3) In the case of any transfer pursuant to clause (A) or (B) of subsection (1) above, the Registrar shall, upon receipt of all outstanding Series 2013 Bonds, together with a written request on behalf of the Port, issue a single new Series 2013 Bond for each maturity then outstanding, registered in the name of such successor or substitute depository, or its nominee, all as specified in such written request of the Port.

(4) In the event that (A) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained,

or (B) the Port determines that it is in the best interest of the Beneficial Owners of the Series 2013 Bonds that the Series 2013 Bonds be provided in certificated form, the ownership of such Series 2013 Bonds may then be transferred to any person or entity as herein provided, and shall no longer be held in fully immobilized form. The Port shall deliver a written request to the Registrar, together with a supply of definitive Series 2013 Bonds (of the appropriate maturities) in certificated form, to issue Series 2013 Bonds in any authorized denominations. Upon receipt by the Registrar of all then outstanding Series 2013 Bonds, together with a written request on behalf of the Port to the Registrar, new Series 2013 Bonds shall be issued in the appropriate denominations and registered in the names of such persons as are provided in such written request.

(e) *Registration of the Transfer of Ownership or the Exchange of Series 2013 Bonds; Change in Denominations.* The transfer of any Series 2013 Bond may be registered and any Series 2013 Bond may be exchanged, but no transfer of any Series 2013 Bond shall be valid unless the Series 2013 Bond is surrendered to the Registrar with the assignment form appearing on such Series 2013 Bond duly executed by the Registered Owner or such Registered Owner's duly authorized agent in a manner satisfactory to the Registrar. Upon such surrender, the Registrar shall cancel the surrendered Series 2013 Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee, a new Series 2013 Bond (or Series 2013 Bonds at the option of the Registered Owner) of the same date, maturity and interest rate and for the same aggregate principal amount in any authorized denomination, as and naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Series 2013 Bond, in exchange for such surrendered and canceled Series 2013 Bond. Any Series 2013 Bond may be surrendered to the Registrar, together with the assignment

form appearing on such Series 2013 Bond duly executed, and exchanged, without charge, for an equal aggregate principal amount of Series 2013 Bonds of the same date, maturity and interest rate, in any authorized denomination. The Registrar shall not be obligated to register the transfer or exchange of any Series 2013 Bond during a period beginning at the opening of business on the 15th day of the month next preceding any interest payment date and ending at the close of business on such interest payment date, or, in the case of any proposed redemption of the Series 2013 Bonds, after the mailing of notice of the call for redemption of such Series 2013 Bonds.

(f) *Registrar's Ownership of Series 2013 Bonds.* The Registrar may become the Registered Owner of any Series 2013 Bond with the same rights it would have if it were not the Registrar, and to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as member of, or in any other capacity with respect to, any committee formed to protect the rights of the Registered Owners of the Series 2013 Bonds.

(g) *Registration Covenant.* The Port covenants that, until all Series 2013 Bonds issued on a tax-exempt basis have been surrendered and canceled, it will maintain a system for recording the ownership of each Series 2013 Bond that complies with the provisions of Section 149 of the Code.

(h) *Place and Medium of Payment.* The principal of, premium, if any, and interest on the Series 2013 Bonds shall be payable in lawful money of the United States of America. For so long as all Series 2013 Bonds are in fully immobilized form with DTC, payments of principal, premium, if any, and interest shall be made as provided in accordance with the operational arrangements of DTC described in the Letter of Representations. In the event that the Series 2013 Bonds are no longer in fully immobilized form with DTC (or its successor or

alternate depository), interest on the Series 2013 Bonds shall be paid by check mailed to the Registered Owners at the addresses for such Registered Owners appearing on the Bond Register on the 15th day of the month preceding the interest payment date, and principal and premium, if any, of the Series 2013 Bonds shall be payable by check upon presentation and surrender of such Series 2013 Bonds by the Registered Owners at the principal office of the Registrar; provided, however, that if so requested in writing prior to the opening of business on the 15th day of the month preceding any interest payment date by the Registered Owner of at least \$1,000,000 aggregate principal amount of Series 2013 Bonds, interest on such Series 2013 Bonds will be paid thereafter by wire transfer on the date due to an account with a bank located within the United States.

Section 6. Pledge of Available Intermediate Lien Revenues; Series 2013 Reserve Account Deposit. Pursuant to the Intermediate Lien Master Resolution, the Intermediate Lien Bond Fund and the Intermediate Lien Reserve Account have been created for the purpose of paying and securing the payment of the principal of, premium, if any, and interest on all outstanding Intermediate Lien Parity Bonds. The Port hereby irrevocably obligates and binds itself for as long as any Series 2013 Bonds remain Outstanding to set aside and pay into the Intermediate Lien Bond Fund from Available Intermediate Lien Revenues or money in the Revenue Fund, on or prior to the respective dates the same become due (and if such payment is made on the due date, such payment shall be made in immediately available funds):

(1) Such amounts as are required to pay the interest scheduled to become due on Series 2013 Bonds; and

(2) Such amounts with respect to Series 2013 Bonds as are required (A) to pay maturing principal, (B) to make any required sinking fund payments, and (C) to redeem Series 2013 Bonds in accordance with any mandatory redemption provisions.

Said amounts so pledged to be paid into such special funds are hereby declared to be a prior lien and charge upon the Gross Revenue superior to all other liens and charges of any kind or nature whatsoever except for (i) Operating Expenses, (ii) liens and charges thereon of Permitted Prior Lien Bonds, and (iii) liens and charges equal in rank that have or may be made thereon to pay Net Payments due pursuant to any Parity Derivative Product and to pay and secure the payment of the principal of, premium, if any, and interest on Outstanding Intermediate Lien Bonds and any Intermediate Lien Parity Bonds issued in the future under authority of a Series Resolution in accordance with the provisions of Sections 4 and 5 of the Intermediate Lien Master Resolution.

The Series 2013 Reserve Account Deposit shall be deposited in the Intermediate Lien Reserve Account (or shall be satisfied through the issuance of one or more Surety Bonds) on the date of issuance of the Series 2013 Bonds. Together with existing reserve account balances in the Intermediate Lien Reserve Account, the Series 2013 Reserve Account Deposit shall be at least sufficient to meet the Intermediate Lien Reserve Requirement.

The Designated Port Representative may decide to utilize one or more Surety Bonds to satisfy the Series 2013 Reserve Account Deposit; provided that each Surety Bond meets the qualifications for Qualified Insurance. Upon such election, the Designated Port Representative is hereby authorized to execute and deliver one or more Surety Bond Agreements with one or more Surety Bond Issuers to effect the delivery of the Surety Bond(s).



Section 7.     Defeasance.   In the event that money and/or noncallable Government Obligations maturing or having guaranteed redemption prices at the option of the owner at such time or times and bearing interest to be earned thereon in amounts (together with such money, if any) sufficient to redeem and retire part or all of the Series 2013 Bonds in accordance with their terms, are hereafter irrevocably set aside in a special account and pledged to effect such redemption and retirement, and, if the Series 2013 Bonds are to be redeemed prior to maturity, irrevocable notice, or irrevocable instructions to give notice of such redemption has been delivered to the Registrar, then no further payments need be made into the Intermediate Lien Bond Fund or any account therein for the payment of the principal of, premium, if any, and interest on the Series 2013 Bonds so provided for and such Series 2013 Bonds shall then cease to be entitled to any lien, benefit or security of the Intermediate Lien Master Resolution or this series resolution, except the right to receive the funds so set aside and pledged and such notices of redemption, if any, and such Series 2013 Bonds shall no longer be deemed to be Outstanding hereunder, under the Intermediate Lien Master Resolution or under any resolution authorizing the issuance of bonds or other indebtedness of the Port.

The Port shall provide notice of defeasance of Series 2013 Bonds to Registered Owners of Series 2013 Bonds being defeased, to the Bond Insurer, if any, and to each party entitled to receive notice under the Continuing Disclosure Undertaking authorized pursuant to Section 15.

Section 8.     Refunding Procedures.

(a)     *Application of Series 2013 Bond Proceeds.*   The net proceeds of the Series 2013 Bonds (exclusive of any amounts that may be designated by the Designated Port Representative in a closing certificate to be allocated to pay costs of issuance or any Bond Insurance Policy and/or Surety Bond premium or to satisfy a portion of the Intermediate Lien Reserve

Requirement), together with other available funds of the Port in the amount specified by the Designated Port Representative, shall be utilized immediately upon receipt thereof to pay and redeem the Refunded Bonds and/or shall be paid at the direction of the Treasurer to the Escrow Agent (if the Designated Port Representative has determined that an escrow is necessary or desirable to effect the defeasance of all or a portion of the Refunded Bonds).

(b) *Defeasance of Series 2003B Bonds.* Subject to and in accordance with the resolution authorizing the issuance of the Series 2003B Bonds, the net proceeds of the Series 2013 Bonds so deposited shall be utilized immediately upon receipt thereof to pay and redeem the Refunded Bonds and/or or to purchase the Government Obligations specified by the Designated Port Representative (the “Acquired Obligations”) and to maintain such necessary beginning cash balance to defease the Refunded Bonds and to discharge the other obligations of the Port relating thereto under the resolution authorizing their issuance, by providing for the payment of the interest on the Refunded Bonds to the dates fixed for redemption and the redemption price (the principal amount plus any premium required) on the dates fixed for redemption of the Refunded Bonds. Subject to compliance with all conditions set forth in the resolution authorizing the issuance of the Series 2003B Bonds, when the final transfers have been made for the payment of such redemption price and interest on the Series 2003B Bonds, any balance then remaining shall be transferred to the account designated by the Port and used for the purposes specified by the Designated Port Representative.

(c) *Acquired Obligations.* The Acquired Obligations, if any, shall be payable in such amounts and at such times that, together with any necessary beginning cash balance, will be sufficient to provide for the payment of:

(1) the interest on the Refunded Bonds as such becomes due on and before the dates fixed for redemption of the Refunded Bonds; and

(2) the price of redemption of the Refunded Bonds on the dates fixed for redemption of the Refunded Bonds.

(d) *Authorizing Appointment of Escrow Agent and Verification Agent.* The Commission hereby authorizes and directs the Designated Port Representative (if the Designated Port Representative determines that an escrow would be necessary or desirable to effect the defeasance of the Refunded Bonds) to select an Escrow Agent for the Refunded Bonds and also to select a verification agent for the Refunded Bonds.

Section 9. Redemption of Refunded Bonds. The Commission hereby calls the Refunded Bonds for redemption on the redemption date specified by the Designated Port Representative in accordance with the provisions of the resolution authorizing the issuance, redemption and retirement of the Series 2003B Bonds prior to their maturity dates.

The Designated Port Representative may cause to be disseminated a conditional notice of redemption prior to the closing and delivery of the Series 2013 Bonds.

Said defeasance and call for redemption of the Refunded Bonds shall be irrevocable from and after the closing and delivery of the Series 2013 Bonds.

If so appointed, the Escrow Agent shall be authorized and directed to provide for the giving of irrevocable notice of the redemption of the Refunded Bonds in accordance with the terms of resolution authorizing the issuance of the Series 2003B Bonds and as described in the Escrow Agreement. The Treasurer is authorized and directed to provide whatever assistance is necessary to accomplish such redemption and the giving of notice therefor. The costs of mailing of such notice shall be an expense of the Port.

The Port or the Escrow Agent on behalf of the Port shall be authorized and directed to pay to the fiscal agency or agencies of the State of Washington, sums sufficient to pay, when due, the payments specified in Section 8(c) of this series resolution. All such sums shall be paid from the moneys and the Acquired Obligations pursuant to the previous section of this series resolution, and the income therefrom and proceeds thereof.

If an Escrow Agent is appointed, the Port will ascertain that all necessary and proper fees, compensation and expenses of the Escrow Agent for the Refunded Bonds shall be paid when due. If an Escrow Agent is appointed, the Designated Port Representative is authorized and directed to execute and deliver an Escrow Agreement to the Escrow Agent when the provisions thereof have been fixed and determined for closing and delivery of the Series 2013 Bonds. The Escrow Agreement shall be in form and substance satisfactory to the Designated Port Representative and the Escrow Agent, and may include a separate costs of issuance agreement with respect to the payment of the fees and expenses of the Escrow Agent.

Section 10. Tax Covenants.

(a) *General.* The Port covenants that it will not take or permit to be taken on its behalf any action that would adversely affect the exclusion from gross income for federal income tax purposes of the interest on the Series 2013 Bonds and will take or require to be taken such acts as may reasonably be within its ability and as may from time to time be required under applicable law to continue the exclusion from gross income for federal income tax purposes of the interest on the Series 2013 Bonds. The Port shall comply with its covenants set forth in the Federal Tax Certificate.

(b) *No Bank Qualification.* The Series 2013 Bonds shall not be qualified tax-exempt obligations pursuant to Section 265(b) of the Code for investment by financial institutions.

Section 11. Lost, Stolen, Mutilated or Destroyed Series 2013 Bonds. In case any Series 2013 Bond shall be lost, stolen, mutilated or destroyed, the Registrar may execute and deliver a new Series 2013 Bond of like maturity, date, number and tenor to the Registered Owner thereof upon the owner's paying the expenses and charges of the Port in connection therewith and upon his/her filing with the Port evidence satisfactory to the Port that such Series 2013 Bond was actually lost, stolen or destroyed (including the presentation of a mutilated Series 2013 Bond) and of his/her ownership thereof, and upon furnishing the Port and the Registrar with indemnity satisfactory to both.

Section 12. Form of Series 2013 Bonds and Registration Certificate.

The Series 2013 Bonds shall be in substantially the following form:

[DTC HEADING]

NO. \_\_\_\_\_ UNITED STATES OF AMERICA \$ \_\_\_\_\_  
STATE OF WASHINGTON  
PORT OF SEATTLE  
INTERMEDIATE LIEN REVENUE REFUNDING BOND  
SERIES 2013

Maturity Date: \_\_\_\_\_, \_\_\_\_\_ CUSIP No. \_\_\_\_\_  
Interest Rate:  
Registered Owner: Cede & Co.  
Principal Amount:

THE PORT OF SEATTLE, a municipal corporation organized and existing under and by virtue of the laws of the State of Washington (the "Port"), promises to pay to the Registered Owner identified above, or registered assigns, on the Maturity Date identified above, solely from the special fund of the Port known as the "Port of Seattle Revenue Intermediate Lien Bond Fund" (the "Intermediate Lien Bond Fund") created by Resolution No. 3540, as amended (the "Intermediate Lien Master Resolution" and together with Resolution No. 3684, hereinafter collectively referred to as the "Bond Resolution"), the Principal Amount indicated above and to pay interest thereon from the Intermediate Lien Bond Fund from the date of initial delivery, or the most recent date to which interest has been paid or duly provided for or until payment of this bond at the Interest Rate set forth above, payable semiannually on the first days of each January and July beginning on July 1, 2014. The principal of, premium, if any, and interest on this bond

are payable in lawful money of the United States of America. Principal, premium, if any, and interest shall be paid as provided in the Blanket Issuer Letter of Representations (the “Letter of Representations”) by the Port to The Depository Trust Company (“DTC”) (or its successor or alternate depository) or registered owner. Capitalized terms used in this bond which are not specifically defined have the meanings given such terms in the Bond Resolution. The Treasurer of the Port has appointed the fiscal agent for the State of Washington as the initial registrar, authenticating and paying agent for the bonds of this series.

This bond is one of a series of bonds of the Port in the aggregate principal amount of \$\_\_\_\_\_, of like date, tenor and effect, except as to number, amount, rate of interest and date of maturity and is issued pursuant to the Bond Resolution to refund certain outstanding Port obligations.

The bonds of this issue maturing on and after \_\_\_\_\_ 1, \_\_\_\_ shall be subject to optional redemption in advance of their scheduled maturity on and after \_\_\_\_\_ in whole or in part on any date at a price equal to 100% of the principal amount thereof plus accrued interest to the date fixed for redemption.

[The bonds of this issue maturing on \_\_\_\_\_ 1, \_\_\_\_ shall be redeemed by the Port on \_\_\_\_\_ 1 of the following years in the following principal amounts at a price equal to 100% of the principal amount thereof plus accrued interest to the date fixed for redemption:

| Redemption<br>Dates | Amounts |
|---------------------|---------|
|                     | \$      |

\* Final Maturity]

The bonds of this series are private activity bonds. The bonds of this series are not “qualified tax exempt obligations” eligible for investment by financial institutions within the meaning of Section 265(b) of the Internal Revenue Code of 1986, as amended.

The Port hereby covenants and agrees with the owner and holder of this bond that it will keep and perform all the covenants of this bond and the Bond Resolution.

The Port does hereby pledge and bind itself to set aside and pay into the Intermediate Lien Bond Fund and Intermediate Lien Reserve Account from Available Intermediate Lien Revenues or money in the Revenue Fund the various amounts required by the Bond Resolution to be paid into and maintained in said Funds, all within the times provided by said Bond Resolution.

The amounts pledged to be paid out of Gross Revenue into the Intermediate Lien Bond Fund and Intermediate Lien Reserve Account are hereby declared to be a first and prior lien and charge upon the Gross Revenue, subject to the payment of Operating Expenses of the Port and subject further to the liens thereon of the Permitted Prior Lien Bonds and equal in rank to the lien and charge upon such Gross Revenue of the amounts required to pay and secure the payment of

any Net Payments due pursuant to any Parity Derivative Product, any Outstanding Intermediate Lien Bonds and any revenue bonds of the Port hereafter issued on a parity with the Outstanding Intermediate Lien Bonds and the bonds of this issue.

The Port has further bound itself to establish, maintain and collect rentals, tariffs, rates and charges in the operation of all of its business for as long as any bonds of this issue are outstanding that it will make available, for the payment of the principal thereof and interest thereon as the same shall become due, Available Intermediate Lien Revenues in an amount equal to or greater than the Rate Covenant defined in the Intermediate Lien Master Resolution.

This bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication hereon shall have been manually signed by or on behalf of the Registrar.

It is hereby certified and declared that this bond and the bonds of this issue are issued pursuant to and in strict compliance with the Constitution and laws of the State of Washington and resolutions of the Port and that all acts, conditions and things required to be done precedent to and in the issuance of this bond have happened, been done and performed.

IN WITNESS WHEREOF, the Port of Seattle has caused this bond to be executed by the manual or facsimile signatures of the President and Secretary of the Port Commission, and the corporate seal of the Port to be impressed or a facsimile thereof imprinted hereon as of the \_\_\_\_ day of \_\_\_\_\_, 2013.

PORT OF SEATTLE

By \_\_\_\_\_/s/\_\_\_\_\_  
President, Port Commission

ATTEST:  
\_\_\_\_\_/s/\_\_\_\_\_  
Secretary, Port Commission

CERTIFICATE OF AUTHENTICATION

Date of Authentication: \_\_\_\_\_

This bond is one of the bonds described in the within mentioned Bond Resolution and is one of the Intermediate Lien Revenue Refunding Bonds, Series 2013 of the Port of Seattle, dated \_\_\_\_\_, 2013.

WASHINGTON STATE FISCAL AGENCY, as  
Registrar

By \_\_\_\_\_  
Authorized Signer

\* \* \* \* \*

In the event any Series 2013 Bonds are no longer in fully immobilized form, the form of such Series 2013 Bonds may be modified to conform to printing requirements and the terms of this series resolution.

Section 13. Execution. The Series 2013 Bonds shall be executed on behalf of the Port with the manual or facsimile signature of the President of its Commission, shall be attested by the manual or facsimile signature of the Secretary thereof and shall have the seal of the Port impressed or a facsimile thereof imprinted thereon.

Only such Series 2013 Bonds as shall bear thereon a Certificate of Authentication in the form hereinbefore recited, manually executed by the Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this series resolution. Such Certificate of Authentication shall be conclusive evidence that the Series 2013 Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this series resolution.

In case either of the officers of the Port who shall have executed the Series 2013 Bonds shall cease to be such officer or officers of the Port before the Series 2013 Bonds so signed shall



have been authenticated or delivered by the Registrar, or issued by the Port, such Series 2013 Bonds may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the Port as though those who signed the same had continued to be such officers of the Port. Any Series 2013 Bond may also be signed and attested on behalf of the Port by such persons as at the actual date of execution of such Series 2013 Bond shall be the proper officers of the Port although at the original date of such Series 2013 Bond any such person shall not have been such officer.

Section 14. Designation of Refunded Bonds; Sale of Series 2013 Bonds.

(a) *Designation of Refunded Bonds.* As outlined in Section 2 and Section 8 of this series resolution, the Series 2003B Bonds may be called for redemption prior to their scheduled maturities. All or some of the Series 2003B Bonds may be refunded with the proceeds of the Series 2013 Bonds authorized by this series resolution. The Chief Executive Officer may select some or all of the Series 2003B Bonds and designate those Series 2003B Bonds as the “Refunded Bonds” in the Bond Purchase Contract if and to the extent that the net present value aggregate savings with respect to all Refunded Bonds to be realized as a result of the refunding of the Refunded Bonds, after payment of all costs of issuance of the Series 2013 Bonds), is at least equal to the Savings Target.

(b) *Series 2012 Bond Sale.* The Series 2013 Bonds shall be sold at negotiated sale to the Underwriters pursuant to the terms of the Bond Purchase Contract. The Designated Port Representative is hereby authorized to negotiate terms for the purchase of the Series 2013 Bonds and to execute the Bond Purchase Contract, with such terms (including the designation of the Series 2003B Bonds to be refunded and the Series 2013 Reserve Account Deposit) as are approved by the Chief Executive Officer pursuant to this section and consistent with this series

resolution and the Intermediate Lien Master Resolution. The Port Commission has been advised by the Port's financial advisor that the most favorable market conditions may occur on a day other than a regular meeting date of the Commission. The Commission has determined that it would be in the best interest of the Port to delegate to the Chief Executive Officer for a limited time the authority to approve the designation of the Series 2003B Bonds to be refunded and to approve the final series designation, the final interest rates, maturity dates, aggregate principal amount, principal amounts and prices of each maturity, redemption rights, and other terms and conditions of the Series 2013 Bonds. The Chief Executive Officer is hereby authorized to approve the designation of the Series 2003B Bonds to be refunded and to approve the final series designations, final interest rates, maturity dates, aggregate principal amount, principal amounts of each maturity and redemption rights for the Series 2013 Bonds in the manner provided hereafter so long as the aggregate principal amount of the Series 2013 Bonds does not exceed the maximum principal amount set forth in Section 2 and if and to the extent that the net present value aggregate savings with respect to all Series 2003B Bonds to be realized as a result of the refunding of the Refunded Bonds, after payment of all costs of issuance of allocated to the Series 2013 Bonds, is at least equal to the Savings Target (as described in subsection (a) of this Section 14).

In designating the Series 2003B Bonds to be refunded and determining the final series designation, final interest rates, maturity dates, aggregate principal amount, principal maturities, redemption rights or provisions of the Series 2013 Bonds for approval and the Series 2013 Reserve Account Deposit, the Designated Port Representative, in consultation with Port staff and the Port's financial advisor, shall take into account those factors that, in his judgment, will result in the lowest true interest cost on the Series 2013 Bonds to their maturity, including, but not

limited to current financial market conditions and current interest rates for obligations comparable in tenor and quality to the Series 2013 Bonds. Subject to the terms and conditions set forth in this section, the Designated Port Representative is hereby authorized to execute the final form of the Bond Purchase Contract, upon the Chief Executive Officer's approval of the Series 2003B Bonds to be refunded, final series designation, final interest rates, maturity dates, aggregate principal amount, principal maturities and redemption rights for the Series 2013 Bonds set forth therein. Following the execution of the Bond Purchase Contract, the Chief Executive Officer or Designated Port Representative shall provide a report to the Commission, describing the final terms of the Series 2013 Bonds approved pursuant to the authority delegated in this section. The authority granted to the Designated Port Representative and the Chief Executive Officer by this section shall expire on May 5, 2014. If a Bond Purchase Contract for the Series 2013 Bonds has not been executed by May 5, 2014, the authorization for the issuance of the Series 2013 Bonds shall be rescinded, and the Series 2013 Bonds shall not be issued nor their sale approved unless the Series 2013 Bonds shall have been re-authorized by resolution of the Commission. The resolution reauthorizing the issuance and sale of the Series 2013 Bonds may be in the form of a new series resolution repealing this series resolution in whole or in part (only with respect to the Series 2013 Bonds not issued) or may be in the form of an amendatory resolution approving a bond purchase contract or extending or establishing new terms and conditions for the authority delegated under this section.

Upon the adoption of this series resolution, the proper officials of the Port including the Designated Port Representative, are authorized and directed to undertake all other actions necessary for the prompt execution and delivery of the Series 2013 Bonds to the Underwriters thereof and further to execute all closing certificates and documents required to effect the closing

and delivery of the Series 2013 Bonds in accordance with the terms of the Bond Purchase Contract.

The Designated Port Representative is authorized to ratify and to approve for purposes of the Rule, on behalf of the Port, the Official Statement (and to approve and deem final any Preliminary Official Statement) and any supplement thereto relating to the issuance and sale of the Series 2013 Bonds and the distribution of the Series 2013 Bonds pursuant thereto with such changes, if any, as may be deemed by him/her to be appropriate.

The Designated Port Representative and other Port officials, agents and representatives are hereby authorized and directed to do everything necessary for the prompt issuance, execution and delivery of the Series 2013 Bonds to the Underwriters and for the proper application and use of the proceeds of sale of the Series 2013 Bonds. In furtherance of the foregoing, the Designated Port Representative is authorized to approve and enter into agreements for the payment of costs of issuance, including Underwriters' discount, the fees and expenses specified in the Bond Purchase Contract, including fees and expenses of Underwriters and other retained services, including Bond Counsel, rating agencies, fiscal agency, escrow agent, verification agent, financial advisory services, escrow structuring services and other expenses customarily incurred in connection with issuance and sale of bonds.

The Designated Port Representative is authorized to ratify, execute, deliver and approve for purposes of the Rule, on behalf of the Port, the Official Statement (and to approve, deem final and deliver any Preliminary Official Statement) and any supplement thereto relating to the issuance and sale of the Series 2013 Bonds and the distribution of the Series 2013 Bonds pursuant thereto with such changes, if any, as may be deemed by him/her to be appropriate.

Section 15. Undertaking to Provide Ongoing Disclosure. The Designated Port Representative is authorized to, in his or her discretion, execute and deliver a Continuing Disclosure Undertaking providing for an undertaking by the Port to assist the Underwriters in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission.

Section 16. Bond Insurance. The payments of the principal of and interest on principal maturities of the Series 2013 Bonds may be insured by the issuance of the Bond Insurance Policy. The Designated Port Representative may solicit proposals from municipal bond insurance companies, and the Designated Port Representative, in consultation with the Port's financial advisor, is hereby authorized to select the proposal that is deemed to be the most cost effective and further to execute the Bond Insurance Commitment with the Bond Insurer, which may include such covenants and conditions as shall be approved by the Designated Port Representative.

Section 17. Compliance with Parity Conditions. The Commission hereby finds and determines as required by Section 5(b) of the Intermediate Lien Master Resolution, as follows:

First: The Port is not in default of its covenant under Section 5 of the Intermediate Lien Master Resolution; and

Second: The Commission has been assured that prior to the issuance and delivery of the Series 2013 Bonds, the Port will meet the conditions set forth in Section 5(c) of the Intermediate Lien Master Resolution and/or will deliver either:

(A) a certificate prepared as provided in the Intermediate Lien Master Resolution and executed by the Designated Port Representative stating that Available Intermediate Lien Revenues as First Adjusted during the Base Period were at least equal to

110 percent of Annual Debt Service in each year of the Certificate Period with respect to all Intermediate Lien Parity Bonds then Outstanding and then proposed to be issued; or

(B) a Consultant's certificate, prepared as provided in the Intermediate Lien Master Resolution and stating that projected Available Intermediate Lien Revenues as First Adjusted will be at least equal to 110 percent of Annual Debt Service in each year of the Certificate Period.

The limitations contained in the conditions provided in Section 5(b) of the Intermediate Lien Master Resolution having been complied with, the payments required herein to be made out of the Available Intermediate Lien Revenues to pay and secure the payment of the principal of, premium, if any, and interest on the Series 2013 Bonds shall constitute a lien and charge upon such a charge and lien upon the Available Intermediate Lien Revenues equal to the lien thereon of Outstanding Intermediate Lien Parity Bonds.

Section 18. Severability. If any one or more of the covenants or agreements provided in this series resolution to be performed on the part of the Port shall be declared by any court of competent jurisdiction 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 series resolution and shall in no way affect the validity of the other provisions of this series resolution or of any Intermediate Lien Parity Bonds.

Section 19. Effective Date. This series resolution shall be effective immediately upon its adoption.

ADOPTED by the Port Commission of the Port of Seattle at a duly noticed meeting thereof, held this \_\_\_th day of \_\_\_\_\_, 2013, and duly authenticated in open session by the signatures of the commissioners voting in favor thereof.

PORT OF SEATTLE

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Commissioners

CERTIFICATE

I, the undersigned, Secretary of the Port Commission (the “Commission”) of the Port of Seattle (the “Port”), DO HEREBY CERTIFY:

1. That the attached resolution numbered 3684 (the “Resolution”), is a true and correct copy of a resolution of the Port, as finally adopted at a meeting of the Commission held on the \_\_\_\_ day of \_\_\_\_\_, 2013, and duly recorded in my office.

2. That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a quorum of the Commission was present throughout the meeting and a legally sufficient number of members of the Commission voted in the proper manner for the adoption of said Resolution; that all other requirements and proceedings incident to the proper adoption of said Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Secretary