ORDINANCE NO. 4077

AN ORDINANCE OF THE CITY OF KENT, WASHINGTON, ESTABLISHING CONSOLIDATED LOCAL IMPROVEMENT DISTRICT NO. 359 ET AL. BY CONSOLIDATING LOCAL IMPROVEMENT DISTRICTS NO. 359, 362, AND 363; AUTHORIZING THE ISSUANCE OF ITS CONSOLIDATED LOCAL IMPROVEMENT DISTRICT NO. 359 ET AL. BONDS IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $10,517,580; PROVIDING THE FORM AND TERMS OF THE BONDS; AND DELEGATING THE AUTHORITY TO APPROVE THE FINAL TERMS OF THE BONDS.

PASSED: APRIL 2, 2013

PREPARED BY:

PACIFICA LAW GROUP LLP
Seattle, Washington
CITY OF KENT
ORDINANCE NO. 4077

TABLE OF CONTENTS*

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>SECTION 1. - Definitions and Interpretation of Terms</td>
<td>2</td>
</tr>
<tr>
<td>SECTION 2. - Consolidation of Local Improvement Districts</td>
<td>8</td>
</tr>
<tr>
<td>SECTION 3. - Authorization of Bonds</td>
<td>9</td>
</tr>
<tr>
<td>SECTION 4. - Registration, Exchange and Payments</td>
<td>10</td>
</tr>
<tr>
<td>SECTION 5. - Redemption Prior to Maturity and Purchase of Bonds</td>
<td>16</td>
</tr>
<tr>
<td>SECTION 6. - Form of Bonds</td>
<td>20</td>
</tr>
<tr>
<td>SECTION 7. - Execution of Bonds</td>
<td>23</td>
</tr>
<tr>
<td>SECTION 8. - Application of Bond Proceeds</td>
<td>24</td>
</tr>
<tr>
<td>SECTION 9. - Tax Covenants</td>
<td>24</td>
</tr>
<tr>
<td>SECTION 10. - Bond Fund</td>
<td>27</td>
</tr>
<tr>
<td>SECTION 11. - Pledge of Assessment Payments</td>
<td>28</td>
</tr>
<tr>
<td>SECTION 12. - Defeasance</td>
<td>28</td>
</tr>
<tr>
<td>SECTION 13. - Sale of Bonds</td>
<td>29</td>
</tr>
<tr>
<td>SECTION 14. - Undertaking to Provide Ongoing Disclosure</td>
<td>32</td>
</tr>
<tr>
<td>SECTION 15. - Interest Rate on Installments and Delinquent Payments</td>
<td>38</td>
</tr>
<tr>
<td>SECTION 16. - Lost, Stolen or Destroyed Bonds</td>
<td>38</td>
</tr>
<tr>
<td>SECTION 17. - Severability; Ratification</td>
<td>38</td>
</tr>
<tr>
<td>SECTION 18. - Effective Date of Ordinance</td>
<td>39</td>
</tr>
</tbody>
</table>

* This Table of Contents is provided for convenience only and is not a part of this ordinance.
AN ORDINANCE OF THE CITY OF KENT, WASHINGTON, ESTABLISHING CONSOLIDATED LOCAL IMPROVEMENT DISTRICT NO. 359 ET AL. BY CONSOLIDATING LOCAL IMPROVEMENT DISTRICTS NO. 359, 362, AND 363; AUTHORIZING THE ISSUANCE OF ITS CONSOLIDATED LOCAL IMPROVEMENT DISTRICT NO. 359 ET AL. BONDS IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $10,517,580; PROVIDING THE FORM AND TERMS OF THE BONDS; AND DELEGATING THE AUTHORITY TO APPROVE THE FINAL TERMS OF THE BONDS.

A. The City Council of the City of Kent, Washington (the “City”), previously created Local Improvement District No. 359 ("LID No. 359"), Local Improvement District No. 362 ("LID No. 362") and Local Improvement District No. 363 ("LID No. 363", and together with LID No. 359 and LID No. 362, the “LIDs”) for various purposes; and

B. RCW 35.45.160 authorizes the establishment of consolidated local improvement districts for the purpose of issuing bonds only and provides that if the governing body of any municipality orders the creation of such consolidated local improvement district, the money received from the installment payment of the principal of and interest on assessments levied within the original local improvement districts shall be deposited in a consolidated local improvement district bond redemption fund to be used to redeem outstanding consolidated local improvement district bonds; and

C. After due consideration it appears to the Council that it is in the best interest of the City that the City establish such a consolidated
local improvement district for the purpose of issuing bonds for the LIDs; and

D. The Council deems it in the best interest of the City to issue one or more series of such consolidated local improvement district bonds in the aggregate principal amount of not to exceed $10,517,580 (the “Bonds”) to finance and/or reimburse the City for the costs of certain improvements, to make a deposit into the Guaranty Fund, and to pay costs of issuance of the Bonds; and

E. The Council wishes to delegate authority to the Mayor (the “Designated Representative”), for a limited time, to approve the interest rates, maturity dates, redemption terms and principal maturities for the Bonds within the parameters set by this ordinance; and

F. The City expects to receive a proposal from Piper Jaffray & Co. and KeyBanc Capital Markets Inc. (together, the “Underwriters”) and now desires to issue and sell the Bonds to the Underwriters as set forth herein;

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF KENT, WASHINGTON DO ORDAIN as follows:

SECTION 1. - Definitions and Interpretation of Terms.

(a) Definitions. As used in this ordinance, the following words shall have the following meanings:
Assessments mean the assessments levied pursuant to the LID Ordinances and not prepaid either during the respective legal prepayment period without interest or otherwise prior to March 1, 2013 for each LID.

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

Bond Fund means the “City of Kent Consolidated Local Improvement District Bond Redemption Fund” authorized to be created pursuant to this ordinance.

Bond Purchase Contract means the contract for the purchase of the Bonds between the Underwriters and the City, executed pursuant to Section 13.

Bond Register means the registration books showing the name, address and tax identification number of each Registered Owner of the Bonds, maintained pursuant to Section 149(a) of the Code.

Bond Registrar means, initially, the fiscal agency of the State of Washington, for the purposes of registering and authenticating the Bonds, maintaining the Bond Register, effecting transfer of ownership of the Bonds and paying interest on and principal of the Bonds.

Bond Year means each one-year period that ends on the date selected by the City. The first and last Bond Years may be short periods.

If no date is selected by the City before the earlier of the final maturity date of any series of Tax-
Exempt Bonds or the date that is five years after the date of issuance of any series of Tax-Exempt Bonds, Bond Years end on each anniversary of the date of issue and on the final maturity date of such series of the Tax-Exempt Bonds.

**Bonds** mean the not to exceed $10,517,580 aggregate principal amount of City of Kent, Washington, Consolidated Local Improvement District No. 359 et al. Bonds, 2013, authorized to be issued in one or more series pursuant to this ordinance.

**City** means the City of Kent, Washington, a municipal corporation duly organized and existing under and by virtue of the Constitution and laws of the State of Washington.

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

**Commission** means the Securities and Exchange Commission.

**Council** or **City Council** means the legislative body of the City as duly and regularly constituted from time to time.

**Designated Representative** means the Mayor, or his or her designee.

**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 Bonds pursuant to Section 4.

**Finance Director** means the Finance Director of the City or the successor to such officer.
Government Obligations mean those obligations now or hereafter defined as such in chapter 39.53 RCW.

Guaranty Fund means the Local Improvement District Guaranty Fund of the City authorized and maintained pursuant to chapter 35.54 RCW and Section 3.40.500 of the Kent City Code.

Improvements Funds means the Local Improvements Fund established for each LID by the respective LID Ordinance.

Letter of Representations means the blanket issuer letter of representations from the City to DTC.

LID No. 359 means Local Improvement District No. 359 created pursuant to Ordinance No. 3808 of the City adopted on September 5, 2006.

LID No. 362 means Local Improvement District No. 362 created pursuant to Ordinance No. 3833 of the City adopted on April 17, 2007.

LID No. 363 means Local Improvement District No. 363 created pursuant to Ordinance No. 3896 of the City adopted on January 9, 2008.

LID Ordinances mean Ordinance No. 3808, Ordinance No. 3833 and Ordinance No. 3896, approved by the Council to create LID No. 359, LID No. 362 and LID No. 363, respectively.

LIDs mean LID No. 359, LID No. 362 and LID No. 363.

MSRB means the Municipal Securities Rulemaking Board or any successors to its functions.

Net Proceeds, when used with reference to any series of Tax-Exempt Bonds, means the principal amount of such Tax-Exempt Bonds,
plus accrued interest and original issue premium, if any, and less original issue discount, if any.

*Private Person* means any natural person engaged in a trade or business or any trust, estate, partnership, association, company or corporation.

*Private Person Use* means the use of property in a trade or business by a Private Person if such use is other than as a member of the general public. Private Person Use includes ownership of the property by the Private Person as well as other arrangements that transfer to the Private Person the actual or beneficial use of the property (such as a lease, management or incentive payment contract or other special arrangement) in such a manner as to set the Private Person apart from the general public. Use of property as a member of the general public includes attendance by the Private Person at municipal meetings or business rental of property to the Private Person on a short-term basis in accordance with regulations under the Code if the rental paid by such Private Person is the same as the rental paid by any Private Person who desires to rent the property. Use of property by nonprofit community groups or community recreational groups is not treated as Private Person Use if such use is incidental to the governmental uses of property, the property is made available for such use by all such community groups on an equal basis and such community groups are charged only a *de minimis* fee to cover custodial expenses.
Registered Owner means the person named as the registered owner of a Bond in the Bond Register. For so long as the Bonds are held in book-entry only form, DTC or its nominee shall be deemed to be the sole Registered Owner.

Rule means the Commission’s Rule 15c2-12 under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Tax-Exempt Bonds mean any Bonds determined to be issued on a tax-exempt basis under the Code pursuant to this ordinance.

Taxable Bonds mean any Bonds determined to be issued on a taxable basis pursuant to this ordinance.

Underwriters mean Piper Jaffray & Co. and KeyBanc Capital Markets Inc.

(b) Interpretation. In this ordinance, unless the context otherwise requires:

(1) The terms “hereby,” “hereof,” “hereto,” “herein,” “hereunder” and any similar terms, as used in this ordinance, refer to this ordinance 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 ordinance;

(2) 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;
(3) Words importing persons shall include firms, associations, partnerships (including limited partnerships), trusts, corporations and other legal entities, including public bodies, as well as natural persons;

(4) Any headings preceding the text of the several articles and sections of this ordinance, 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 ordinance, nor shall they affect its meaning, construction or effect; and

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

**SECTION 2.** Consolidation of Local Improvement Districts.
Subject to the provisions of Section 13 of this ordinance, for the purpose of issuing bonds only, those local improvement districts of the City established by the following ordinances, respectively, the 30 day period for making cash payment of assessments without interest in each local improvement district having expired in the case of the assessments for each local improvement district, are hereby consolidated into a consolidated local improvement district to be known and designated as Consolidated Local Improvement District No. 359 et al.:
<table>
<thead>
<tr>
<th>LID No.</th>
<th>LID Formation Ordinance No.</th>
<th>Date</th>
<th>Confirmed Assessment Roll Amount</th>
<th>Assessment Balance After 30-day Prepayment Period</th>
<th>Remaining Assessment Balance as of March 1, 2013</th>
</tr>
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<td>359</td>
<td>3808</td>
<td>9/5/2006</td>
<td>$1,307,177.40</td>
<td>$1,265,912.43</td>
<td>$978,543.80</td>
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<td>362</td>
<td>3833</td>
<td>4/17/2007</td>
<td>2,412,942.02</td>
<td>2,061,720.71</td>
<td>1,936,124.12</td>
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<td>363</td>
<td>3896</td>
<td>1/9/2008</td>
<td>9,150,627.14</td>
<td>7,602,912.08</td>
<td>7,602,912.08</td>
</tr>
</tbody>
</table>

**SECTION 3.** *Authorization of Bonds.* For the purpose of financing and/or reimbursing the City for the costs of certain improvements, making a deposit into the Guaranty Fund, and paying costs of issuance of the Bonds, the City shall issue and sell one or more series of its consolidated local improvement district bonds (the "Bonds") in the aggregate principal amount of not to exceed $10,517,580, such amount being the total amount on the assessment rolls of the LIDs remaining uncollected after the expiration of the respective 30-day interest-free prepayment periods for assessments on those assessment rolls and remaining outstanding as of March 1, 2013.

The Bonds shall be designated "City of Kent, Washington, Consolidated Local Improvement District No. 359 et al. Bonds, 2013" with additional series designation or other designation as set forth in the Bond Purchase Contract and approved by the Designated Representative.

The Bonds of a series shall be dated as of their date of initial delivery, shall bear interest from their dated date or from the most recent date to which interest has been paid, whichever is later, at the rates and payable on the days set forth in the Bond Purchase Contract to their
maturity or earlier redemption (each, an “Interest Payment Date”), shall
be subject to redemption prior to maturity at the prices, in the amounts
and in the manner, and shall be subject to such other terms and
provisions as established in the Bond Purchase Contract.

The Bonds of each series shall be fully registered as to both
principal and interest, shall be in the denomination of $5,000 each or any
integral multiple thereof (except that one certificate may be issued in a
different denomination if the principal amount of the Bonds of such series
then outstanding is not a multiple of $5,000), and shall be numbered
separately in such manner and with such additional designation as the
Bond Registrar may deem necessary for the purpose of identification and
control.

The Bonds are an obligation only of the Bond Fund and the
Guaranty Fund and are not general obligations of the City.

**SECTION 4. - Registration, Exchange and Payments.**

(a) **Bond Registrar/Bond Register.** The City hereby specifies and
adopts the system of registration approved by the Washington State
Finance Committee from time to time through the appointment the state
fiscal agency. The City shall cause a Bond Register to be maintained by
the Bond Registrar. So long as any Bonds remain outstanding, the Bond
Registrar shall make all necessary provisions to permit the exchange or
registration or transfer of Bonds at its principal corporate trust office. The
Bond Registrar may be removed at any time at the option of the Finance
Director upon prior notice to the Bond Registrar and a successor Bond
Registrar.
Registrar appointed by the Finance Director. No resignation or removal of the Bond Registrar shall be effective until a successor shall have been appointed and until the successor Bond Registrar shall have accepted the duties of the Bond Registrar hereunder. The Bond Registrar is authorized, on behalf of the City, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of such Bonds and this ordinance and to carry out all of the Bond Registrar’s powers and duties under this ordinance. The Bond Registrar shall be responsible for its representations contained in the Certificate of Authentication of the Bonds.

(b) Registered Ownership. The City and the Bond Registrar, each in its discretion, may deem and treat the Registered Owner of each Bond as the absolute owner thereof for all purposes (except as provided in Section 14 of this ordinance), and neither the City nor the Bond Registrar shall be affected by any notice to the contrary. Payment of any such Bond shall be made only as described in Section 4(h), but such Bond may be transferred as herein provided. All such payments made as described in Section 4(h) shall be valid and shall satisfy and discharge the liability of the City upon such Bond to the extent of the amount or amounts so paid.

(c) DTC Acceptance/Letters of Representations. The Bonds initially shall be held in fully immobilized form by DTC acting as depository. To induce DTC to accept the Bonds as eligible for deposit at DTC, the City has executed and delivered to DTC a Blanket Issuer Letter of Representations. Neither the City nor the Bond Registrar will have any responsibility or obligation to DTC participants or the persons for whom
they act as nominees (or any successor depository) with respect to the Bonds in respect of the accuracy of any records maintained by DTC (or any successor depository) or any DTC participant, the payment by DTC (or any successor depository) or any DTC participant of any amount in respect of the principal of or interest on Bonds, any notice which is permitted or required to be given to Registered Owners under this ordinance (except such notices as shall be required to be given by the City to the Bond Registrar or to DTC (or any successor depository)), or any consent given or other action taken by DTC (or any successor depository) as the Registered Owner. For so long as any Bonds are held in fully immobilized form by a depository, DTC or its successor depository shall be deemed to be the Registered Owner for all purposes hereunder, and all references herein to the Registered Owners shall mean DTC (or any successor depository) or its nominee and shall not mean the owners of any beneficial interest in such Bonds.

(d) Use of Depository.

(1) The Bonds shall be registered initially in the name of "Cede & Co.", as nominee of DTC, with one Bond for each estimated redemption date for a series. Registered ownership of such Bonds, or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (B) to any substitute depository appointed by the Finance Director pursuant to subsection (2) below or such substitute
depository’s successor; 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 Finance Director to discontinue the system of book entry transfers through DTC or its successor (or any substitute depository or its successor), the Finance Director may hereafter appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

(3) In the case of any transfer pursuant to clause (A) or (B) of subsection (1) above, the Bond Registrar shall, upon receipt of all outstanding Bonds of a series, together with a written request on behalf of the Finance Director, issue a single new Bond for each maturity of that series then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request of the Finance Director.

(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 Finance Director determines that it is in the best interest of the beneficial owners of the Bonds that such owners be able to obtain physical Bond certificates, the ownership of such Bonds may then be transferred to any person or entity as herein provided, and such Bonds shall no longer be held by a depository. The Finance Director shall deliver a written request
to the Bond Registrar, together with a supply of physical Bonds, to issue Bonds as herein provided in any authorized denomination. Upon receipt by the Bond Registrar of all then outstanding Bonds of a series together with a written request on behalf of the Finance Director to the Bond Registrar, new Bonds of such series shall be issued in the appropriate denominations and registered in the names of such persons as are requested in such written request.

(e) Registration of Transfer of Ownership or Exchange; Change in Denominations. The transfer of any Bond may be registered and Bonds may be exchanged, but no transfer of any such Bond shall be valid unless it is surrendered to the Bond Registrar with the assignment form appearing on such Bond duly executed by the Registered Owner or such Registered Owner’s duly authorized agent in a manner satisfactory to the Bond Registrar. Upon such surrender, the Bond Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee therefor, a new Bond (or Bonds at the option of the new Registered Owner) of the same date, series, maturity and interest rate and for the same aggregate principal amount in any authorized denomination, naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for such surrendered and cancelled Bond. Any Bond may be surrendered to the Bond Registrar and exchanged, without charge, for an equal aggregate principal amount of Bonds of the same date, series, maturity and interest rate, in any authorized
denomination. The Bond Registrar shall not be obligated to register the transfer or to exchange any Bond during the 15 days preceding any principal payment date any such Bond is to be redeemed.

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

(g) Registration Covenant. The City covenants that, until all Bonds have been surrendered and canceled, it will maintain a system for recording the ownership of each Bond that complies with the provisions of Section 149 of the Code.

(h) Place and Medium of Payment. Both principal of and interest on the Bonds shall be payable solely out of the Bond Fund and the Guaranty Fund, and shall be payable in lawful money of the United States of America. Interest on the Bonds shall be calculated on the basis of a year of 360 days and twelve 30-day months. For so long as all Bonds are held by a depository, payments of principal and interest thereon shall be made as provided in accordance with the operational arrangements of DTC referred to in the Letter of Representations. In the event that the Bonds are no longer held by a depository, interest on the Bonds shall be paid by check or draft mailed to the Registered Owners at the addresses for such Registered Owners appearing on the Bond Register on the fifteenth day of
the month preceding the interest payment date, or upon the written request of a Registered Owner of more than $1,000,000 of Bonds (received by the Bond Registrar at least 15 days prior to the applicable payment date), such payment shall be made by the Bond Registrar by wire transfer to the account within the United States designated by the Registered Owner. Principal of the Bonds shall be payable upon presentation and surrender of such Bonds by the Registered Owners at the principal office of the Bond Registrar.

If any Bond shall be duly presented for payment and funds have not been duly provided by the City on such applicable date, then interest shall continue to accrue thereafter on the unpaid principal thereof at the rate stated on such Bond until it is paid.

**SECTION 5. - Redemption Prior to Maturity and Purchase of Bonds.**

(a) The City reserves the right to redeem the Bonds prior to their stated maturity on any Interest Payment Date, in order of the estimated redemption schedule set forth in the Bond Purchase Contract, if any, and shall call Bonds for redemption whenever there shall be sufficient money in the Bond Fund to pay the Bonds so called over and above the amount required for the payment of the interest payable on that interest payment date on all unpaid Bonds.

(b) *Purchase of Bonds.* The City reserves the right to purchase any of the Bonds offered to it at any time at a price deemed reasonable by the Finance Director.
(c) **Selection of Bonds for Redemption.** With respect to a series of Bonds, if fewer than all of the outstanding Bonds estimated to be redeemed in a particular year on the estimated redemption schedule (an "annual group") are to be called for redemption, the selection of specific Bonds for redemption within that annual group shall be at random, and for as long as the Bonds are registered in the name of DTC or its nominee, the selection shall be made in accordance with the operational arrangements then in effect at DTC.

(d) **Notice of Redemption.**

(1) **Official Notice.** For so long as the Bonds are held in uncertificated form, notice of redemption (which notice may be conditional) shall be given in accordance with the operational arrangements of DTC as then in effect, and neither the City nor the Bond Registrar will provide any notice of redemption to any Beneficial Owners. Thereafter (if the Bonds are no longer held in uncertificated form), notice of redemption shall be given in the manner hereinafter provided. Unless waived by any owner of Bonds to be redeemed, official notice of any such redemption (which redemption may be conditioned by the Bond Registrar on the receipt of sufficient funds for redemption or otherwise) shall be given by the Bond Registrar on behalf of the City by mailing a copy of an official redemption notice by first class mail at least 20 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the
Bond Register or at such other address as is furnished in writing by such Registered Owner to the Bond Registrar.

On or prior to any redemption date (unless such notice is conditional), the City shall deposit with the Bond Registrar an amount of money sufficient to pay the redemption price of all the Bonds or portions of Bonds which are to be redeemed on that date.

(2) Effect of Notice; Bonds Due. If an unconditional notice of redemption has been given as aforesaid, or if the conditions to redemption have been satisfied or waived, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Bond Registrar at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. All Bonds which have been redeemed shall be canceled by the Bond Registrar and shall not be reissued.

If a conditional notice of redemption has been given and the conditions to redemption have not been satisfied or waived, notice of redemption given pursuant to this ordinance may be rescinded by written notice given by the Bond Registrar on behalf of the City as soon as practicable in the same manner, and to the same Registered Owners of the Bond or Bonds, as notice of such redemption was given pursuant to

-18-

*Consolidated Local Improvement District No. 359 et al. Bonds, 2013*
this Section 5(d). If notice of recession has been provided, the Bonds or portions of Bonds so to be redeemed, on the redemption date, shall not become due and payable and from and after such date such Bonds or portions of Bonds shall continue to bear interest at the rate or rates set forth therein until paid or until due provision is made for the payment of the same.

(3) **Additional Notice.** In addition to the foregoing notice, further notice shall be given by the City as set out below, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed. Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (A) the CUSIP numbers of all Bonds being redeemed; (B) the date of issue of the Bonds as originally issued; (C) the rate of interest borne by each Bond being redeemed; (D) the series and maturity date of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed. Each further notice of redemption may be sent at least 20 days before the redemption date to each party entitled to receive notice pursuant to Section 14 and with such additional information as the City shall deem appropriate, but such mailings shall not be a condition precedent to the redemption of such Bonds.

(4) **Amendment of Notice Provisions.** The foregoing notice provisions of this Section 5, 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 in order to maintain compliance with duly promulgated regulations and recommendations regarding notices of redemption of municipal securities.

**SECTION 6. - Form of Bonds.** The Bonds shall be in substantially the following form with appropriate or necessary insertions, depending upon the omissions and variations as permitted or required hereby:

**UNITED STATES OF AMERICA**

**STATE OF WASHINGTON**
**CITY OF KENT**
**CONSOLIDATED LOCAL IMPROVEMENT DISTRICT NO. 359 ET AL. BOND, 2013**

**INTEREST RATE:** %  **MATURITY DATE:**  **CUSIP NO.:**  
**ESTIMATED REDEMPTION DATE:**  
**REGISTERED OWNER:**  CEDE & CO.  
**PRINCIPAL AMOUNT:**  

RCW 35.45.070 provides, in part, as follows:

Neither the holder nor owner of any bond, interest coupon, or warrant issued against a local improvement fund shall have any claim therefor against the city or town by which it is issued, except for payment from the special assessments made for the improvement for which the bond or warrant was issued and except also for payment from the local improvement guaranty fund of the city or town as to bonds issued after the creation of a local improvement guaranty fund of the city or town. The city or town shall not be liable to the holder or owner of any bond, interest coupon, or warrant for any loss to the local improvement guaranty fund occurring in the lawful operation thereof.

The City of Kent, Washington (the “City”), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above from the City’s Consolidated Local Improvement District Bond Redemption Fund (the "Bond Fund") created by Ordinance
No. ____ (the "Bond Ordinance"), the Principal Amount indicated above and to pay interest thereon from __________ on ________, 2013, and on each __________ thereafter to maturity or earlier redemption (each, an "Interest Payment Date"). Both principal of and interest on this bond are payable in lawful money of the United States of America. The fiscal agency of the State of Washington has been appointed by the City as the authenticating agent, paying agent and registrar for the bonds of this issue (the "Bond Registrar"). For so long as the bonds of this issue are held in fully immobilized form, payments of principal and interest thereon shall be made as provided in accordance with the operational arrangements of The Depository Trust Company ("DTC") referred to in the Blanket Issuer Letter of Representations (the "Letter of Representations") from the City to DTC.

The bonds of this issue are issued under and in accordance with the provisions of the Constitution and applicable statutes of the State of Washington and the Bond Ordinance. Capitalized terms used in this bond have the meanings given such terms in the Bond Ordinance.

This bond is one of an authorized issue of bonds of like series, date, tenor, and date of maturity, except as to number, interest rate, estimated redemption date and amount in the aggregate principal amount of $_______ and is issued pursuant to the Bond Ordinance to provide a portion of the funds necessary (a) [to pay costs of improvements within Local Improvement District No. 359, Local Improvement District No. 362, and Local Improvement District No. 363 (together, the "LIDs")], (b) to fund the Guaranty Fund, and (b) to pay costs of issuance for the bonds of this issue. [Pursuant to the Bond Ordinance, the City consolidated the LIDs, for the purpose of issuing bonds only, into Consolidated Local Improvement District No. 359 et al.]

The bonds of this issue may be redeemed prior to, on or after their estimated redemption date on any Interest Payment Date if sufficient assessment payments are available in the Bond Fund over and above the amount necessary to pay interest currently due on all outstanding bonds of this issue.

This bond is not a general obligation of the City. This bond is payable solely from the Bond Fund and from the City’s Local Improvement Guaranty Fund. The City has irrevocably obligated and bound itself to pay into the Bond Fund all assessments levied within the LIDs and received after the respective legal prepayment period.

The City hereby covenants and agrees with the owner of this bond that it will keep and perform all the covenants of this bond and of the Bond Ordinance to be by it kept and performed. Reference is hereby made to the Bond Ordinance for the definitions of defined terms used herein. Reference to the Bond Ordinance and any and all modifications and
amendments thereto is made for a description of the nature and extent of
the security for this bond, the funds pledged, and the terms and conditions
upon which this bond is issued.

[The City has not designated this bond as a "qualified tax-exempt
obligation" for investment by financial institutions under Section 265(b)(3)
of the Code.]

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

It is hereby certified that all acts, conditions and things required by
the Constitution and statutes of the State of Washington to exist and to
have happened, been done and performed precedent to and in the
issuance of this bond exist and have happened, been done and performed
and that the issuance of this bond and the bonds of this issue does not
violate any constitutional, statutory or other limitation upon the amount of
bonded indebtedness that the City may incur.

IN WITNESS WHEREOF, the City of Kent, Washington has caused
this bond to be executed by the manual or facsimile signatures of the
Mayor and the City Clerk and the seal of the City imprinted, impressed or
otherwise reproduced hereon as of this ___ day of ____________, 2013.

[CITY OF KENT,
WASHINGTON]

By /s/ manual or facsimile

Mayor

ATTEST:

/s/ manual or facsimile

City Clerk

The Bond Registrar’s Certificate of Authentication on the Bonds shall
be in substantially the following form:

-22-

Consolidated Local Improvement District No. 359 et al. Bonds, 2013
CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within-mentioned Bond Ordinance and is one of the Consolidated Local Improvement District No. 359 et al. Bonds, 2013 of the City of Kent, Washington, dated __________, 2013.

WASHINGTON STATE FISCAL AGENCY, as Bond Registrar

By ________________

SECTION 7. - Execution of Bonds. The Bonds shall be executed on behalf of the City with the manual or facsimile signature of the Mayor and attested by the manual or facsimile signature of the City Clerk and the seal of the City shall be impressed, imprinted or otherwise reproduced thereon.

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

In case either of the officers who shall have executed the Bonds shall cease to be an officer or officers of the City before the Bonds so signed shall have been authenticated or delivered by the Bond Registrar, or issued by the City, such Bonds may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the City as though those who signed the same had continued to be such officers of the City. Any Bond may be signed
and attested on behalf of the City by such persons who at the date of the actual execution of such Bond, are the proper officers of the City, although at the original date of such Bond any such person shall not have been such officer of the City.

**SECTION 8. - Application of Bond Proceeds.** Proceeds of the Bonds and prepaid assessments shall be applied as follows:

(a) An amount equal to 10% of the principal amount of the Bonds shall be deposited into the Guaranty Fund; and

(b) The balance of the Bond proceeds, prepaid assessments and installments of assessments and interest received prior to March 1, 2013 shall be deposited into the Improvements Funds to finance and/or reimburse the City for costs of the improvements constructed in the respective LID, and to pay all expenses incidental thereto and to the issuance of the Bonds.

**SECTION 9. - Tax Covenants.** The City covenants that it will not take or permit to be taken on its behalf any action that would adversely affect the exemption from federal income taxation of the interest on the Tax-Exempt Bonds and will take or require to be taken such acts as may reasonably be within its ability and as may from time to time be required under applicable law to continue the exemption from federal income taxation of the interest on the Tax-Exempt Bonds.

(a) *Arbitrage Covenant.* Without limiting the generality of the foregoing, the City covenants that it will not take any action or fail to take any action with respect to the proceeds of sale of the Tax-Exempt Bonds.
or any other funds of the City which may be deemed to be proceeds of the Tax-Exempt Bonds pursuant to Section 148 of the Code and the regulations promulgated thereunder which, if such use had been reasonably expected on the dates of delivery of the Tax-Exempt Bonds to the initial purchasers thereof, would have caused the Tax-Exempt Bonds to be treated as "arbitrage bonds" within the meaning of such term as used in Section 148 of the Code. The City will comply with the requirements of Section 148 of the Code and the applicable regulations thereunder throughout the term of the Tax-Exempt Bonds.

(b) **Private Person Use Limitation for Tax-Exempt Bonds.** The City covenants that for as long as the Tax-Exempt Bonds are outstanding, it will not permit:

1. More than 10% of the Net Proceeds of the Tax-Exempt Bonds to be allocated to any Private Person Use; and
2. More than 10% of the principal or interest payments on the Tax-Exempt Bonds in a Bond Year to be directly or indirectly:
   A. secured by any interest in property used or to be used for any Private Person Use or secured by payments in respect of property used or to be used for any Private Person Use, or
   B. derived from payments (whether or not made to the City) in respect of property, or borrowed money, used or to be used for any Private Person Use.

The City further covenants that, if:

3. More than five percent of the Net Proceeds of the Tax-Exempt Bonds are allocable to any Private Person Use; and
(4) More than five percent of the principal or interest payments on the Tax-Exempt Bonds in a Bond Year are (under the terms of this ordinance or any underlying arrangement) directly or indirectly:

(A) secured by any interest in property used or to be used for any Private Person Use or secured by payments in respect of property used or to be used for any Private Person Use, or

(B) derived from payments (whether or not made to the City) in respect of property, or borrowed money, used or to be used for any Private Person Use, then, (i) any Private Person Use of the projects described in subsection (3) hereof or Private Person Use payments described in subsection (4) hereof that is in excess of the five percent limitations described in such subsections (3) or (4) will be for a Private Person Use that is related to the state or local governmental use of the projects funded by the proceeds of the Tax-Exempt Bonds, and (ii) any Private Person Use will not exceed the amount of Net Proceeds of the Tax-Exempt Bonds allocable to the state or local governmental use portion of the projects(s) to which the Private Person Use of such portion of the projects funded by the proceeds of the Tax-Exempt Bonds relate. The City further covenants that it will comply with any limitations on the use of the projects funded by the proceeds of the Tax-Exempt Bonds by other than state and local governmental users that are necessary, in the opinion of its bond counsel, to preserve the tax exemption of the interest on the Tax-Exempt Bonds.
(c) **Modification of Tax Covenants.** The covenants of this section are specified solely to assure the continued exemption from regular income taxation of the interest on the Tax-Exempt Bonds. To that end, the provisions of this section may be modified or eliminated without any requirement for formal amendment thereof upon receipt of an opinion of the City’s bond counsel that such modification or elimination will not adversely affect the tax exemption of interest on any Tax-Exempt Bonds.

(d) **Designation under Section 265(b).** The City may designate the Tax-Exempt Bonds as “qualified tax-exempt obligations” under Section 265(b)(3) of the Code in the federal tax certificate executed in connection with the delivery of such Bonds.

**SECTION 10.** - **Bond Fund.** There is created and established in the office of the Finance Director a special consolidated local improvement district fund to be known and designated as “City of Kent Consolidated Local Improvement District Bond Redemption Fund” (the “Bond Fund”). The Bond Fund shall be a trust fund and shall be drawn upon only for the payment of the principal of and interest on the Bonds. All money presently on hand representing collections pertaining to installments of Assessments and interest thereon in each of the LIDs shall be transferred to and deposited in the Bond Fund, and all collections pertaining to Assessments on the assessment rolls of those LIDs when hereafter received shall be deposited in the Bond Fund to redeem outstanding Bonds. The Bonds shall be obligations only of the Bond Fund and the Guaranty Fund and are not general obligations of the City.
The City hereby covenants and agrees to foreclose assessment liens on all delinquent Assessments at the earliest opportunity available under state law and ordinances of the City, to pursue those foreclosure actions diligently, and to deposit promptly into the Bond Fund or the Guaranty Fund, as applicable, the sale proceeds and all other payments received as a result of such foreclosure actions.

The City may invest funds in the Bond Fund in any legal investment and the investment earnings shall be retained therein and applied to the purposes of the Bond Fund.

**SECTION 11. - Pledge of Assessment Payments.** Assessments collected in the LIDs, together with interest and penalties, if any, are pledged to the payment of the Bonds which are payable solely out of the Bond Fund and the Guaranty Fund in the manner provided by law. The Bonds are not general obligations of the City.

**SECTION 12. - Defeasance.** In the event that the City, to effect the payment, retirement or redemption of any Bond, sets aside in the Bond Fund or in another special account, cash or noncallable Government Obligations, or any combination of cash and/or noncallable Government Obligations, in amounts and maturities which, together with the known earned income therefrom, are sufficient to redeem or pay and retire such Bond in accordance with its terms and to pay when due the interest and redemption premium, if any, thereon, and such cash and/or noncallable Government Obligations are irrevocably set aside and pledged for such purpose, then no further payments need be made into the Bond Fund for

*Consolidated Local Improvement District No. 359 et al. Bonds, 2013*
the payment of the principal of and interest on such Bond. The owner of a Bond so provided for shall cease to be entitled to any lien, benefit or security of this ordinance except the right to receive payment of principal, premium, if any, and interest from the Bond Fund or such special account, and such Bond shall be deemed to be not outstanding under this ordinance.

The City shall give written notice of defeasance to the owners of all Bonds so provided for within 30 days of the defeasance and to each party entitled to receive notice in accordance with Section 14.

SECTION 13. - Sale of Bonds.

(a) Bond Sale. The Bonds shall be sold at negotiated sale to the Underwriters pursuant to the terms of the Bond Purchase Contract. The Underwriters have advised the Council that market conditions are fluctuating and, as a result, the most favorable market conditions may occur on a day other than a regular meeting date of the Council. The Council has determined that it would be in the best interest of the City to delegate to the Designated Representative for a limited time the authority to approve the final interest rates, final maturity date, aggregate principal amount, redemption rights (including the estimated redemption schedule for the Bonds, if any), whether to issue the Bonds in one or more series, and whether to designate the Bonds (or the Bonds of a series) as Tax-Exempt Bonds or Taxable Bonds.

The Designated Representative is hereby authorized to determine whether the Bonds shall be issued in one or more series, to determine
whether the Bonds (or the Bonds of a series) shall be issued as Taxable Bonds or Tax-Exempt Bonds, and to approve the final interest rates, final maturity date, aggregate principal amount, and redemption rights (including the estimated redemption schedule, if any) for the Bonds in the manner provided hereafter so long as (i) the aggregate principal amount of the Bonds does not exceed $10,517,580, (ii) the final maturity date for the Bonds is no later than December 1, 2030, (iii) the Bonds are sold (in the aggregate) at a price not less than 98% and not greater than 120%, (iv) the true interest cost for the Bonds (in the aggregate) does not exceed 6.00%; and (v) the Bonds conform to all other terms of this ordinance.

Notwithstanding anything in this ordinance to the contrary, the Council hereby delegates to the Designated Representative the authority to remove LID No. 359, LID No. 362 and/or LID No. 363 from Consolidated Local Improvement District No. 359 et al. in the event that it is not in the best interest of the City to finance and/or refinance improvements within such LID with proceeds of the Bonds. In the event that LID No. 359, LID No. 362 and/or LID No. 363 is removed from Consolidated Local Improvement District No. 359 et al., Assessments received in such LID shall not be deposited into the Bond Fund and shall not be pledged to the payment of the Bonds, a corresponding deposit to the Guaranty Fund shall not be required by this ordinance, and such LID shall not be subject to the terms of this ordinance. The Designated Representative is further hereby authorized to take action as necessary to
accommodate such removal (including, but not limited to, renaming the Bonds and the final consolidated local improvement district).

In determining whether the Bonds shall be issued in one or more series and final interest rates, final maturity date, aggregate principal amount, and redemption rights (including the estimated redemption schedule, if any), the Designated Representative shall take into account those factors that, in his or her judgment, will result in the lowest true interest cost on the Bonds to their maturity or date of prior redemption, including, but not limited to current financial market conditions and current interest rates for obligations comparable in tenor and quality to the Bonds. Subject to the terms and conditions set forth in this section, the Designated Representative is hereby authorized to execute the Bond Purchase Contract.

Following the execution of the Bond Purchase Contract, the Finance Director shall provide a report to the Council describing the final terms of the Bonds approved pursuant to the authority delegated in this section. The authority granted to the Designated Representative by this Section 13 shall expire 120 days after the effective date of this ordinance. If a Bond Purchase Contract for the Bonds has not been executed within 120 days after the effective date of this ordinance, the authorization for the issuance of the Bonds shall be rescinded, and the Bonds shall not be issued nor their sale approved unless such Bonds shall have been re-authorized by ordinance of the Council. The ordinance re-authorizing the issuance and sale of such Bonds may be in the form of a new ordinance repealing this
ordinance in whole or in part or may be in the form of an amendatory ordinance approving a bond purchase contract or establishing terms and conditions for the authority delegated under this Section 13.

(b) **Delivery of Bonds; Documentation.** Upon the passage and approval of this ordinance, the proper officials of the City, including the Finance Director and Mayor, are authorized and directed to undertake all action necessary for the prompt execution and delivery of the Bonds to the Underwriters and further to execute all closing certificates and documents required to effect the closing and delivery of the Bonds in accordance with the terms of this ordinance and the Bond Purchase Contract.

(c) **Preliminary and Final Official Statements.** The Finance Director is hereby authorized to ratify and to deem final the preliminary Official Statement relating to the Bonds for the purposes of the Rule. The Finance Director is further authorized to ratify and to approve for purposes of the Rule, on behalf of the City, the final Official Statement relating to the issuance and sale of the Bonds and the distribution of the final Official Statement pursuant thereto with such changes, if any, as necessary. The use and public distribution of the Official Statement by the Underwriters in connection with the reoffering of the Bonds is hereby authorized.

**SECTION 14. - Undertaking to Provide Ongoing Disclosure.**

(a) **Contract/Undertaking.** This section constitutes the City’s written undertaking for the benefit of the owners, including Beneficial Owners, of the Bonds as required by Section (b)(5) of the Rule.
(b) **Financial Statements/Operating Data.** The City agrees to provide or cause to be provided to the Municipal Securities Rulemaking Board ("MSRB"), the following annual financial information and operating data for the prior fiscal year (commencing in 2013 for the fiscal year ended December 31, 2012):

1. Annual financial statements, which statements may or may not be audited, showing ending fund balances prepared in accordance with the Budgeting Accounting and Reporting System prescribed by the Washington State Auditor pursuant to RCW 43.09.200 (or any successor statute);

2. A statement of the outstanding balance of obligations secured by the Guaranty Fund at fiscal year-end;

3. The balance of cash and investments (based on market value) in the Guaranty Fund at fiscal year-end;

4. A statement of the amount of Assessment installments that the City billed in that fiscal year, and the amount collected; and

5. A statement of the total amount of unpaid Assessments in the Consolidated LID, the total amount of Assessments delinquent in the Consolidated LID at fiscal year-end, and the number of foreclosures in the Consolidated LID.

Items 2-5 shall be required only to the extent that such information is not included in the Annual Financial Statements.

The information and data described above shall be provided on or before nine months after the end of the City’s fiscal year. The City's
The current fiscal year ends December 31. The City may adjust such fiscal year by providing written notice of the change of fiscal year to the MSRB. In lieu of providing such annual financial information and operating data, the City may cross-reference to other documents available to the public on the MSRB’s internet website or filed with the Commission.

If not provided as part of the annual financial information discussed above, the City shall provide to the MSRB the City’s audited annual financial statements prepared in accordance with the Budgeting Accounting and Reporting System prescribed by the Washington State Auditor pursuant to RCW 43.09.200 (or any successor statute) when and if available.

(c) Listed Events. The City agrees to provide or cause to be provided to the MSRB, in a timely manner not in excess of ten business days after the occurrence of the event, notice of the occurrence of any of the following events with respect to the Bonds:

- Principal and interest payment delinquencies;
- Non-payment related defaults, if material;
- Unscheduled draws on debt service reserves reflecting financial difficulties;
- Unscheduled draws on credit enhancements reflecting financial difficulties;
- Substitution of credit or liquidity providers, or their failure to perform;
• Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

• Modifications to the rights of Bondholders, if material;

• Bond calls, if material, and tender offers;

• Defeasances;

• Release, substitution, or sale of property securing repayment of the Bonds, if material;

• Rating changes;

• Bankruptcy, insolvency, receivership or similar event of the City;

• The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

• Appointment of a successor or additional trustee or the change of name of a trustee, if material.
The City shall promptly determine whether the events described above are material.

Solely for purposes of disclosure, and not intending to modify this undertaking, the City advises that no debt service reserves or property secures payment of the Bonds.

(d) **Format for Filings with the MSRB.** All notices, financial information and operating data required by this undertaking to be provided to the MSRB must be in an electronic format as prescribed by the MSRB. All documents provided to the MSRB pursuant to this undertaking must be accompanied by identifying information as prescribed by the MSRB.

(e) **Notification Upon Failure to Provide Financial Data.** The City agrees to provide or cause to be provided, in a timely manner, to the MSRB notice of its failure to provide the annual financial information described in Subsection (b) above on or prior to the date set forth in Subsection (b) above.

(f) **Termination/Modification.** The City’s obligations to provide annual financial information and notices of certain listed events shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. Any provision of this section shall be null and void if the City (1) obtains an opinion of nationally recognized bond counsel to the effect that the portion of the Rule that requires that provision is invalid, has been repealed retroactively or otherwise does not apply to the Bonds and (2) notifies the MSRB of such opinion and the cancellation of this section.
The City may amend this section with an opinion of nationally recognized bond counsel in accordance with the Rule. In the event of any amendment of this section, the City shall describe such amendment in the next annual report, and shall include a narrative explanation of the reason for the amendment and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the City. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (A) notice of such change shall be given in the same manner as for a listed event under Subsection (c), and (B) the annual report for the year in which the change is made shall present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

(g) **Bond Owner’s Remedies Under This Section.** The right of any bondowner or Beneficial Owner of Bonds to enforce the provisions of this section shall be limited to a right to obtain specific enforcement of the City’s obligations under this section, and any failure by the City to comply with the provisions of this undertaking shall not be an event of default with respect to the Bonds.

(h) **No Default.** Except as otherwise disclosed in the City’s official statement relating to the Bonds, the City is not and has not been in default.
in the performance of its obligations of any prior undertaking for ongoing disclosure with respect to its obligations.

**SECTION 15.** - **Interest Rate on Installments and Delinquent Payments.** The interest rate on the installments and delinquent payments of Assessments in each LID may be established by the Designated Representative at a rate per annum not to exceed the true interest cost for the Bonds within each LID plus 0.50 percent.

**SECTION 16.** - **Lost, Stolen or Destroyed Bonds.** In case any Bond or Bonds shall be lost, stolen or destroyed, the Bond Registrar may execute and deliver a new Bond or Bonds of like date, number and tenor to the Registered Owner thereof upon the Registered Owner’s paying the expenses and charges of the City and the Bond Registrar in connection therewith and upon his/her filing with the City evidence satisfactory to the City that such Bond was actually lost, stolen or destroyed and of his/her ownership thereof, and upon furnishing the City and/or the Bond Registrar with indemnity satisfactory to the City and the Bond Registrar.

**SECTION 17.** - **Severability: Ratification.** If any one or more of the covenants or agreements provided in this ordinance to be performed on the part of the City 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 of this ordinance and shall in no way affect the validity of the other provisions of this ordinance or of the Bonds. All acts taken pursuant to the authority
granted in this ordinance but prior to its effective date are hereby ratified and confirmed.

SECTION 18. - Effective Date of Ordinance. This ordinance shall take effect and be in force five days after its passage, approval, and publication as provided by law.

Adopted by the City Council of the City of Kent, Washington, at a regular meeting thereof held this 2nd of April, 2013.

By Suzette Cooke, Mayor

ATTEST
Ronald F. Moore, City Clerk

APPROVED AS TO FORM:
PACIFICA LAW GROUP LLP

Bond Counsel

PASSED: 2nd of April, 2013
APPROVED: 2nd of April, 2013
PUBLISHED: 5th of April, 2013
CERTIFICATION

I, the undersigned, City Clerk of the City of Kent, Washington (the "City"), hereby certify as follows:

1. The attached copy of Ordinance No. 4077 (the "Ordinance") is a full, true and correct copy of an ordinance duly passed at a regular meeting of the City Council of the City held at the regular time and meeting place thereof on April 2, 2013, as that ordinance appears on the minute book of the City; and the Ordinance will be in full force and effect after its passage; and

2. A quorum of the members of the City Council was present throughout the meeting and a majority of those members present voted in the proper manner for the passage of the Ordinance.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of April, 2013.

CITY OF KENT, WASHINGTON

Ronald F. Moore, City Clerk
STATE OF WASHINGTON, COUNTY OF KING }  
AFFIDAVIT OF PUBLICATION

PUBLIC NOTICE  
Linda M Mills, being first duly sworn on oath that she is the Legal Advertising Representative of the

Kent Reporter  
a weekly newspaper, which newspaper is a legal newspaper of general circulation and is now and has been for more than six months prior to the date of publication hereinafter referred to, published in the English language continuously as a weekly newspaper in King County, Washington. The Kent Reporter has been approved as a Legal Newspaper by order of the Superior Court of the State of Washington for King County. 
The notice in the exact form annexed was published in regular issues of the Kent Reporter (and not in supplement form) which was regularly distributed to its subscribers during the below stated period. 
The annexed notice, a:

Public Notice

was published on April 5, 2013.

The full amount of the fee charged for said foregoing publication is the sum of $89.09.

Linda M. Mills  
Legal Advertising Representative, Kent Reporter  
Subscribed and sworn to me this 5th day of April, 2013.

Kathleen C. Sherman, Notary Public for the State of Washington, 
Residing in Buckley, Washington