

ORDINANCE NO. 4185

AN ORDINANCE of the City Council of the City of Bellevue, Washington, providing for the issuance and sale of limited tax levy general obligation bonds of the City in the principal sum of \$6,000,000 for the purpose of providing funds to acquire property and make capital improvements in furtherance of its capital improvement plan; providing the date, form, terms and maturities of said bonds; providing for the disposition of the proceeds of sale of such bonds; providing for the annual levy of taxes to pay the principal of and interest on said bonds; and providing for the public sale thereof.

WHEREAS, the City Council (the "Council") of the City of Bellevue, Washington (the "City"), deems it necessary and in the best interest of the City and its citizens that the City acquire certain property and make capital improvements in furtherance of its Capital Improvement Plan approved on June 25, 1990 (the "Project"); and

WHEREAS, in order to provide the funds required for the Project, the City now desires to authorize the issuance of limited tax levy general obligation bonds of the City in the principal amount of \$6,000,000.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF BELLEVUE, WASHINGTON AS FOLLOWS:

Section 1. Definitions. As used in this ordinance, the following words shall have the following meanings, unless a different meaning clearly appears from the context:

(a) "Bond Fund" means the "City of Bellevue Limited Tax Levy General Obligation Bond Redemption Fund, 1990" created by Section 7 of this ordinance.

(b) "Bond Register" means the books or records main-

tained by the Bond Registrar for the registration and transfer of the Bonds containing the name and mailing address of the owner of the Bonds or nominee of such owner and such other information as the Bond Registrar shall determine.

(c) "Bond Registrar" means the fiscal agency of the State of Washington in either Seattle, Washington or New York, New York for the purpose of registering and authenticating the Bonds, maintaining the Bond Register, effecting transfer of ownership of the Bonds and paying principal of and interest on the Bonds, and any subsequent Bond Registrar designated by the City.

(d) "Bond Year" means each one year period that ends at the close of business on November 30.

(e) "Bonds" means the \$6,000,000 principal amount of the City of Bellevue, Washington, Limited Tax Levy General Obligation Bonds, 1990, issued pursuant to and for the purposes provided in this ordinance.

(f) "City" means the City of Bellevue, Washington, a municipal corporation duly organized and existing under and by virtue of the Constitution and laws of the State of Washington.

(g) "Computation Date" means the Installment Computation Date or the Final Computation Date.

(h) "Council" means the general legislative authority of the City as the same shall be duly and regularly constituted from time to time.

(i) "CIP Cashflow Fund" means the fund of that name established pursuant to Section 14 of this ordinance.

(j) "Final Computation Date" means the date that the

last Bond is discharged. A Bond is discharged on the date that all amounts due under the terms of the Bond are actually and unconditionally due if cash is available at the place of payment and no interest accrues with respect to the Bond after such date.

(k) "Installment Computation Date" means the last year of the fifth Bond Year and of each succeeding fifth Bond Year.

(l) "Nonpurpose Payments" means, in general, any payment with respect to an investment allocated to the Bonds. The following types of payments are specifically included:

(a) Direct Payments. The amount of gross proceeds of the Bond directly used to purchase the investment. Direct payments do not include brokerage commissions, administrative expenses or similar expenses.

(b) Constructive Payments. The fair market value (as of the date of allocation to the Bonds) of any investment that was not directly purchased with gross proceeds of the Bonds, but which is allocated to the Bonds.

(c) Payments of Rebatable Arbitrage. Any payment of Rebatable Arbitrage if such payment is made no later than the due date for such payment.

(m) "Nonpurpose Receipts" means, in general, any receipt with respect to an investment allocated to the Bonds. The following types of receipts are specifically included:

(a) Actual Receipts. Any amount actually or constructively received with respect to an investment. Actual receipts may not be reduced by selling commissions, administrative expenses or similar expenses.

(b) Disposition Receipts. An amount determined by treating an investment that ceases to be allocated to the Bonds (other than by reason of a sale or retirement) as if sold for fair market value on the date that the investment ceases to be allocated to the Bonds.

(c) Installment Date Receipts. The fair market value (or, for fixed rate investments, present value) of all investments allocated to the Bonds at the close of

business on any Computation Date.

(d) **Imputed Receipts.** Any receipts that are required to be imputed and taken into account pursuant to Section 1.148-5T of the Temporary Income Tax Regulations or any successor Temporary or Final Income Tax Regulations.

(n) **"Project"** means the capital improvements described in Exhibit A hereto.

(o) **"Rebate Computation Certificate"** means the certificate executed by the Treasurer setting forth the methodology for computation of Rebateable Arbitrage.

(p) **"Treasurer"** means the Treasurer of the City or any successor to the functions of such Treasurer.

Section 2. Findings and Authorization of Improvements. It is hereby found and declared that the public interest, welfare and benefit of the inhabitants of the City require that the City acquire property and make capital improvements as described in Exhibit A hereto and previously authorized as part of the Capital Improvement Plan of the City. The order in which portions of the Project are acquired and developed shall be determined in accordance with procedures established by the Council. If any part or all of the Project has been accomplished, its cost duly provided for, or found to be impractical, the City may apply the proceeds of the Bonds to other capital purposes of the City.

The cost of all necessary architectural, engineering, and other consulting services, inspection and testing, administrative and relocation expenses, on and off-site utilities, and other costs incurred in connection with the acquisition of such property or the making of capital improvements shall be deemed a part of the costs

of such acquisition and improvements.

Section 3. Authorization of Bonds. The City hereby authorizes the issuance and sale of the Bonds in the total principal amount of \$6,000,000 to provide part of the money to pay the cost of the Project described in Section 2 hereof, and costs incidental thereto and to the issuance of the Bonds. The Bonds shall be a limited tax general obligation of the City; shall be designated "City of Bellevue, Washington, Limited Tax Levy General Obligation Bonds, 1990"; shall be dated December 1, 1990; shall be issued in fully registered form in denominations of \$5,000 or integral multiples thereof; shall be numbered in such manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification and control; shall bear interest payable on June 1, 1991 and semi-annually thereafter on each June 1 and December 1, and shall mature on December 1 in the following amounts in the following years:

<u>Year</u>	<u>Amount</u>
1995	\$2,905,000
1996	\$3,095,000

Interest on the Bonds shall be paid at the rate established by resolution of the Council upon sale of the Bonds pursuant to Section 15 hereof.

Section 4. Registration, Payment and Transfer. The City hereby designates the fiscal agent for the State of Washington as authenticating, transfer, and paying agent and registrar for the Bonds (collectively, the "Bond Registrar"). The Bond Registrar shall keep, or cause to be kept, at its principal office,

sufficient records for the registration and transfer of the Bonds. The Bond Registrar is authorized to authenticate and deliver Bonds transferred 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 on the Bonds.

Upon surrender thereof to the Bond Registrar, the Bonds are interchangeable for Bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. Bonds may be transferred only if endorsed in the manner provided thereon and surrendered to the Bond Registrar. Such exchange or transfer shall be without cost to the owner or transferee.

Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America. Principal installments and interest on the Bonds shall be paid by check or draft of the Bond Registrar mailed (on the date such interest or principal is due) to the registered owner or nominee at the address appearing on the Bond Register on the fifteenth day of the month preceding each principal installment and interest payment date. The last principal installment of the Bonds shall be payable upon presentation and surrender of the Bonds to the Bond Registrar by the registered owner or nominee at the principal office of the Bond Registrar.

The Bonds may be transferred only on the Bond Register maintained by the Bond Registrar for that purpose upon the surrender

thereof by the registered owner or nominee or his/her duly authorized agent and only if endorsed in the manner provided thereon, and thereupon new fully registered Bonds of like principal amount, maturity and interest rate shall be issued to the transferee in exchange therefor. Such transfer shall be without cost to the registered owner or transferee.

The City may deem the person in whose name the Bonds are registered to be the absolute owner thereof for the purpose of receiving payment of the principal of and interest on such Bonds and for any and all other purposes whatsoever.

Section 5. Redemption. The Bonds scheduled to mature on December 1, 1996 are subject to redemption in advance of their scheduled maturities on December 1, 1995 and June 1, 1996 at a price of par plus accrued interest to the date of redemption. If less than all of the Bonds are called for redemption, the Bonds to be redeemed shall be chosen by lot by the Bond Registrar.

Portions of the principal amount of any Bond, in installments of \$5,000 or any integral multiple of \$5,000, may be redeemed in accordance with this section. If less than all of the principal amount of any Bond is redeemed, upon surrender of such 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 new Bond or Bonds, at the option of the registered owner, of like maturity and interest rate in any of the denominations authorized by this ordinance.

Section 6. Notice of Redemption; Effect of Redemption. Unless waived by the registered owner of Bonds to be redeemed or

the nominee thereof, official notice of any such redemption shall be given by the Bond Registrar on behalf of the City by mailing a copy of an official redemption notice by registered or certified mail at least 30 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.

All official notices of redemption shall be dated and shall state:

- (a) the redemption date;
- (b) the redemption price;
- (c) if less than all outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed;
- (d) that on the redemption date the redemption price will become due and payable upon each Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date; and
- (e) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal office of the Bond Registrar.

Prior to any redemption date, the City shall deposit with the Bond Registrar an amount of money sufficient to pay the redemption price of all the Bonds or a portion of Bonds which are to be redeemed on that date.

Official notice of redemption having been given as aforesaid, 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 (unless the City shall default in the payment of the redemption price) 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. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal. All Bonds which have been redeemed shall be cancelled and destroyed by the Bond Registrar and shall not be reissued.

In addition to the foregoing notice, further notice shall be given by the Bond Registrar 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.

(1) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus: (i) the CUSIP numbers of all Bonds being redeemed; (ii) the date of issue of the Bond as originally issued; (iii) the rate of interest borne by each Bond being redeemed; (iv) the maturity date of each Bond being redeemed; and (v) any other descriptive information needed to

identify accurately the Bonds being redeemed.

(2) Each further notice of redemption shall be sent at least 35 days before the redemption date by registered or certified mail or overnight delivery service to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds (such depositories now being Depository Trust Company of New York, New York, Midwest Securities Trust Company of Chicago, Illinois, and Philadelphia Depository Trust Company of Philadelphia, Pennsylvania).

(3) Upon the payment of the redemption price of 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 Bonds being redeemed with the proceeds of such check or other transfer.

Section 7. Creation of Bond Fund and Provision for Tax Levy Payments. A special fund of the City known as the "City of Bellevue Limited Tax Levy General Obligation Bond Redemption Fund, 1990" (the "Bond Fund") is hereby authorized and directed to be created in the office of the Treasurer. The Bond Fund shall be drawn upon for the sole purpose of paying the principal of and interest on the Bonds.

The City hereby irrevocably covenants and agrees for as long as the Bonds are outstanding and unpaid, that each year it will include in its budget and levy an ad valorem tax, within and as a part of the tax millage levy permitted to cities without a vote of the people, upon all the property within the City subject to

taxation in an amount that will be sufficient, together with all other revenues and money of the City that may legally be used and which the City may apply for such purposes, to pay the principal of and interest on the Bonds as the same shall become due. All of such taxes and any of such other money so collected shall be paid into the Bond Fund. None of the money in the Bond Fund shall be used for any other purpose than the payment of the principal of and interest on the Bonds. Money in the Bond Fund not needed to pay the interest or principal next coming due may temporarily be deposited in such institutions or invested in such obligations as may be lawful for the investment of City money. Any interest or profit from the investment of such money shall be deposited in the Bond Fund.

The City hereby irrevocably pledges that a sufficient portion of each annual levy to be levied and collected by the City prior to the full payment of the principal of and interest on the Bonds will be and is hereby irrevocably set aside, pledged and appropriated for the payment of the principal of and interest on the Bonds. The full faith, credit and resources of the City are hereby irrevocably pledged for the annual levy and collection of said taxes and for the prompt payment of the principal of and interest on the Bonds as the same shall become due.

Section 8. Defeasance. In the event that money and/or "Government Obligations," as such Obligations are now or may hereafter be defined in Ch. 39.53 RCW, maturing at such time or times and bearing interest to be earned thereon in amounts sufficient to redeem and retire the Bonds or a portion of the Bonds in accordance

with their terms, are set aside in a special account to effect such redemption or retirement and such money and the principal of and interest on such Obligations are irrevocably set aside and pledged for such purpose, then no further payments need be made into the Bond Fund for the payment of the principal of and interest on the Bonds so provided for, and such Bonds shall cease to be entitled to any lien, benefit or security of this ordinance except the right to receive the funds so set aside and pledged, and such Bonds shall be deemed not to be outstanding hereunder.

Section 9. Tax Covenant. The City hereby covenants and agrees with the owner of the Bonds for as long as it remains outstanding that the City will not make use of the proceeds of sale of the Bonds or any other funds or obligations of the City that may be deemed to be proceeds of the Bonds pursuant to Section 148 of the Internal Revenue Code of 1986, as amended, and the applicable regulations thereunder which, if such use had reasonably been expected on the date of delivery of the Bonds to the initial purchaser thereof, would have caused the Bonds to be "arbitrage Bonds" within the meaning of said section and said regulations. The City will comply with the continuing requirements of Section 148 of the Internal Revenue Code of 1986, as amended, (or any successor provision thereof applicable to the Bonds) and the applicable regulations thereunder throughout the term of the Bonds.

The City hereby covenants that throughout the term of the Bonds it will not take any action or enter into any agreement that will cause the proceeds of the sale of the Bonds to be used in a manner that would cause any Bond to be classified as a "private

activities bond" within the meaning of Section 141 of the Code and the applicable regulations thereunder. Specifically, unless the City has received an opinion of nationally recognized bond counsel approving a specific action or agreement, the City will not permit entities other than governmental units to use in the aggregate more than 10 percent of the Project on a basis other than as a member of the general public unless payments made by such users with respect to such uses do not exceed in the aggregate 10 percent of the principal and interest payments on the Bonds in each Bond Year and over the term of the Bonds.

Section 10. Arbitrage Rebate.

(a) General Rule. The City will pay to the United States of America in accordance with the provisions of this section (i) at least 90 percent of the Rebatable Arbitrage with respect to the Bonds as of each Installment Computation Date, (ii) 100 percent of the Rebatable Arbitrage with respect to the Bonds as of the Final Computation Date and (iii) any income attributable to such Rebatable Arbitrage.

(b) Computation of Rebatable Arbitrage. The Rebatable Arbitrage with respect to the Bonds computed in accordance with the Rebate Computation Certificate and, as of each Computation Date, will be the excess of:

(i) The future value of all Nonpurpose Receipts with respect to the Bonds; over

(ii) The future value of all Nonpurpose Payments with respect to the Bonds.

The future value will be computed as of each Computation Date.

(c) Payment Procedure.

(i) The payment of Rebatable Arbitrage due as of each Installment Computation Date will be paid no later than the date that is 60 days after the Installment Computation Date.

(ii) The payment of Rebatable Arbitrage due as of the Final Computation Date will be paid no later than the latest of (a) the date that is 60 days after the Final Computation Date, (b) the date that is 8 months after the date of issuance of the Bonds, or (c) the date 60 days after the earlier of the date that the City no longer expects to spend gross proceeds of the Bonds within 6 months of the date of issuance of the Bonds or 12 months after the date of issuance of the Bonds.

(iii) Each payment of Rebatable Arbitrage will be made to the Internal Revenue Service Center, Philadelphia, Pennsylvania 19255 and will be accompanied by IRS Form 8038-T.

(d) Other Methodology. Notwithstanding this Section 10, payments of Rebatable Arbitrage will be made in accordance with instructions provided by Preston Thorgrimson Shidler Gates & Ellis if necessary to maintain the Federal income tax exemption for interest payments made on the Bonds.

Section 11. Lost or Destroyed Bonds. In case the Bonds shall be lost, stolen or destroyed, the Bond Registrar may execute and deliver new Bonds of like amount, date, and tenor to the registered owner thereof upon the owner's paying the expenses and charges of the City and the Bond Registrar in connection therewith and upon his/her filing with the Bond Registrar evidence satisfactory to the Bond Registrar that such Bonds were actually lost, stolen or destroyed and of his/her ownership thereof, and upon furnishing the City with indemnity satisfactory to the Treasurer.

Section 12. Form of the Bonds. The Bonds shall be in substantially the following form:

UNITED STATES OF AMERICA

NO. _____ \$ _____

STATE OF WASHINGTON

CITY OF BELLEVUE

LIMITED TAX LEVY GENERAL OBLIGATION BOND, 1990

INTEREST RATE: MATURITY DATE: CUSIP NO.:

SEE REVERSE SIDE FOR
CERTAIN ADDITIONAL PROVISIONS

REGISTERED OWNER:
PRINCIPAL AMOUNT:

The City of Bellevue, Washington, a municipal corporation of the State of Washington (the "City") hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner hereof or registered assigns, the principal amount indicated above together with interest thereon from December 1, 1990 at the Interest Rate specified above, payable June 1, 1991 and semi--annually thereafter on each June 1 and December 1 of each year until such principal amount has been paid, or such payment has been duly provided for.

Both principal of and interest on the Bonds are payable in lawful money of the United States of America to the registered

owner hereof at the address appearing on the Bond Register. Interest shall be paid by mailing a check or draft (on the date such interest is due) to the Registered Owner or assigns at the address shown on the Bond Register as of the 15th day of the month prior to the interest payment date. Principal shall be paid to the Registered Owner or assigns upon presentation and surrender of this Bond at the principal office of the fiscal agencies of the State of Washington in either Seattle, Washington or New York, New York (collectively the "Bond Registrar").

Reference is hereby made to additional provisions of this Bond set forth on the reverse side hereof and such additional provisions shall for all purposes have the same effect as if set forth in this space.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under Ordinance No. 4185 of the City (the "Bond Ordinance") until the Certificate of Authentication hereon shall have been manually signed by the Bond Registrar.

These Bonds are issued pursuant to the Constitution and laws of the State of Washington, and duly adopted ordinances and resolutions of the City, for the purpose of providing funds to acquire property in furtherance of its capital improvement plan.

The City has obligated and bound itself to make annual levies of ad valorem taxes upon all the taxable property within the City within and as a part of the tax millage levy permitted to cities without a vote of the people in amounts sufficient, with such other moneys of the City available for such purposes as the Council, may, from time to time, appropriate and set aside, to pay the principal installments of the Bonds and interest thereon as the same shall become due. The full faith, credit and resources of the City are hereby irrevocably pledged for the levy of such taxes and the prompt payment of such principal and interest.

It is hereby certified and declared that all acts, conditions and things required to be done precedent to and in the issuance of this Bonds have happened, been done and performed and that the total indebtedness of the City including this Bonds, does not exceed any constitutional, statutory or charter limitation.

IN WITNESS WHEREOF, the City of Bellevue, Washington, has caused this Bonds to be signed by the facsimile or manual signature of its Mayor, to be attested by the facsimile or manual signature of its Clerk, and the official seal of the City to be impressed or imprinted hereon, this 1st day of December, 1990.

CITY OF BELLEVUE, WASHINGTON

By /s/ facsimile or manual signature
Mayor

ATTEST:

/s/ facsimile or manual signature
Clerk

The Certificate of Authentication for the Bonds shall be in substantially the following form and shall appear on the front of each Bond:

CERTIFICATE OF AUTHENTICATION

Date of Authentication: _____

These Bonds are described in the within-referenced Ordinance No. _____ of the City of Bellevue, Washington, and are the Limited Tax Levy General Obligation Bonds, 1990, dated December 1, 1990, of such City.

As Bond Registrar

By _____
Authorized Officer

ADDITIONAL BOND PROVISIONS

This bond is one of an issue of limited tax levy general obligation bonds of the City of like date and tenor, except as to number, interest rate and date of maturity, in the aggregate principal amount of \$6,000,000 issued pursuant to Ordinance No. 4185 of the City, passed November 13, 1990 (the "Bond Ordinance"), to provide financing for the acquisition of property and the construction of capital improvements in furtherance of its capital improvement plan.

The City has reserved the right to redeem the Bonds on December 1, 1995 and June 1, 1996 at a price of par plus accrued interest to the date of redemption.

Portions of the principal amount of any bond, in installments of \$5,000 or any integral multiple of \$5,000, may be redeemed in accordance with the foregoing paragraph. If less than all of the principal amount of any bond is redeemed, upon surrender of such bond at the principal office of the Bond Registrar, there shall be issued to the registered owner without charge therefor, for the then unredeemed balance of the principal amount thereof, a new bond or bonds, at the option of the registered owner, of like maturity and interest rate in any of the denominations authorized by this resolution.

Notice of redemption, unless waived, is given by the Bond Registrar by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption, to the registered owner of any bond to be redeemed at the address appearing on the Bond Register. The requirements for such notice shall be deemed to be complied with when notice is mailed as herein provided, regardless of whether or not it is actually received by the owner of any bond. The interest on any bonds so called for redemption shall cease to accrue on the date fixed for redemption unless such bond or bonds so called are not redeemed upon presentation made pursuant to such call.

The pledge of tax levies for payment of principal of and interest on the bonds may be discharged prior to maturity of the bonds by making provision for the payment thereof on the terms and conditions set forth in the resolution authorizing their issuance.

The bonds of this issue are issued in fully registered form in the denomination of \$5,000 each or any integral multiple thereof, provided that no bond shall represent more than one maturity. Upon surrender to the Bond Registrar, bonds are interchangeable for bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. This bond is transferable only on the records maintained by the Bond Registrar for that purpose upon the surrender of this bond by the registered owner hereof or his/her duly authorized agent and only if endorsed in the manner provided hereon, and thereupon a new fully registered bond of like principal amount, maturity and interest rate shall be issued to the transferee in exchange therefor. Such exchange or transfer shall be without cost to the registered owner or transferee. The City may deem the person in whose name this bond is registered to be the absolute owner hereof for the purpose of receiving payment of the principal of and interest on the bond and for any and all other purposes.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____

PLEASE INSERT SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER OF TRANSFEREE

/ _____ /

(Please print or typewrite name and address, including zip code of Transferee)

the within Bond and all rights thereunder and does hereby irrevocably constitute and appoint _____ of _____, or its successor, as Agent to transfer said Bond on the books kept by the Bond Register for registration thereof, with full power of substitution in the premises.

DATED: _____, _____.

SIGNATURE GUARANTEED:

NOTE: The signature of this Assignment must correspond with the name of the registered owner as it appears upon the face of the within Bonds in every particular, without alteration or enlargement or any change whatever.

Section 13. Execution of the Bonds. The Bonds shall be signed on behalf of the City by the manual or facsimile signature of the Mayor, shall be attested by the manual or facsimile signature of the City Clerk, and shall have the official corporate seal of the City impressed or imprinted 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 has been duly executed, authenticated and delivered hereunder and is entitled to the benefits of this ordinance.

In case either of the officers of the City who shall have executed the Bonds shall cease to be such officer or officers of

the City before the Bonds so signed shall have been authenticated or delivered by the Bonds 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. The Bonds may also be signed and attested on behalf of the City by such persons as at the actual date of execution of such Bonds shall be the proper officers of the City although at the original date of such Bonds any such person shall not have been such officer.

Section 14. Application of Proceeds of the Bonds. A special fund of the City known as the "CIP Cashflow Fund" and therein a "1990 Bond Proceeds Account" are hereby authorized and directed to be created in the office of the Treasurer. At the time of delivery of the Bonds, the proceeds of the Bonds shall be deposited as follows:

(a) Accrued interest shall be deposited in the Bond Fund.

(b) The remaining Bond proceeds shall be deposited into the 1990 Bond Proceeds Account of the CIP Cashflow Fund and used to pay part or all of the costs of the Project, and costs related to the issuance of the Bonds. The amounts deposited in accordance with the previous sentence are deemed to be appropriated for the purposes specified.

Money remaining in such Funds after all of such costs have been paid may be used to pay costs of other legally authorized expenditures of the City or shall be deposited in the Bond Fund.

Money in such Funds may be invested as permitted by law and in a manner consistent with this ordinance. All interest earned and profits derived from such investments shall be retained in and become a part of the respective Fund.

Section 15. Sale of the Bond; Approval of Official Statement.

The Bonds shall be sold at public sale in accordance with the terms and conditions set forth in the official Notice of Bond Sale attached hereto as Exhibit A and incorporated herein by this reference. The Clerk of the City Council is hereby authorized and directed to cause the Notice of Bond Sale substantially in the form attached hereto as Exhibit A, or a summary thereof, to be published prior to such sale at least once in a newspaper of general circulation within the City, the daily Bond Buyer, and in such other publications as the Clerk of the City Council may deem desirable.

The form and content of the Preliminary Official Statement in connection with the Bonds dated December 1, 1990 are approved and the use of the Preliminary Official Statement in connection with the sale of the Bonds is approved. The City deems the Preliminary Official Statement as final as of its date pursuant to Securities and Exchange Commission Rule 15c2-12 except for the omission of information dependent upon the sale of the Bonds, such as price, interest rates, discount, ratings, delivery date and other terms of the Bonds dependent on the foregoing.

Following the sale of the Bonds, the City shall cause definitive Bonds to be prepared, executed and delivered, which Bonds shall be lithographed or printed with engraved or

lithographed borders. Until the definitive Bonds are prepared, the City may execute a temporary bond which shall be typewritten, and which shall be delivered to the purchaser or purchasers of the Bonds in lieu of definitive Bonds, but subject to the same provisions, limitations and conditions. The temporary bond shall be dated as of the date of the Bonds, shall be fully registered, shall be in the denomination of \$6,000,000 shall be numbered T-1, shall be substantially of the tenor of such definitive Bonds, but with such omissions, insertions and variations as may be appropriate to temporary bonds, and shall be signed by the Mayor and Clerk of the City.

Upon surrender to the City of any such temporary Bond, the City, without charge to the registered owner, shall execute and deliver to the registered owner of the temporary Bond in exchange therefore definitive Bonds of the same series, maturities, interest rates, redemption provisions and aggregate principal amount as the temporary Bond, if any, surrendered. Until so exchanged, the temporary Bond shall be in all respects entitled to the same benefit and security as definitive Bonds executed and issued pursuant to this resolution.

Section 16. Assessed Value and Existing Bonded Debt. The actual value of the taxable property within the City as ascertained by the last preceding assessment for City purposes is \$6,610,061,147. The City has outstanding nonvoted general obligation indebtedness in the amount of \$17,332,881. The total amount of outstanding general obligation Bonded indebtedness of the City, whether voted or nonvoted, including the principal amount of

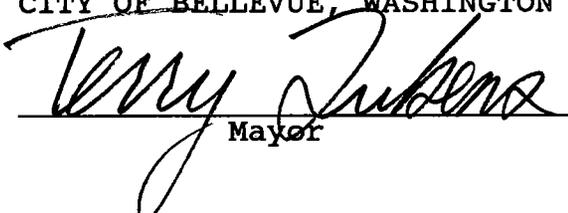
the Bonds will be \$58,117,881.

Section 17. Severability. 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.

Section 18. Effective Date. This ordinance shall take effect and be in force five days after its passage, approval and publication as required by law.

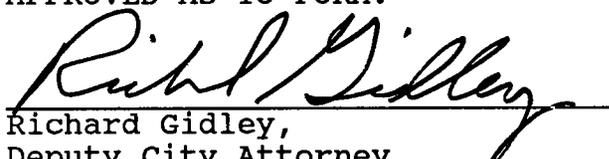
PASSED by the City Council of the City of Bellevue, Washington, and approved by its Mayor at a regular meeting of the Council, this 13th day of November, 1990.

CITY OF BELLEVUE, WASHINGTON



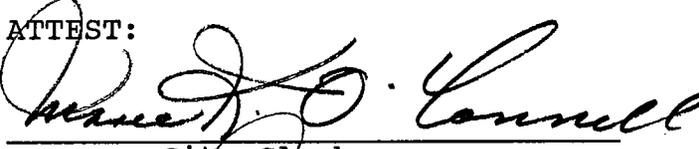
 Mayor

APPROVED AS TO FORM:



 Richard Gidley,
 Deputy City Attorney

ATTEST:



 City Clerk

PUBLISHED: November 16, 1990

EXHIBIT A

ROADWAYS

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
PW-R-13	140th Avenue N.E. - N.E. 24th Street to Bellevue-Redmond Road	\$ 2,984	\$ 420
PW-R-20	N.E. 8th Street - 121st Avenue N.E. to 156th Avenue N.E.	11,300	2,088
PW-R-32	Forest Drive - Coal Creek Parkway to 133rd Place S.E.	2,297	723
PW-R-37	108th Avenue N.E. - N.E. 4th Street to N.E. 8th Street	3,426	274
PW-R-43	N.E. 10th Street - 100th Avenue N.E. to 112th Avenue N.E.	15,257	2,746
PW-R-44	Transportation Planning Studies	1,000	877
PW-R-46	Major Safety Improvements	800	800
PW-R-50	110th Avenue N.E. - N.E. 8th Street to N.E. 12th Street	3,154	780
PW-R-54	118th Avenue S.E. - Interstate 90 to South City Limits	2,281	613
PW-R-57	Lakemont Boulevard Extension	4,025	2,000
PW-R-58	N.E. 6th Street Extension	2,935	1,600
PW-R-60	N.E. 29th Street Extension	2,426	363
PW-R-61	N.E. 2nd Street Extension	3,393	1,225
PW-R-62	112th Avenue N.E. - S.E. 2nd Street to N.E. 3rd Street	5,448	827

JAR137

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
PW-R-65	N.E. 24th Street - 156th Avenue N.E. to 164th Avenue N.E.	2,894	1,641
PW-R-66	N.E. 8th Street and 156th Avenue N.E. - Crossroads Frontage	2,550	840
PW-R-67	130th Avenue N.E. - N.E. 20th Street to N.E. 24th Street	920	155
PW-R-69	112th Avenue N.E. - N.E. 4th Street to N.E. 8th Street	10,214	2,393
PW-R-70	110th Avenue N.E. - N.E. 2nd Street to N.E. 4th Street	2,325	200
PW-R-75	148th Avenue N.E. - N.E. 24th Street to Bellevue-Redmond Road	3,216	360
PW-R-76	164th Avenue S.E. - Newport Way to Lakemont Boulevard	56	0
PW-R-79	Richards Road - S.E. 26th Street to S.E. 32nd Street	3,890	610
PW-R-81	Eastside Partnership - Transportation Demand Management	30	30
PW-R-86	148th Acoustical Wall	10	10
	TOTAL CAPITAL	<u>\$86,831</u>	<u>\$21,575</u>

JAR137

INTERSECTIONS

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
PW-I-35	112th Avenue N.E. and N.E. 8th Street	\$ 341	\$ 0
PW-I-39	S.E. 8th Street and 118th Avenue S.E. (HOV Improvements)	455	0
PW-I-46	N.E. 8th Street/Interstate 405 Interchange Study	600	0
PW-I-48	State Route 520 and 130th Avenue N.E. Ramps	7,866	200
PW-I-50	128th Avenue S.E. and S.E. 36th Street	<u>66</u>	<u>36</u>
	TOTAL CAPITAL	<u>\$9,328</u>	<u>\$236</u>

WALKWAYS/BIKEWAYS

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
PW-W/B-26	Lake Hills Boulevard - 159th Place S.E. to 164th Avenue S.E.	\$ 598	\$ 598
PW-W/B-27	108th Avenue S.E. - Main Street to Bellevue Way	310	310
PW-W/B-28	Northup Way - 172nd Avenue N.E. to N.E. 8th Street (Safety Improvements)	586	586
PW-W/B-29	N.E. 8th Street - 116th Avenue N.E. to 120th Avenue N.E.	1,789	934
PW-W/B-32	CBD Sidewalks	1,500	0
PW-W/B-98	Neighborhood Enhancement - Transportation	<u>2,650</u>	<u>2,650</u>
	TOTAL CAPITAL	<u>\$7,433</u>	<u>\$5,078</u>

JAR137

PARK ACQUISITION AND DEVELOPMENT

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
P-AD-8	Lake Hills Greenbelt, Larsen and Phantom Lake Park Development	\$ 1,687	\$ 195
P-AD-9	Wilburton Sports Field Development	1,671	467
P-AD-15	Land Acquisition Opportunities	4,786	1,559
P-AD-22	Crossroads Property Acquisition	2,210	2,186
P-AD-24	Ashwood School Property	3,179	3,153
P-AD-27	Planning/Design for Existing and Future Park Facilities	426	376
P-AD-33	Enatai Beach Development	550	50
P-AD-34	Trail Development	620	0
P-AD-35	Wilburton Hill Community Park Development	1,000	170
P-AD-36	Sports Field Development	1,700	0
P-AD-37	Warm Water Pool Development	1,600	500
P-AD-38	Downtown Park Development - Phase Two	3,650	0
P-AD-39	Crossroads Center Addition	600	0
P-AD-42	Open Space - King County Bond	6,100	0
P-AD-45	Cougar Mountain Community Park	1,000	776
P-AD-47	Mercer Slough Nature Park	<u>1,650</u>	<u>250</u>
	TOTAL CAPITAL	<u>\$32,429</u>	<u>\$9,682</u>

JAR137

PARK REDEVELOPMENT

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
P-R-2	Golf Course Improvements	\$ 2,863	\$ 0
P-R-6	Enatai Beach Park Master Plan	94	94
P-R-11	Renovation and Refurbishment of Park Facilities	3,741	2,834
P-R-15	Forest Management	250	250
P-R-98	Neighborhood Enhancement - Parks	<u>2,628</u>	<u>2,628</u>
	TOTAL CAPITAL	<u>\$9,576</u>	<u>\$5,806</u>

JAR137

PUBLIC SAFETY

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
PS-10	Fire Station #1 - Parking Enhancement	\$ 195	\$ 0
PS-13	Pre-Design of Public Safety Facility	230	130
PS-14	Radio Data Communications System	177	110
PS-16	Renovation of Public Safety Facilities	786	370
PS-18	Radio System Study	75	75
PS-19	Public Safety Facility Studies	75	75
PS-20	Regional Crime Information Network	35	35
PS-24	Higher Capacity Generators	<u>300</u>	<u>300</u>
	TOTAL CAPITAL	<u>\$1,873</u>	<u>\$1,095</u>

JAR137

GENERAL GOVERNMENT

CIP PLAN NUMBER	PROJECT NAME	(\$ in 000's)	
		TOTAL ESTIMATED COST	GENERAL CIP REVENUE COST
G-5	Administrative Expense	\$ 816	\$ 816
G-7	Public Arts Program Funding	1,051	1,051
G-9	Municipal Facilities Program	2,875	2,875
G-14	Uninterruptible High Quality Power Supply	320	320
G-15	Municipal Service Center Acquisition/Development	12,020	6,914
G-16	LID Assessments for Non- Utility Properties	731	731
G-17	Renovation and Refurbishment of General City Facilities	4,188	3,840
G-19	City Hall Campus Parking Improvements	505	505
G-21	Records Center/Services Remodel	37	37
G-25	Fuel Tank Renovation	1,702	1,090
G-26	Automated CIP System	345	345
G-27	Upgrade and Maintain the Survey Control Network	170	170
G-28	Wilburton Hill Design Competition	210	0
G-31	Utility Surplus Property	1,330	1,330
G-32	Norwood Noise Berm	50	50
G-99	General Project Reserve	<u>1,339</u>	<u>1,235</u>
	TOTAL CAPITAL	<u>\$27,689</u>	<u>\$21,309</u>

EXHIBIT B

NOTICE OF BOND SALE

CITY OF BELLEVUE, WASHINGTON

LIMITED TAX LEVY GENERAL OBLIGATION BONDS, SERIES 1990

NOTICE IS HEREBY GIVEN that the City of Bellevue, Washington (hereinafter the "City"), will receive sealed bids at the office of the City Clerk of the City at Bellevue City Hall, 11511 Main Street, Bellevue, Washington, 98009 on

Monday, November 19, 1990

until 11:00 o'clock a.m., local time, for the purchase of the Limited Tax Levy General Obligation Bonds, Series 1990, of the City in the aggregate principal amount of \$6,000,000. The bids for the Bonds will be publicly opened, read, evaluated and acted upon by the City Council at a regular meeting at 8:00 o'clock p.m. on the same date in the Chambers of the City Council in the Bellevue City Hall in Bellevue, Washington.

BOND DETAILS. The Bonds will be dated as of December 1, 1990, will be in denominations of \$5,000 or any integral multiple thereof, will be in fully registered form, will be numbered, and will mature on December 1 of such years and in such principal amounts as follows:

<u>Maturity Year</u>	<u>Amount</u>
1995	\$2,905,000
1996	\$3,095,000

The Bonds will bear interest from the date thereof payable on June 1, 1991, and semiannually thereafter on June 1 and December 1 of each year.

PAYING AGENTS. Both principal of and interest on the Bonds will be payable in lawful money of the United States of America. Interest on the Bonds shall be paid by check or draft mailed (on the date such interest is due) to the registered owners or nominees of such owners at the addresses appearing on the Bond Register (as hereinafter defined) as of the 15th day of the month preceding the interest payment date. Principal of the Bonds shall be payable upon presentation and surrender of the Bonds by the registered owners or nominees of such owners at the principal offices of either of the fiscal agencies of the State of Washington in the cities of Seattle, Washington, or New York, New York, at the option of such owners.

BOND REGISTRATION. The fiscal agencies of the State of Washington in the cities of Seattle, Washington, and New York, New York, currently Seattle-First National Bank and The Bank of New York, respectively, will act as bond registrar, transfer agent, and authenticating and paying agent with respect to the Bonds (collectively, the "Bond Registrar"). The Bonds may be transferred only upon the records maintained for such purpose (the "Bond Register") and only if endorsed in the manner provided thereon and surrendered to the Bond Registrar.

OPTIONAL REDEMPTION. The Bonds are subject to redemption in advance of their scheduled maturities on December 1, 1995 and June 1, 1996 at a price of par plus accrued interest to the date of redemption.

SECURITY. The City has covenanted and agreed for as long as any Bonds are outstanding and unpaid, that each year it will include in its budget and levy an ad valorem tax, within and as a part of the tax millage levy permitted without a vote of the electorate, upon all the property in the City subject to taxation in an amount which will be sufficient, together with all other moneys of the City on hand and legally available for such purposes, to pay the principal of and interest on the Bonds as the same shall become due. The full faith, credit and resources of the City are pledged for the annual levy and collection of said taxes and for the prompt payment of the principal of and interest on the Bonds as the same shall become due.

TAX EXEMPTION. Interest on the Bonds will be excludable from gross income subject to federal income taxation, provided that the continuing arbitrage requirements of Section 148 of the Federal Internal Revenue Code of 1986 (the "Code") are complied with. The Bonds are not private activity bonds. Interest on the Bonds will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals or corporations, but will be taken into account in the computation of adjusted net book income and adjusted current earnings for purposes of the corporate alternative minimum tax under Section 55 of the Code and in the computation of the environmental tax on corporations under Section 59A of the Code.

INTEREST RATE AND BIDDING DETAILS. Bid forms will be provided by the City. Each bid shall be signed and enclosed in a sealed envelope. No bid will be accepted for the purchase of fewer than all of the Bonds. No bid will be accepted with a price of less than 99.0% of the principal amount of the Bonds.

All bids shall be without condition. Each bid submitted shall provide for the payment of accrued interest to the date of delivery on the Bonds.

One or more rates of interest may be fixed for the Bonds, which rate or rates must be in a multiple of one-eighth or one-twentieth of 1%. The interest rate shall be the same for all Bonds maturing in any one year. The interest rate for any maturity shall

not exceed 12%.

It is requested that each bid state (i) the total interest cost over the life of the Bonds, less premium or plus a discount, if any and (ii) the true interest cost of the Bonds. Such statement shall not be deemed to be a part of the bid.

REOFFERING PRICE. The successful bidder must certify the initial reoffering price to the public (excluding bond houses and brokers) for each maturity of the bonds to the City's bond counsel not less than five business days prior to closing. This certification shall constitute the agreement of the bidder to offer all bonds in each maturity for sale at a price no greater than the certified reoffering price until at least ten percent of the principal amount of each maturity is sold at a price less than or equal to the certified reoffering price. Failure to honor this agreement may result in cancellation of the sale and forfeiture of the bidder's good faith deposit.

DEPOSIT. All bids for the Bonds shall be accompanied by a deposit in the amount of \$300,000. All deposits shall be by cashier's or certified check made payable unconditionally to the order of the Treasurer of City of Bellevue, Washington. The deposits of unsuccessful bidders will be returned as soon as possible to such bidders. The good faith deposit of the successful bidder shall be held as security for the performance of such bid. Such check shall be cashed by the City Treasurer and will be applied to the purchase price of the Bonds or be forfeited to the City as and for liquidated damages if the successful bidder shall fail or neglect to complete the purchase of said Bonds in accordance with its proposal within forty (40) days after the acceptance thereof. Interest will not be allowed on such good faith deposits.

AWARD. The City reserves the right to reject any and all bids received and to waive any irregularities therein or in the bidding. No bid may be withdrawn after the same is filed with the City Clerk unless permission is first obtained by ordinance of the City Council. Unless all proposals are rejected, the City will award the Bonds at the meeting of the Council on the day of the bid opening. The Bonds will be awarded to the responsible bidder offering to purchase all of the Bonds at the lowest true interest cost to the City, to be determined by doubling the semiannual interest rate necessary to discount the debt service to December 1, 1990 and the price bid for the Bonds.

DELIVERY. Printed bonds will be furnished by the City and will be delivered to the purchaser in the City of Seattle, Washington, at the expense of the City, or elsewhere as may be mutually agreed upon at the purchaser's option and expense. Accrued interest to the date of delivery shall be paid by the purchaser at the time of delivery.

The approving legal opinion of Preston Thorgrimson Shidler Gates & Ellis will be printed on the Bonds and will be furnished,

without cost, to the successful bidder at the time of delivery. The obligations hereunder to deliver and accept the Bonds shall be conditioned on the availability and delivery at the time of delivery of such Bonds of said approving opinion, and of a certificate, in form and tenor satisfactory to said law firm and dated as of the date of such delivery, to the effect that there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened affecting the validity of such Bonds.

SETTLEMENT. Payment for the Bonds shall be made in Federal funds available on the date and at the place of delivery of such Bonds.

CUSIP NUMBERS. It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for said Bonds in accordance with the terms of its bid. All expenses in relation to the printing of CUSIP numbers on said Bonds shall be paid for by the City; provided, however, that the CUSIP Service bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

FURTHER INFORMATION. Further information regarding the Bonds may be obtained upon request made to the undersigned, the Clerk of the City Council, or from the Financial Advisor to the City, Seattle-Northwest Securities Corporation, 1420 Fifth Avenue, Suite 4300, Seattle, Washington 98101, Attention: Therese B. Dickison, (telephone: (206) 628-2882).

DATED at Bellevue, Washington, this 14th day of November 1990.

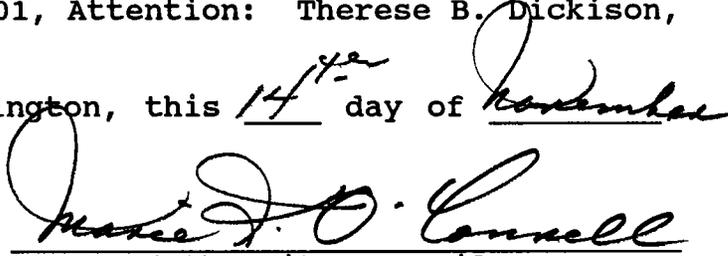

Clerk of the City Council
City of Bellevue, Washington

EXHIBIT C
BID FORM

Bellevue, Washington

Limited Tax Levy General Obligation Bonds, Series 1990
Bellevue, Washington

Dear Sir:

For \$6,000,000 (Six Million Dollars) par value Limited Tax Levy General Obligation Bonds, Series 1990 (the "Bonds") of the City of Bellevue, Washington, to be dated December 1, 1990, and maturing serially on December 1, 1995 and December 1, 1996, in the amounts shown herein, with interest payable semi-annually on the first days of June and December of each year commencing on June 1, 1991, at the rate or rates specified herein until the Bonds are paid, we will pay \$_____ plus accrued interest from December 1, 1990, to the date of delivery of the Bonds to us.

The schedule of maturities, interest rate or rates, the total interest cost, and the true interest cost upon which this bid is based, with interest computed from December 1, 1990, to the maturity dates of the Bonds, are as follows:

<u>Maturity</u> <u>Year</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>
1995	\$2,905,000	
1996	3,095,000	

Our calculation, but not constituting any part of the foregoing, of the total interest cost is \$_____, and of the true interest cost is ____%.

This bid is submitted in accordance with and subject to all provisions contained in the official Notice of Bond Sale dated _____, 1990 and incorporated herein by reference.

A certified or bank cashier's check in the sum of \$300,000 payable to the City of Bellevue is attached hereto, which check is to be returned to us if this bid is not accepted. If this bid is accepted, said check shall be cashed and the proceeds may be invested and retained by the City Treasurer and when the Bonds are delivered and paid for under the terms of this bid, shall be considered as an advance part payment thereof, or shall be retained as and for liquidated damages in case we fail to take up and pay for the Bonds at the price agreed upon under the terms of this bid.

Respectfully submitted this _____ day of _____, 1990.

By: _____
For: _____

Good faith check returned and receipt thereof acknowledged.

Signed: _____ For: _____