

HOUSING AUTHORITY OF THE COUNTY OF KING

RESOLUTION NO. 5620

A RESOLUTION of the Housing Authority of the County of King authorizing the modification of the certain terms of documents pertaining to the Authority's Pooled Housing Revenue and Refunding Revenue Note, 2013; providing for the issuance of additional notes in connection with the Authority's Pooled Housing Revenue and Refunding Revenue Note, 2013 in a principal amount of not to exceed the outstanding amount of such Note to be prepaid, the proceeds of which will be used to finance and/or refinance the acquisition, construction and rehabilitation of housing and related facilities including, without limitation, the refunding of outstanding bonds and notes and the payment of costs of issuing the such additional note(s); authorizing and directing appropriate officers of the Authority to negotiate, execute and deliver such other documents as are useful or necessary to the purposes of this resolution; and determining related matters.

ADOPTED February 19, 2019

This document was prepared by:

*FOSTER PEPPER PLLC
1111 Third Avenue, Suite 3000
Seattle, Washington 98101
(206) 447-4400*

HOUSING AUTHORITY OF THE COUNTY OF KING

RESOLUTION NO. 5620

A RESOLUTION of the Housing Authority of the County of King authorizing the modification of the certain terms of documents pertaining to the Authority's Pooled Housing Revenue and Refunding Revenue Note, 2013; providing for the issuance of additional notes in connection with the Authority's Pooled Housing Revenue and Refunding Revenue Note, 2013 in a principal amount of not to exceed the outstanding amount of such Note to be prepaid, the proceeds of which will be used to finance and/or refinance the acquisition, construction and rehabilitation of housing and related facilities including, without limitation, the refunding of outstanding bonds and notes and the payment of costs of issuing the such additional note(s); authorizing and directing appropriate officers of the Authority to negotiate, execute and deliver such other documents as are useful or necessary to the purposes of this resolution; and determining related matters.

WHEREAS, the Housing Authority of the County of King (the "Authority") seeks to encourage the provision of housing for low-income persons residing in King County, Washington (the "County"); and

WHEREAS, RCW 35.82.070(2) provides that a housing authority may acquire and operate housing projects; and

WHEREAS, RCW 35.82.020(11) and 35.82.130 together provide that a housing authority may issue bonds, notes or other obligations for any of its corporate purposes; and

WHEREAS, the Board of Commissioners (the "Board") of the Authority previously adopted Resolution No. 5444, providing for the issuance of the Authority's Pooled Housing Revenue and Refunding Revenue Note, 2013 (the "Note"), Resolution No. 5449, amending the prepayment provisions and sources of security for the Note, and Resolution No. 5457 authorizing extensions to the period during which draws on the Note are permitted, and modifying the prepayment premium applicable to the Note (Resolution No. 5444, as amended by Resolution No. 5449 and Resolution No. 5457, the "Original Note Resolution"); and

WHEREAS, the Loan Agreement pertaining to the Note, as previously amended by a First Amendment to Loan Agreement (as so amended, the “Original Loan Agreement”), each between the Authority and Key Government Finance, Inc. (the “Lender”), currently provides for Project Substitutions and Project Releases (each as defined in the Original Loan Agreement), and the Authority and the Lender wish to provide for modifications of the Original Loan Agreement and related documents to enable the Authority to utilize these provisions in broader circumstances; and

WHEREAS, the contemplated modifications to the Original Loan Agreement provide that, in connection with a Project Substitution, if so requested by the Authority, a portion of the Note shall be prepaid with funds available to the Authority, and a new obligation (each, an “Additional Note”) will be issued by the Authority in a principal amount not in excess of the amount of the Note to be prepaid and otherwise with the same terms as the Note; and

WHEREAS, RCW 35.82.040 provides that a housing authority may delegate to one or more of its agents or employees such powers or duties as it may deem proper; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE COUNTY OF KING as follows:

Section 1. Authorization of Amendment to Original Loan Agreement and Other Instruments. The Executive Director and any Deputy Executive Director of the Authority (each, an “Authorized Officer” and together, the “Authorized Officers”), and each of them acting alone, are authorized on behalf of the Authority to negotiate, execute, deliver and file (to the extent required), and to cause the Authority to perform duties under, a Second Amendment to Loan Agreement, an Amendment and Partial Release of Memorandum of Negative Pledge, and all other instruments that

any Authorized Officer, in his or her discretion, deems necessary, desirable or appropriate in order to provide for the utilization of the Project Substitution and Project Release provisions of the Original Loan Agreement, as amended by the Second Amendment to Loan Agreement, and the issuance, sale and delivery of any Additional Note(s). An Authorized Officer's execution of any such instrument will constitute conclusive evidence of his or her approval of terms set forth therein and the approval by the Authority of such terms.

Section 2. Authorization and Description of Additional Notes. The Authority is authorized to issue, from time to time, Additional Notes for the purpose of providing financing for the Project (as defined in the Original Note Resolution) and paying certain costs of issuing the Additional Note(s). Each Additional Note shall be issued in a principal amount not in excess of the amount of the Note (or previously-issued Additional Note) that is being redeemed; shall be in fully registered form; shall be dated its date of issue; shall be numbered R-2 and upward; and shall otherwise have the same terms as the Note, as authorized by the Original Note Resolution. Each such Additional Note financing is declared and determined to be important for the feasibility of the Project. The Board finds that it is in the best interest of the Authority to issue Additional Note(s) for the purpose set forth in this resolution.

Section 3. Note Registrar; Registration and Transfer of the Additional Notes. The Executive Director of the Authority shall serve as Note Registrar for the Additional Note(s). The Note Registrar shall keep, or cause to be kept, at his or her office in Tukwila, Washington, sufficient books for the registration of each Additional Note (the "Note Register"), which shall contain the name and mailing address of the registered owner of each Additional Note. The Note Registrar is authorized, on behalf of the Authority, to authenticate and deliver the Additional Note in accordance with the provisions of the Note, this resolution, and the Original Note

Resolution, and to serve as the Authority's paying agent for the Additional Note and to carry out all of the Note Registrar's powers and duties under this resolution and the Original Note Resolution.

The Additional Note(s) shall be issued only in registered form as to both principal and interest and recorded on the Note Register. The Additional Note(s) may not be transferred by the Lender without the prior written consent of the Authority (which consent shall not be unreasonably withheld), except that the Lender may (a) sell participating interests in any Additional Note to other financial institutions that are "qualified institutional buyers" or "accredited investors" as defined in the Securities Act of 1933 and the regulations thereunder, and (b) assign or transfer the Note, together with all Additional Note(s), in whole, to a successor to the business and assets of the Lender, to an affiliate of the Lender, or, in accordance with the Loan Agreement, to another financial institution that is a "qualified institutional buyer" or an "accredited investor" as defined in the Securities Act of 1933 and the regulations thereunder, in any such case upon completion and delivery to the Authority of the assignment form and certificate of transferee attached to the Additional Note(s). Any transfer shall be without cost to the Registered Owner or transferee, except for governmental charges imposed on any such transfer or exchange. The Note Registrar shall not be obligated to exchange or transfer any Additional Note during the five days preceding any interest payment date, prepayment date, or the maturity date.

Section 4. References to Note in Original Note Resolution. References to the "Note" in the Original Note Resolution shall, unless the context otherwise clearly requires, be read to include the Housing Authority of the County of King Pooled Housing Revenue and Refunding

Revenue Note, 2013, together with any Additional Note that may be issued by the Authority and outstanding.

Section 5. Authorization of Documents and Execution Thereof. The Authority authorizes and approves the execution and delivery of, and the performance by the Authority of its obligations contained in, the Loan Agreement, the Note, the Additional Note(s) and this resolution and the consummation by the Authority of all other transactions contemplated by this resolution and the Original Note Resolution. The Authorized Officers, and each of them acting alone, are authorized to negotiate, execute and deliver documents reasonably required to be executed in connection with the issuance of the Additional Note(s) and to ensure the proper use and application of the proceeds of the Additional Note(s).

The Additional Note(s) will be prepared at the Authority's expense and will be delivered to the Lender together with the approving legal opinion of Foster Pepper PLLC, municipal bond counsel of Seattle, Washington, regarding such Additional Note.

Section 6. Acting Officers Authorized. Any action authorized by this resolution to be taken by the Executive Director of the Authority, may in his absence be taken by a duly authorized Deputy Executive Director of the Authority. Any action authorized by this resolution to be taken by a Deputy Executive Director, may in his or her absence be taken by a duly authorized acting Deputy Executive Director of the Authority.

Section 7. Execution of Duties and Obligations. The Board of Commissioners of the Authority authorizes and directs the Authorized Officers, and each of them acting alone, to cause the Authority to fulfill the Authority's duties and obligations under the various instruments and agreements authorized by this resolution. In the furtherance of the foregoing, the Authority is

authorized to expend such funds as are necessary to pay for all fees and other costs relating to the actions authorized by this resolution.

Section 8. Ratification and Confirmation. Any actions of the Authority or its officers prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

Section 9. Severability. If any provision in this resolution is declared by any court of competent jurisdiction to be contrary to law, then such provision shall be null and void and shall be deemed separable from the remaining provision of this resolution and shall in no way affect the validity of the other provisions of this resolution or of the Note.


Section 10. Effective Date. This resolution shall be in full force and effect from and after its adoption and approval.

ADOPTED by the Board of Commissioners of the Housing Authority of the County of King at an open public meeting this 19th day of February, 2019.

HOUSING AUTHORITY OF THE
COUNTY OF KING

By: 
Chair, Board of Commissioners

ATTEST:



Executive Director

CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Executive Director of the Housing Authority of the County of King (the "Authority"), and keeper of the records of the Authority, CERTIFY:

1. That the attached Resolution No. 5620 (the "Resolution") is a true and correct copy of the resolution of the Board of Commissioners of the Authority as adopted at a meeting of the Authority held on February 19, 2019, and duly recorded in the minute books of the Authority.

2. That such meeting was duly convened and held in all respects in accordance with law; that a quorum was present throughout the meeting and a majority of the members of the Board of Commissioners of the Authority present at the meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of February, 2019.



Executive Director of the Authority