HOUSING AUTHORITY OF THE COUNTY OF KING

RESOLUTION NO. 5697

(WORKFORCE HOUSING PRESERVATION POOLED REFUNDING REVENUE BONDS, 2021)

A RESOLUTION of the Board of Commissioners of the Housing Authority of the County of King providing for the issuance of refunding revenue bonds of the Authority in the aggregate principal amount of not to exceed \$63,000,000, for the purpose of providing all or part of the funds with which to effect the current refunding of certain outstanding obligations of the Authority, and to pay costs of issuing the bonds and the administrative costs of such refundings; authorizing the execution and delivery of a trust indenture, the bonds, and other agreements, documents, and certificates; providing for the call, payment, and redemption of the obligations to be refunded; delegating to officers of the Authority the authority to determine the form, terms and covenants of the bonds and to execute such documents as are useful or necessary to the purposes of this resolution; authorizing officers of the Authority to accept an offer from KeyBanc Capital Markets Inc. to purchase the bonds; and determining related matters.

Adopted July 19, 2021

This document was prepared by:

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

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

WHEREAS, RCW 35.82.070(5) provides that a housing authority may, among other things and if certain conditions are met, "own, hold, and improve real or personal property . . .," "purchase, lease, obtain options upon . . . any real or personal property or any interest therein" and "lease or rent any dwellings, houses, accommodations, lands, buildings, structures or facilities embraced in any housing project"; and

WHEREAS, RCW 35.82.020 defines "housing project" to include, among other things, "any work or undertaking . . . to provide decent, safe and sanitary urban or rural dwellings, apartments, mobile home parks, or other living accommodations for persons of low income" and provides that the term "housing project" may be applied to the "acquisition of property, the demolition of existing

structures, the construction, reconstruction, alteration and repair of improvements and all other work in connection therewith"; 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, RCW 35.82.070(5) provides that a housing authority may pledge any interest in real or personal property or any interest therein; and

WHEREAS, RCW 35.82.070(1) permits a housing authority to "make and execute contracts and other instruments . . . necessary or convenient to the exercise of the powers of the authority"; and

WHEREAS, RCW 35.82.040 authorizes the Authority to "delegate to one or more of its agents or employees such powers or duties as it may deem proper"; and

WHEREAS, pursuant to Resolution No. 5504 adopted April 20, 2015, Resolution No. 5546 adopted August 18, 2016, and Resolution No. 5663 adopted May 15, 2017, the Authority previously issued its not to exceed \$80,000,000 Revolving Line of Credit Revenue Note, 2015 (Tax-Exempt) and Revolving Line of Credit Revenue Note, 2015 (Taxable) (together, the "2015 Notes"); and

WHEREAS, pursuant to Resolution No. 5691 adopted May 17, 2021, the Authority previously issued its not to exceed \$200,000,000 Non-Revolving Line of Credit Revenue Note, 2021 Series A and its not to exceed \$20,000,000 Non-Revolving Line of Credit Revenue Note, 2021 Series B (together, the "2021 Notes" and, together, with the 2015 Notes, the "Refunded Obligations"); and

WHEREAS, the Authority used proceeds of the Refunded Obligations to finance or refinance the acquisition of the following workforce housing properties, each as a housing project of the Authority: (a) an apartment complex known as the Pinewood Village Apartments and located at 14911 NE 1st Place, Bellevue Washington (the "Pinewood Village Apartments Project"); (b) an apartment complex known as the Sandpiper East Apartments and located at 1312 139th Avenue NE, Bellevue, Washington (the "Sandpiper East Apartments Project"); (c) an apartment complex known as the

Carrington Apartments and located at 2501 148th Avenue SE, Bellevue Washington (the "Carrington Apartments Project"); (d) an apartment complex known as the Surrey Downs Apartments located at 13035 SE 26th Street, Bellevue, Washington (the "Surrey Downs Apartments Project"); and (e) an apartment complex known as the Argyle Apartment Homes and located at 2517 South 316th Lane, Federal Way, Washington (the "Argyle Apartments Project"); and

WHEREAS, after due consideration, the Board of Commissioners of the Authority deems it necessary and desirable and in the best interest of the Authority to issue its Workforce Housing Preservation Pooled Refunding Revenue Bonds, 2021 (the "2021 Bonds"), in one or more series and in an aggregate principal amount not to exceed \$63,000,000, to provide funds required to (i) effect the current refunding of all or a portion of the Refunded Obligations, and (ii) pay costs of issuance of the 2021 Bonds and the administrative costs of such refundings; and

WHEREAS, the Authority anticipates that it may in the future authorize the issuance of additional bonds for Authority purposes (collectively with the 2021 Bonds, the "Bonds"), pursuant to the Indenture (as hereinafter defined); and

WHEREAS, the Authority anticipates that KeyBanc Capital Markets Inc. will offer to purchase the 2021 Bonds on the terms set forth in this resolution; NOW, THEREFORE,

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

Section 1. Definitions. As used in this resolution, the following words have the following meanings, except as otherwise expressly provided or unless the context otherwise clearly requires:

"Act" means chapter 35.82 of the Revised Code of Washington.

"Additional Bonds" means the additional parity bonds authorized to be issued by the Authority pursuant to the Indenture.

"Argyle Apartments Project" means the apartment complex containing 160 dwelling units and located at 2517 South 316th Lane, Federal Way, Washington, known as the Argyle Apartment Homes.

"Authority" means the Housing Authority of the County of King, a public body corporate and politic duly organized and existing under and by virtue of the laws of the State.

"Authorized Officers" means the Executive Director of the Authority and any Deputy Executive Director of the Authority.

"Board" means the Board of Commissioners of the Authority.

"Bond" or "Bonds" means one or more of the 2021 Bonds and any Additional Bonds issued under the Indenture.

"Bond Purchase Contract" means the Purchase Contract between the Authority and the Underwriter relating to the sale of the 2021 Bonds.

"Bond Registrar" means the entity serving as registrar, authenticating agent and paying agent under the Indenture, initially the Trustee.

"Carrington Apartments Project" means the apartment complex containing 108 dwelling units and located at 2501 148th Avenue SE, Bellevue Washington, known as the Carrington Apartments.

"Code" means the Internal Revenue Code of 1986, as amended, or any successor federal income tax statute or code. Any reference to a provision of the Code shall include the applicable regulations of the Department of the Treasury promulgated or proposed with respect to such provision.

"Continuing Disclosure Agreement" means the Continuing Disclosure Agreement between the Authority and the dissemination agent named therein, relating to the 2021 Bonds, including any supplements or amendments thereto made in conformity therewith.

"County" means King County, Washington.

"Deeds of Trust" means any deed of trust that may be specifically granted by the Authority to the Trustee, constituting a lien on a Project or Projects financed or refinanced with Bond proceeds, including any supplements or amendments thereto made in conformity herewith, therewith, and with the Indenture.

"General Revenues" means all revenues of the Authority from any source (other than Project Revenues), but only to the extent that those revenues are available to pay debt service on the Bonds and are not now or hereafter pledged or restricted, by law, regulation, contract, covenant, resolution, deed of trust or otherwise (including restrictions relating to funds made available to the Authority under the U.S. Housing Act of 1937), solely to another particular purpose.

"Indenture" means the Trust Indenture between the Authority and the Trustee relating to the Bonds as originally executed or as it may from time to time be supplemented, modified or amended.

"Pinewood Village Apartments Project" means the apartment complex containing 108 dwelling units and located at 14911 NE 1st Place, Bellevue Washington, known as the Pinewood Village Apartments.

"Net Operating Income" means Project Revenues less Operation and Maintenance Costs (as defined in the Indenture).

"Pledged Projects" means, initially, the 2021 Projects, and shall also include any Projects financed or refinanced with Additional Bonds if the Authority has, in a Supplemental Indenture, pledged the revenues derived from such Project to the payment of its obligations under the Indenture; provided that any Project may be released and cease to be a Pledged Project in accordance with the terms of the Indenture.

"Projects" means, collectively, the 2021 Projects and other housing projects as may be financed or refinanced with Bond proceeds.

"Project Revenues" means all amounts due to or received by the Authority or by the Trustee for the account of the Authority pursuant or with respect to the Pledged Projects, including without limitation all rental revenue, subsidy payments, lease payments, payments on contractors' bonds, Insurance Proceeds and Condemnation Awards and proceeds resulting from foreclosure of a Deed of Trust, but excluding refundable security deposits and proceeds derived from any Bonds, Subordinate Obligations, or other financings.

"Refunded Obligations" means, together, the 2015 Notes and the 2021 Notes.

"Sandpiper East Apartments Project" means the apartment complex containing 224 dwelling units and located at 1312 139th Avenue NE, Bellevue, Washington, known as the Sandpiper East Apartments.

"Surrey Downs Apartments Project" means the apartment complex containing 122 dwelling units and located at 13035 SE 26th Street, Bellevue, Washington, known as the Surrey Downs Apartments.

"State" means the State of Washington.

"Tax Certificate" means the Tax Exemption and Nonarbitrage Certificate to be executed by the Authority in connection with the 2021 Bonds.

"Trustee" means the entity serving as trustee under the Indenture.

"2015 Notes" means the Authority's not to exceed \$80,000,000 Revolving Line of Credit Revenue Note, 2015 (Tax-Exempt) and Revolving Line of Credit Revenue Note, 2015 (Taxable).

"2021 Bond" or "2021 Bonds" means one or more of the Housing Authority of the County of King Workforce Housing Preservation Pooled Refunding Revenue Bonds, 2021, authorized by, and at any time outstanding pursuant to, this resolution and the Indenture, provided that the designation of the 2021 Bonds may be adjusted pursuant to Section 3.

"2021 Notes" means the Authority's not to exceed \$200,000,000 Non-Revolving Line of Credit Revenue Note, 2021 Series A and the Authority's not to exceed \$20,000,000 Non-Revolving Line of Credit Revenue Note, 2021 Series B.

"2021 Projects" means, collectively, the Argyle Apartments Project, Carrington Apartments Project, Pinewood Village Apartments Project, Sandpiper East Apartments Project, and Surrey Downs Apartments Project.

All other capitalized terms used but not defined herein shall have the meanings assigned to them in the Indenture.

Section 2. Authorization of 2021 Bonds and Application of Proceeds. The Authority shall issue the 2021 Bonds in an aggregate principal amount not to exceed \$63,000,000, to provide funds required to (i) effect the refunding of all or a portion of the Refunded Obligations, and (ii) pay costs of issuance of the 2021 Bonds and the administrative costs of such refundings. Such financing with proceeds of the 2021 Bonds is declared and determined to be important for the feasibility of the 2021 Projects. All proceeds of the 2021 Bonds shall be deposited with the Trustee for those purposes in accordance with the Indenture. The Board finds that it is in the best interest of the Authority to issue the 2021 Bonds for the purposes set forth in this resolution.

Section 3. Description of the 2021 Bonds. The 2021 Bonds shall be designated the Housing Authority of the County of King Workforce Housing Preservation Pooled Refunding Revenue Bonds, 2021. The Authorized Officers, and each of them acting alone, are authorized to designate any or all of the 2021 Bonds as "social bonds" or any similar designation indicating the purpose for which the proceeds of the 2021 Bonds are to be used, and to adjust the title of the 2021 Bonds to reflect such designation. The 2021 Bonds shall be issued in registered form; shall be in an aggregate principal amount not to exceed \$63,000,000; shall be in authorized denominations of \$5,000 or any integral multiple thereof; and shall be dated such date, bear interest payable on such dates and at such rates,

mature at such times and in such amounts, have such prepayment or redemption provisions and have such other provisions consistent with the terms of this resolution as are set forth in the Indenture. The 2021 Bonds may be issued in one or more series, with appropriate series designations, as determined by an Authorized Officer and set forth in the Indenture. The execution of the Indenture by an Authorized Officer shall be conclusive evidence of the approval by the Authority of the terms set forth therein.

Section 4. Security for the 2021 Bonds. The 2021 Bonds shall be special obligations of the Authority payable solely from the Trust Estate pledged under the Indenture, which shall include (a) Net Operating Income and, if the Trustee appoints a receiver or exercises its right under any Deeds of Trust, all Project Revenues with respect to the applicable Deed of Trust Project(s), in each case to the extent eligible to be used to pay debt service on the Bonds, (b) all General Revenues of the Authority, (c) the lien on the real property and improvements thereon and personal property therein conveyed by any Deeds of Trust that may be specifically granted by the Authority in accordance with the Indenture (unless and until such property is released from the lien of the Deeds of Trust as provided in the Indenture), (d) certain funds and accounts established under the Indenture and investment earnings thereon and money, securities and obligations therein (subject to disbursements from such fund or account upon the conditions set forth in the Indenture), (e) all money and securities from time to time held by the Trustee under the terms of the Indenture and any and all other real or personal property conveyed, mortgaged, pledged, assigned or transferred as and for additional security under the Indenture, and (e) proceeds of the foregoing, all as set forth in the Indenture.

The Authorized Officers, and each of them acting alone, are hereby granted the discretionary authority to determine, prior to the issuance of the 2021 Bonds, that it is necessary or desirable to encumber any or all of the 2021 Projects with one or more Deeds of Trust and, if so determined, to negotiate and approve the forms of such Deeds of Trust on behalf of the Authority.

The 2021 Bonds shall not be a debt of the County, the State or any political subdivision thereof, and the 2021 Bonds shall so state on their face. Neither the County, the State nor any political subdivision thereof (except the Authority, from the sources identified herein and in the Indenture) shall be liable for payment of the 2021 Bonds nor in any event shall principal of, premium, if any, on and interest on the 2021 Bonds be payable out of any funds or assets other than those pledged to that purpose by the Authority herein and in the Indenture. The Authority has no taxing power.

The Authority reserves without limitation the right to issue other obligations, the principal of and interest on which are to be paid from the General Revenues on a parity of lien with the Bonds. The Authority may also pledge any specific revenues, which otherwise would be General Revenues, to the payment of other obligations, such payments to have priority over the payments to be made under the Bonds.

In addition, the Authority reserves the right to issue Additional Bonds under and in accordance with the terms of the Indenture, which Additional Bonds will be payable from and secured by the Trust Estate pledged under the Indenture.

None of the Commissioners, officers or employees of the Authority shall be personally liable for the payment of the Bonds.

Section 5. Form and Execution of 2021 Bonds. Each series of the 2021 Bonds shall be in a form consistent with the provisions of this resolution, the Indenture and State law, shall bear the manual or facsimile signatures of the Chair of the Board and Executive Director of the Authority and shall be impressed with the seal of the Authority or shall bear a facsimile thereof.

The 2021 Bonds shall be authenticated by the Bond Registrar as set forth in the Indenture. No 2021 Bond shall be valid for any purpose until so authenticated. The authorized signing of a Certificate of Authentication shall be conclusive evidence that the 2021 Bond so authenticated has been duly executed, authenticated and delivered and is entitled to the benefits of this resolution.

Section 6. Preservation of Tax Exemption for Interest on 2021 Bonds. The Authority covenants that it will take all actions necessary to prevent interest on the 2021 Bonds from being included in gross income for federal income tax purposes, and it will neither take any action nor make or permit any use of proceeds of the 2021 Bonds or other funds of the Authority treated as proceeds of the 2021 Bonds at any time during the term of the 2021 Bonds that would cause interest on the 2021 Bonds to be included in gross income for federal income tax purposes. The Authority also covenants that, to the extent arbitrage rebate requirements of Section 148 of the Code are applicable to the 2021 Bonds, it will take all actions necessary to comply (or to be treated as having complied) with those requirements in connection with the 2021 Bonds, including the calculation and payment of any penalties that the Authority has elected to pay as an alternative to calculating rebatable arbitrage, and the payment of any other penalties if required under Section 148 of the Code to prevent interest on the 2021 Bonds from being included in gross income for federal income tax purposes.

Section 7. Refunding of the Refunded Obligations. The proceeds of the sale of the 2021 Bonds to be used to pay and redeem all or a portion of the Refunded Obligations shall be promptly transferred by the Trustee to the holder of each of the Refunded Obligations, and used, together with proceeds of the other Authority obligations issued for such purposes and, if necessary, other money of the Authority available for such purposes, to redeem all or a portion of the outstanding Refunded Obligations. The proper officials of the Authority are authorized and directed to give or cause to be given such notices as are required in order to effect the redemption of the Refunded Obligations prior to their respective maturities. The Board hereby delegates to the Authorized Officers, and each of them acting alone, the discretionary authority to determine, prior to the issuance and sale of the 2021 Bonds, to omit, in whole or in part, any issue included in the definition of "Refunded Obligations" set forth in Section 1.

Section 8. Authority Findings with Respect to Refunding. The Board finds and determines that the issuance and sale of the 2021 Bonds at this time is in the best interest of the Authority. In making such finding and determination, the Board has given consideration to the terms and maturities of the Refunded Obligations, the proposed terms and maturities of the 2021 Bonds, and the costs of issuance of the 2021 Bonds.

Section 9. Delegation; Authorization of Documents and Execution Thereof. The Board hereby delegates to the Authorized Officers, and each of them acting alone, the authority to negotiate and approve the forms of the Indenture, the Bond Purchase Contract, the Continuing Disclosure Agreement, the Tax Certificate, and any Deeds of Trust. The Authority authorizes and approves the execution and delivery of, and the performance by the Authority of its obligations contained in, the 2021 Bonds, the Indenture, the Bond Purchase Contract, the Continuing Disclosure Agreement, the Tax Certificate, any Deeds of Trust, and this resolution and the consummation by the Authority of all other transactions contemplated by this resolution in connection with the issuance of the 2021 Bonds and the refunding of the Refunded Obligations.

The Authorized Officers, and each of them acting alone, are further authorized and directed to do everything necessary for the issuance, execution and delivery of the 2021 Bonds, including, without limitation, appointing the Trustee, and "deeming final" the preliminary official statement for the 2021 Bonds for the sole purpose of the 2021 Bond purchaser's compliance with Securities and Exchange Commission Rule 15c2-12(b)(1), and to execute and deliver, on behalf of the Authority, Indenture, the Bond Purchase Contract, the Continuing Disclosure Agreement, the Tax Certificate, any Deeds of Trust, and any other documents that may be useful or necessary in connection with the refunding of the Refunded Obligations, the issuance of the 2021 Bonds, and the proper use and application of the proceeds from the sale of the 2021 Bonds. The Authorized Officers, and each of them acting alone, are further authorized to approve and execute an official statement for the 2021 Bonds.

The delegation to the Authorized Officers set forth in this resolution shall include setting the final number of series, series designations, principal amounts, maturity dates, principal and interest payment dates, redemption provisions, interest rates, and other terms for the 2021 Bonds; *provided* that (a) the aggregate principal amount of the 2021 Bonds does not exceed \$63,000,000, and (b) the final maturity of the 2021 Bonds does not exceed forty years from their date of issue.

Section 10. Acting Officers Authorized. Any action required by this resolution to be taken by the Chair of the Board or Executive Director of the Authority may in the absence of such person be taken by the duly authorized acting Chair of the Board or Deputy Executive Director of the Authority, respectively.

Section 11. Approval of Bond Purchase Contract. It is anticipated that KeyBanc Capital Markets Inc. will present the Bond Purchase Contract to the Authority offering to purchase the 2021 Bonds under the terms and conditions provided herein. The Board finds that entering into the Bond Purchase Contract is in the best interest of the Authority, and therefore authorizes the Authorized Officers, and each of them acting alone, to accept such offer on behalf of the Authority.

The 2021 Bonds will be prepared at the Authority's expense and will be delivered to the purchaser thereof, with the approving legal opinion of Foster Garvey P.C. (or its successor), bond counsel of Seattle, Washington, regarding the 2021 Bonds.

The proper Authority officials are authorized and directed to do everything necessary for the prompt delivery of the 2021 Bonds to the purchaser thereof and for the proper application and use of the proceeds of the sale thereof.

<u>Section 12</u>. <u>Ratification and Confirmation</u>. 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 13. Supplemental Authorization. The Authorized Officers, and each of them acting alone, are authorized on behalf of the Authority to: (i) determine that any document authorized by this

resolution is, at the time such document otherwise would be executed, no longer necessary or desirable and, based on such determination, cause the Authority not to execute or deliver such document; (ii) execute and deliver and, if applicable, file (or cause to be delivered and/or filed) any government forms, applications, affidavits, certificates, letters, documents, agreements and instruments that such officer determines to be necessary or advisable to give effect to this resolution and to consummate the transactions contemplated herein; (iii) cause the Authority to expend such funds as are necessary to pay for all filing fees, application fees, registration fees and other costs relating to the actions authorized by this resolution; and (iv) notwithstanding any other Authority resolution, rule, policy, or procedure, to create, accept, execute, send, use, and rely upon such tangible medium, manual, facsimile, or electronic documents, records and signatures under any security procedure or platform, as in such Authorized Officer's judgment may be necessary or desirable to give effect to this resolution and to consummate the transactions contemplated herein.

Section 14. Execution of Duties and Obligations. The Board authorizes and directs the Authority's Executive Director to cause the Authority to fulfill the Authority's duties and obligations under the Notes and this resolution.

<u>Section 15</u>. Changes to Titles or Parties. While the titles of and parties to the various documents described herein may change, no change to such titles or parties shall affect the authority conferred by this resolution to execute, deliver, file (if required), enforce and perform the documents in their final form.

<u>Section 16</u>. <u>Severability</u>. 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 provisions of this resolution and shall in no way affect the validity of the other provision of this resolution or the 2021 Bonds.

<u>Section 17</u>. <u>Effective Date</u>. 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 JULY, 2021.

HOUSING AUTHORITY OF THE COUNTY OF KING

Board of Commissioners

Attest:

STEPHEN J. NORMAN

Executive Director and Secretary-Treasurer

CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Executive Director and Secretary-Treasurer 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. 5697 (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 July 19, 2021 (the "Meeting"), and duly recorded in the minute books of the Authority;
- That in accordance with RCW 43.06.220, and the Proclamations of the Governor of 2. the State of Washington, as extended by the leadership of the Washington State Senate and House of Representatives (a) one or more options were provided for the public to attend the Meeting remotely, including by telephonic access, and (b) the means of attending the Meeting provided the ability for all persons attending the Meeting to hear each other at the same time;
- The public was notified of access options for remote participation in the Meeting via the Authority's website; and
- The Meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of the Meeting was given; that a quorum was present throughout the Meeting through telephonic and/or internet means of remote access, 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 July, 2021.

Stephen J. Norman

Executive Director and Secretary-Treasurer of the

Authority