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10/28/85

RESOLUTION NO. 724

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF REDMOND, WASHINGTON, APPROVING THE ISSUANCE BY THE REDMOND PUBLIC CORPORATION OF ITS INDUSTRIAL DEVELOPMENT REVENUE BOND, SERIES 1985, TO ROSEMAR ASSOCIATES IN THE AGGREGATE PRINCIPAL AMOUNT OF \$900,000; AND APPROVING THE RESOLUTION OF THE CORPORATION AUTHORIZING SAID BOND.

WHEREAS, the City of Redmond, Washington, by Ordinance No. 1060, has approved and authorized the creation of the Redmond Public Corporation (the "Public Corporation") as a public corporation of the State of Washington pursuant to the provisions of Chapter 300, Laws of Washington and the provisions of Chapter 39.84 RCW (the "Act") to act on behalf of the City to issue nonrecourse revenue bonds for the purpose of financing the costs of qualified industrial development facilities within the meaning of the Act, and

WHEREAS, the Public Corporation, by Resolution No. 85-6 (the "Bond Resolution") adopted on May 21, 1985, has authorized the issuance and sale of a certain issue in the amount of \$900,000, of its Industrial Development Revenue Bonds for the RoseMar Associates project (the "Project"), and

WHEREAS, the Act requires that the governing body of the creating municipality approve the resolution of the Public Corporation authorizing the issuance of bonds approved by the Public Corporation, and

WHEREAS, the City Council has reviewed the Bond Resolution and intends, by adoption of this resolution, to approve the same and its agreement to issue the Bond upon the terms set forth therein and in various agreements approved therein in accordance with the Act, and

WHEREAS, the City Council held a public hearing not less than fourteen (14) days after publication of notice in a newspaper in general circulation in the City and having heard all of those who wished to speak, closed said hearing, and

WHEREAS, the City is the planning jurisdiction within which the proposed industrial development facility lies and the City Council, pursuant to RCW 39.84.060, has determined that all planning requirements of the City for the project have been or may reasonably be expected to be satisfied and that the project should be approved, now, therefore,

THE CITY COUNCIL OF THE CITY OF REDMOND, WASHINGTON, HEREBY RESOLVE AS FOLLOWS:

Section 1. The issuance and sale by the Public Corporation of its nonrecourse industrial revenue bonds in the aggregate amount of \$900,000 for the Project, the Bond Resolution, and all agreements and documents necessary to issue the Bond therein expressed and approved, are hereby approved in accordance with RCW 39.84.100. A copy of the Bond Resolution, Resolution No. 85-12 of the Public Corporation, is attached hereto and incorporated herein by this reference as if fully set forth.

Section 2. This resolution shall take effect immediately from and after its adoption and approval as required by law.

RESOLVED this 5th day of November, 1985.

CITY OF REDMOND


MAYOR, DOREEN MARCHIONE

ATTEST/AUTHENTICATED:


CITY CLERK, DORIS A. SCHAIBLE

FILED WITH THE CITY CLERK: October 30, 1985
PASSED BY THE CITY COUNCIL: November 5, 1985
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RESOLUTION NO. 85-12

AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF AN INDUSTRIAL DEVELOPMENT REVENUE BOND (ROSEMAR ASSOCIATES PROJECT), SERIES 1985, THE EXECUTION AND DELIVERY OF A DEPOSITARY AGREEMENT AND ASSIGNMENT, LOAN AGREEMENT AND BOND PURCHASE CONTRACT AND CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, Redmond Public Corporation (the "Issuer"), a public corporation and an authority and instrumentality, created under the auspices of the City of Redmond for the specific public purposes authorized by 1981 Washington Laws, Chapter 300 (the "Act") and Ordinance 1060 (the "Ordinance"), is authorized under the provisions of the Act to issue revenue bonds for industrial development purposes; and

WHEREAS, on May 21, 1985, the Board of Directors of the Issuer adopted Resolution No. 85-6 which indicated its intention to issue its industrial development revenue bonds and loan the proceeds thereof to James Rose, Michael Schreck, R. H. Baugh, William Dorsey, Jack Martin, Harlan Patterson and Nick Westlund (the "Applicants") to finance the construction of certain industrial development facilities to be located in the City of Redmond, Washington (the "Project") and such Resolution was approved by Resolution No. 707 of the Redmond City Council;

WHEREAS, the Applicants have assigned their rights and duties under Resolution No. 85-6 to Rosemar Associates, a Washington general partnership consisting of at least James Rose, Michael Schreck, R. H. Baugh, William Dorsey, Jack Martin and Nick Westlund (the "Company"), and the Company has agreed to accept the duties of the Applicants under Resolution No. 85-6 as evidenced by an assignment presented at this meeting; and

WHEREAS, the Issuer has determined to authorize the issuance of its Redmond Public Corporation Industrial Development Revenue Bond (Rosemar Associates Project), Series 1985, pursuant to this Resolution and the Depositary Agreement and Assignment dated as of November 1, 1985 (the "Depositary Agreement") between the Issuer and Peoples National Bank, a national banking association, as Registered Owner and Depositary, to obtain funds to finance the Project for the Company pursuant to a Loan Agreement dated as of November 1, 1985 (the "Agreement") between the Issuer and the Company; and

WHEREAS, the Bond will be paid as described in the Depositary Agreement and shall constitute a limited obligation of the Issuer as provided in the Depositary Agreement and the Act and shall never constitute an obligation of the City of Redmond; and

WHEREAS, the Issuer has determined that financing the Project for the Company and issuing the Bond as hereinafter

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provided will promote and serve the intended purposes of and in all respects shall conform to the provisions and requirements of the Act, the Ordinance and the Charter of the Issuer; and

WHEREAS, Peoples National Bank, a national banking association (the "Bank"), proposes to purchase the Bond pursuant to the terms and conditions of a Bond Purchase Contract dated as of November 1, 1985 (the "Bond Purchase Contract") between the Issuer and the Bank and approved by the Company;

THE BOARD OF DIRECTORS OF THE ISSUER HEREBY RESOLVES AS FOLLOWS:

SECTION 1. Pursuant to the Act, an industrial development revenue bond of the Issuer, designated as "Redmond Public Corporation Industrial Development Revenue Bond (Rosemar Associates Project), Series 1985" in the principal amount of \$900,000 (the "Bond"), is authorized to be issued.

SECTION 2. It is hereby determined (a) that based upon the unconditional obligation of the Company in Section 4.3 of the Agreement to make payments sufficient to pay the principal, interest, and premium, if any, owing on the Bond, there are sufficient revenues to pay the principal, interest, and premium, if any, owing on the Bond and (b) that Section 4.4 of the Agreement obligates the Company to maintain the Project and (c) that Section 5.1 of the Agreement obligates the Company to carry all proper insurance with respect thereto. The Agreement

in substantially the form presented to this meeting and attached hereto as Exhibit A is hereby approved. The Board hereby specifically finds and declares that the representations of the Issuer set forth in said form of Agreement are true and correct. The Chairman or the Vice Chairman are each hereby authorized and directed, for and in the name and on behalf of the Issuer, to execute and deliver an Agreement in substantially said form, with such changes therein as the officer signing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 3. The Depositary Agreement in substantially the form presented to this meeting and attached hereto as Exhibit B is hereby approved. The Chairman or the Vice Chairman are each hereby authorized and directed, for and in the name and on behalf of the Issuer, to execute and deliver to the Registered Owner and Depositary a Depositary Agreement in substantially said form, with such other changes therein as the officer signing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The date, maturity date, interest rate or rates, interest payment dates, denomination, form, registration privileges, manner of execution, place or places of payment, terms of redemption, and other terms of the Bond shall be as provided in said Depositary Agreement, as finally executed.

SECTION 4. The Bond Purchase Contract between the Issuer and the Bank and approved by the Company in substantially the form presented to this meeting and attached hereto as Exhibit C is hereby approved. The Chairman or the Vice Chairman are each hereby authorized and directed, for and in the name and on behalf of the Issuer, to execute and deliver to the Bank said Bond Purchase Contract in substantially said form, with such changes therein as the officer signing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 5. The Chairman or the Vice Chairman are each hereby authorized and directed to execute, in the name and on behalf of the Issuer and under its seal, the Bond in substantially the form attached as Exhibit A to the Depositary Agreement, in a principal amount not to exceed \$900,000 in accordance with the Bond Purchase Contract and the Depositary Agreement, and to deliver the Bond to the Bank in accordance with the Bond Purchase Contract, upon payment of the purchase price thereof.

SECTION 6. The Secretary or his duly authorized alternate are each hereby authorized and directed to attest the signatures of the officers of the Issuer and to affix and attest the seal of the Issuer as may be required in connection with the execution and delivery of any and all certificates, documents and instruments necessary to consummate the issuance and delivery of the Bond in accordance with this Resolution.

SECTION 7. A proposed form of opinion prepared by Perkins Coie, bond counsel (the "Bond Counsel"), in the form attached hereto as Exhibit D, has been reviewed at this meeting. It is anticipated that an opinion of Bond Counsel in substantially the form of Exhibit D shall be dated and signed as of the date of issuance of the Bond. In reliance upon the opinion of Bond Counsel that interest on the Bond will be exempt from federal income taxation, the Board of Directors hereby finds that the interest paid on the Bond will be exempt from income taxation by the federal government.

SECTION 8. Each of the officers of the Issuer is hereby authorized, for and in the name and on behalf of the Issuer, to do any and all things and execute and deliver any and all certificates and documents which they, or any of them, may deem necessary or appropriate in order to consummate the issuance and delivery of the Bond in accordance with this Resolution and resolutions heretofore approved by this Board.

SECTION 9. This Resolution shall be submitted to the Redmond City Council for its approval or disapproval at the next regular meeting thereof. In the event the Redmond City Council disapproves, this Resolution shall become null and void without further effect.

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SECTION 10. This Resolution, subject to the provisions of Section 9, shall take effect immediately upon its adoption.

ADOPTED by the Board of Directors of the Redmond Public Corporation at a regular meeting on November 5, 1985.


REDMOND PUBLIC CORPORATION



Arnold J. Tomac, Director

absent


Roger Trepanier, Director



John P. Vache, Director

[SEAL]

Attest:



John D. Wallace
Secretary

SECRETARY'S CERTIFICATE

I, John D. Wallace, Secretary of Redmond Public Corporation, hereby certify that the foregoing is a full, true and correct copy of a Resolution duly adopted at a regular meeting of the Board of Directors of said corporation duly held at the regular meeting place thereof on the 5th day of November, 1985, of which meeting all of the members of said Board of Directors had due notice in accordance with the Bylaws of the corporation and statutes of the State of Washington including the Open Public Meetings Act and at which a quorum was present; and that at said meeting, said Resolution was adopted by the following vote:

AYES: _____

NOES: _____

ABSENT: _____

ABSTAINING: _____

I further certify that I have carefully compared the foregoing with the original minutes of said meeting on file and of record in my office; that said Resolution is a full, true and correct copy of the original Resolution adopted at said meeting and entered in said minutes; and that said Resolution has not been amended, modified or rescinded since the date of its adoption, and is now in full force and effect.

WITNESS my hand and the seal of the Redmond Public Corporation this 5th day of November, 1985.

[SEAL]

John D. Wallace, Secretary