

BOARD OF MASON COUNTY COMMISSIONERS' PROCEEDINGS

July 26, 2011

1. Call to Order – The Chairperson called the regular meeting to order at 6:01 p.m.
2. Pledge of Allegiance – Douglas Sayan led the flag salute.
3. Roll Call – Present: Commissioner District 1 - Lynda Ring Erickson; Commissioner District 2 – Tim Sheldon; Commissioner District 3 – Jerry Lingle.
4. Correspondence and Organizational Business
 - 4.1 Correspondence
 - 4.1.1 The Washington State Liquor Control Board sent notice of establishments in Mason County with liquor licenses due to expire on October 31, 2011.
 - 4.1.2 The Economic Development Council of Mason County sent their second quarter report.
 - 4.1.3 Michael Olsen is seeking appointment to the Historic Preservation Commission.
 - 4.2 Barbara Adkins, Department of Community Development, read a news release announcing a vacancy on the Planning Advisory Commission.
 - 4.3 Brian Matthews, Public Works, announced that the Public Works department is updating their Small Works Roster.
 - 4.4 Mr. Matthews also announced a bid award to Miles Resources of Shelton for County Road Project 1860, Shelton Matlock Brady Road, for the "S" Curves Safety Project in the amount of \$1,124,742.
5. Open Forum for Citizen Input –
 - 5.1 Bob Harris discussed the ERU calculations for the Belfair Sewer system. The calculations presented at the public hearing were based on 135 gallons per day. He researched neighboring sewer systems and found a big difference. He provided examples of local cities' ERU calculations. He thought the 135 ERU was out of line because the neighboring cities are all higher. He believes the consultants are wrong because the people of Belfair's water usage isn't any different than neighboring cities.
6. Adoption of Agenda - **Cmmr. Sheldon/Lingle moved and seconded to adopt the agenda as published. Motion carried unanimously. RE-aye; S-aye; L-aye.**
7. Approval of Minutes – June 27, 2011 and July 4, 2011 briefing meeting minutes; July 14, 2011 special meeting minutes.

Cmmr. Lingle/Sheldon moved and seconded to approve the June 27, 2011 and July 4, 2011 briefing meeting minutes; July 14, 2011 special meeting minutes. Motion carried unanimously. RE-aye; S-aye; L-aye.
8. Approval of Action Agenda:
 - 8.1 Approval for the County Engineer, Brian Matthews, to sign the annual agreement with PUD 3 for Public Works to park maintenance equipment at PUD 3's Dayton Facility.
 - 8.2 Approval of the Juvenile Accountability Block Grant agreement #0663-99184-06 (JABG) between Juvenile Rehabilitation Administration and Mason County Juvenile Court in the amount of \$10,325 with a cash match of \$1,147, which is provided by State Community Juvenile Accountability Act (CJAA) funds. The contract period is July 1, 2011 through June 30, 2012 and will be for the evidence-based Aggression Replacement Training (ART) program.

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- 8.3 Approval of Interagency Agreement #IAA12041 between the State of Washington Administrative Office of the Courts and Mason County Juvenile Court for BECCA funding for a maximum of \$71,154 with no cash match requirement. The contract period is July 1, 2011 through June 30, 2012.
- 8.4 Approval to extend the agreement with Pettit Oil of Hoquiam for gasoline, diesel and heating fuel to July 31, 2012 with the current terms and conditions.
- 8.5 Approval of the resolution providing for the issuance and sale of limited tax general obligation bonds of the county in the principal amount not to exceed \$7,000,000.00 for the Belfair Wastewater and Water Reclamation Facilities project at a competitive sale on August 9, 2011.
- Resolution 45-11 (Exhibit A)**
- ~~8.6 Approval of the second extension of the Interlocal Agreement for Fire Investigation Services between Mason County and Mason County Fire District Five. This extension shall terminate on September 30, 2011 and there is no cost to the County.~~
- 8.7 Approval to appoint the following people to the Advisory Committee on the 1/10th of 1% Sales and Use Tax for Mental Health and Substance Abuse Prevention and Treatment Services: Debra Nielsen, Executive Director, Mason County Homeless Shelter, Patti Sells, Chair, Mason County Housing Coalition, Mark Freedman, Director, Thurston/Mason Social Services and Thurston/Mason Regional Support Network, Kim Klint, Executive Director, Mason Matters, Tom Davis, Citizen, Jeannie Gruber, Executive Director, United Way of Mason County, Douglas Sayan, Citizen, Shawnie Whelan, Citizen, Tom Haugen, Chief, Mason County Jail Services, Jerry Lingle, Mason County Commissioner and Chair, Mason County Board of Health, *Laura Porter, Family Policy Council*
- 8.8 Approval of Veterans Assistance Fund application for: Morris Hobart - utilities \$175.74 and Terry McFarlane (Kathleen) - food \$75.00 for a total of \$250.74 as recommended by the Veterans Assistance Fund Screening Committee.

Bob Harris asked for more information on item 8.5. He wanted to know how the amount of 7 million dollars was determined and if more bonds will be available to be purchased in the future.

Emmett Dobey, Utilities and Waste Management, explained that the sale of bonds was needed for three reasons. The original proposal was to lease the land for the facility but it was a better investment to purchase it outright. The granting agencies are withholding 2 million dollars and the plant has to operate for a period of time before that money can be released. The community felt the connection charges were excessive so they will be allowed to finance the first half of the connection charge and other connection costs. They discussed how much to bond with the bonding agencies. It was not to exceed 7 million dollars. It is not in the plan to sell additional bonds after the project. He noted that bonds were also used in the North Bay and Allyn treatment plants.

Lisa Frazier, Treasurer, added that the resolution doesn't show the interest rate because that won't be determined until the bonds are sold. The sale is tentatively set for the 9th.

Mr. Harris asked how much the property cost.

Mr. Dobey replied that it was about \$530,000.

Mr. Harris asked if the interest rates of the bonds could be estimated.

Mr. Dobey thought it would be about 2.5% to 3% but they won't know until they sell them.

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Mr. Harris noted that there is a 5% charge for people borrowing for their hook ups. He wondered if that could be lowered to match the interest on the bonds.

Gordon Wilson, FCS Group, replied that it could be done after the amount of the interest rate is known. There will also be administrative costs and repayment risks to consider.

Mr. Harris asked if the loan would be on a lien basis to reduce the risk.

Mr. Wilson explained that the repayment risk refers to the timing of repayment compared to the bonds.

Mr. Harris thought the interest rate should be as low as possible so it is easier for the community to pay back their loans.

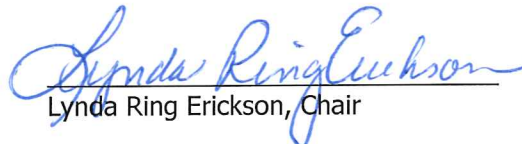
Tom Davis thought the purchase price of the property seemed high.

Mr. Dobey explained that there were two separate appraisals.

Cmmr. Lingle/Sheldon moved and seconded to approve Action items 8.1 through 8.8, with the exception of item 8.6, which has been removed. Motion carried unanimously. RE-aye; S-aye; L-aye.

9. 6:30 p.m. Public Hearings and Items Set for a Certain Time – There were no public hearings scheduled.
10. Other Business (Department Heads and Elected Officials) – There was no other business.
11. Board's Reports and Calendar - The Commissioners reported on meetings attended the past week and announced their upcoming weekly meetings.
12. Adjournment – The meeting adjourned at 6:45 p.m.

BOARD OF COUNTY COMMISSIONERS
MASON COUNTY, WASHINGTON


Lynda Ring Erickson, Chair


Tim Sheldon, Commissioner

ATTEST:


Shannon Goudy, Clerk of the Board


Jerry K. Lingle, Commissioner

MASON COUNTY, WASHINGTON

RESOLUTION NO. 45-11

A RESOLUTION of the Board of Commissioners of Mason County, Washington, providing for the issuance and sale of limited tax general obligation bonds of the County in the principal amount of not to exceed \$7,000,000 for the Belfair Wastewater and Water Reclamation Facilities project and providing the form and terms of the bonds.

July 26, 2011

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MASON COUNTY, WASHINGTON

RESOLUTION NO. 45-11

A RESOLUTION of the Board of Commissioners of Mason County, Washington, providing for the issuance and sale of limited tax general obligation bonds of the County in the principal amount of not to exceed \$7,000,000 for the Belfair Wastewater and Water Reclamation Facilities project and providing the form and terms of the bonds.

WHEREAS, Mason County, Washington (the "County"), is in need of additional funds to complete the construction of the new wastewater treatment and water reclamation facilities in Belfair (the "Project"); and

WHEREAS, the Board of Commissioners deems it to be in the best interests of the County to issue and sell the Bonds to pay part of the costs of the Project, to capitalize interest and pay the costs of issuance and sale of the Bonds;

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF MASON COUNTY, WASHINGTON, DO RESOLVE AS FOLLOWS:

Section 1. Definitions. As used in this resolution, the following words shall have the following meanings:

"Board" means the Board of Commissioners of Mason County, the general legislative authority of the County.

"Bond Fund" means the "Belfair WWWS/Mason County Limited Tax General Obligation Bond Fund, 2011" established pursuant to Section 14 of this resolution.

"Bond Register" means the books or records maintained by the Bond Registrar containing the name and mailing address of the owner of each Bond and the principal amount and number of Bonds held by each owner.

"Bond Registrar" means the Fiscal Agent.

“Bonds” means the Limited Tax General Obligation Bonds, 2011, of the County issued in one or more series in the aggregate principal amount of not to exceed \$7,000,000 pursuant to and for the purposes provided in this resolution.

“Code” means the United States Internal Revenue Code of 1986, as amended, and applicable rules and regulations promulgated thereunder.

“County” means Mason County, Washington, a municipal corporation duly organized and existing under and by virtue of the laws of the state of Washington.

“DTC” means The Depository Trust Company, New York, New York.

“Fiscal Agent” means the fiscal agent of the State of Washington, as the same may be designated by the State from time to time.

“Letter of Representations” means the Blanket Issuer Letter of Representations between the County and DTC, dated May 1, 1998, as it may be amended from time to time.

“MSRB” means the Municipal Securities Rulemaking Board.

“Project” means construction of new wastewater treatment and water reclamation facilities in Belfair, and other capital projects as determined by the Board.

“Sale Resolution” means the resolution to be adopted by the Board accepting the bid or purchase contract for the Bonds and setting the principal amounts and interest rates.

“SEC” means the United States Securities and Exchange Commission.

Section 2. Authorization of Bonds. The County shall borrow money on the credit of the County and issue its limited tax general obligation bonds evidencing that indebtedness for general County purposes to provide the funds to pay part of the cost of the Project, to capitalize interest and to pay the costs of issuance and sale of the Bonds. The general indebtedness to be incurred shall, when added to the outstanding indebtedness, be within the limit of up to 1-1/2%

of the value of the taxable property within the County permitted for general municipal purposes without a vote of the qualified voters therein.

Section 3. Description of Bonds. The Bonds may be issued in one or more series; shall be designated Limited Tax General Obligation Bonds and have such series or other designation as determined by the County or as specified by the Sale Resolution consistent with the provisions of this resolution. The Bonds shall be in the aggregate principal amount of not to exceed \$7,000,000. The Bonds shall be dated their initial date of delivery; shall be in the denomination of \$5,000 or any integral multiple thereof within a single maturity; shall be numbered separately in the manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification; shall bear interest (computed on the basis of a 360-day year of twelve 30-day months) payable at the rates and payable on the dates provided in the Sale Resolution, until the Bonds have been paid or their payment duly provided for, and shall mature on the dates and in the amounts set forth in the Sale Resolution. The life of the capital facilities to be acquired with the proceeds of the Bonds will exceed the term of the Bonds.

Section 4. Registration and Transfer of Bonds. The Bonds shall be issued only in registered form as to both principal and interest and shall be recorded on the Bond Register. The Bond Register shall contain the name and mailing address of the owner of each Bond and the principal amount and number of each of the Bonds held by each owner.

Bonds surrendered to the Bond Registrar may be exchanged 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. Any exchange or transfer shall be without cost to the owner or transferee.

The Bond Registrar shall not be obligated to exchange or transfer any Bond during the 15 days preceding any principal payment or redemption date.

The Bonds initially shall be registered in the name of Cede & Co., as the nominee of DTC. The Bonds so registered shall be held in fully immobilized form by DTC as depository in accordance with the provisions of the Letter of Representations. Neither the County nor the Bond Registrar shall have any responsibility or obligation to DTC participants or the persons for whom they act as nominees with respect to the Bonds regarding accuracy of any records maintained by DTC or DTC participants of any amount in respect of principal of or interest on the Bonds, or any notice which is permitted or required to be given to registered owners hereunder (except such notice as is required to be given by the Bond Registrar to DTC).

For as long as any Bonds are held in fully immobilized form, DTC, its nominee or its successor depository shall be deemed to be the registered owner for all purposes hereunder and all references to registered owners, bondowners, bondholders or the like shall mean DTC or its nominee and, except for the purpose of the County's undertaking herein to provide continuing disclosure, shall not mean the owners of any beneficial interests in the Bonds. Registered ownership of such Bonds, or any portions thereof, may not thereafter be transferred except: (i) to any successor of DTC or its nominee, if that successor shall be qualified under any applicable laws to provide the services proposed to be provided by it; (ii) to any substitute depository appointed by the County or such substitute depository's successor; or (iii) to any person if the Bonds are no longer held in immobilized form.

Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository, or a determination by the County that it no longer wishes to continue the system of book entry transfers through DTC or its successor (or any

substitute depository or its successor), the County may appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

If (i) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or (ii) the County determines that the Bonds are to be in certificated form, the ownership of Bonds may be transferred to any person as provided herein and the Bonds no longer shall be held in fully immobilized form.

Section 5. Payment of Bonds. Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America. Interest on the Bonds shall be paid by checks or drafts of the Bond Registrar mailed on the interest payment date to the registered owners at the addresses appearing on the Bond Register on the 15th day of the month preceding the interest payment date (the "record date") or, if requested in writing by a registered owner of \$1,000,000 or more in principal amount of Bonds prior to the applicable record date, by wire transfer on the interest payment date. Principal of the Bonds shall be payable upon presentation and surrender of the Bonds by the registered owners to the Bond Registrar. Notwithstanding the foregoing, for as long as the Bonds are registered in the name of DTC or its nominee, payment of principal of and interest on the Bonds shall be made in the manner set forth in the Letter of Representations.

Section 6. Redemption Provisions and Open Market Purchase of Bonds.

(a) Optional Redemption. Pursuant to the Sale Resolution, the Board may provide that certain Bonds are subject to optional redemption prior to their maturity.

(b) Mandatory Redemption. Pursuant to the Sale Resolution, the Board may provide that certain Bonds are term bonds subject to mandatory sinking fund payments in designated amounts and years.

(c) Partial Redemption. 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, for the then unredeemed balance of the principal amount, a new Bond or Bonds, at the option of the Registered Owner, of like maturity and interest rate in any authorized denomination as provided in the Sale Resolution.

(d) Purchase on Open Market. The County reserves the right to purchase any of the Bonds in the open market at any time and at any price.

Section 7. Notice of Redemption. While the Bonds are held by DTC in book-entry only form, any notice of redemption shall be given at the time, to the entity and in the manner required by DTC in accordance with the Letter of Representations, and the Bond Registrar shall not be required to give any other notice of redemption. If the Bonds cease to be in book-entry only form, the County shall cause notice of any intended redemption of Bonds to be given by the Bond Registrar not less than 20 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the registered owner of any Bond to be redeemed at the address appearing on the Bond Register at the time the Bond Registrar prepares the notice, and the requirements of this sentence shall be deemed to have been fulfilled when notice has been mailed as so provided, whether or not it is actually received by the owner of any Bond.

In the case of an optional redemption, the notice may state that the County retains the right to rescind the redemption notice and the related optional redemption of Bonds by giving a notice of rescission to the affected registered owners at any time prior to the scheduled optional

redemption date. Any notice of optional redemption that is so rescinded shall be of no effect, and the Bonds for which the notice of optional redemption has been rescinded shall remain outstanding.

Interest on Bonds called for redemption shall cease to accrue on the date fixed for redemption unless the Bond or Bonds called are not redeemed when presented pursuant to the call. In addition, the redemption notice shall be mailed within the same period, postage prepaid, to the MSRB, to any nationally recognized rating agency which at the time maintains a rating on the Bonds at the request of the County, and to such other persons and with such additional information as the County shall determine, but these additional mailings shall not be a condition precedent to the redemption of Bonds.

Section 8. Failure To Redeem Bonds. If any Bond is not redeemed when properly presented at its maturity or call date, the County shall be obligated to pay interest on that Bond at the same rate provided in the Bond from and after its maturity or call date until that Bond, both principal and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Bond Fund and the Bond has been called for payment by giving notice of that call to the registered owner thereof.

Section 9. Pledge of Taxes. For as long as any of the Bonds are outstanding, the County irrevocably pledges to include in its budget and levy taxes annually within the constitutional and statutory tax limitations provided by law without a vote of the electors of the County on all of the taxable property within the County in an amount sufficient, taking into account sewer revenues to be collected and grants to be received for the Project and other money legally available and to be used therefor, to pay when due the principal of and interest on the

Bonds, and the full faith, credit and resources of the County are pledged irrevocably for the annual levy and collection of those taxes and the prompt payment of that principal and interest.

Section 10. Form and Execution of Bonds. The Bonds shall be prepared in a form consistent with the provisions of this resolution and state law and shall be signed by the Chair of the Board and County Auditor as ex officio Clerk of the Board, either or both of whose signatures may be manual or in facsimile, and the seal of the County or a facsimile reproduction thereof shall be impressed or printed thereon.

Only Bonds bearing a Certificate of Authentication in the following form, manually signed by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this resolution:

CERTIFICATE OF AUTHENTICATION

This Bond is one of the fully registered Mason County, Washington, Limited Tax General Obligation Bonds, 2011, described in the Bond Resolution.

WASHINGTON STATE FISCAL AGENT
Bond Registrar

By [specimen]
Authorized Signer

The authorized signing of a Certificate of Authentication shall be conclusive evidence that the Bond so authenticated has been duly executed, authenticated and delivered and is entitled to the benefits of this resolution.

If any officer whose facsimile signature appears on the Bonds ceases to be an officer of the County authorized to sign bonds before the Bonds bearing his or her facsimile signature are authenticated or delivered by the Bond Registrar or issued by the County, those Bonds nevertheless may be authenticated, issued and delivered and, when authenticated, issued and

delivered, shall be as binding on the County as though that person had continued to be an officer of the County authorized to sign bonds. Any Bond also may be signed on behalf of the County by any person who, on the actual date of signing of the Bond, is an officer of the County authorized to sign bonds, although he or she did not hold the required office on the date of issuance of the Bonds.

Section 11. Duties of Bond Registrar. The Bond Registrar shall keep, or cause to be kept, sufficient books for the registration and transfer of the Bonds, which shall be open to inspection by the County at all times. The Bond Registrar is authorized, on behalf of the County, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this resolution, to serve as the County's paying agent for the Bonds and to carry out all of the Bond Registrar's powers and duties under this resolution establishing a system of registration for the County's bonds and obligations.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's Certificate of Authentication on the Bonds. The Bond Registrar may become the owner of Bonds with the same rights it would have if it were not the Bond Registrar and, to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as members of, or in any other capacity with respect to, any committee formed to protect the rights of Bond owners.

Section 12. Tax Covenants; Designation of Bonds as "Qualified Tax-Exempt Obligations".

(a) Preservation of Tax Exemption for Interest on Bonds. The County covenants that it will take all actions, consistent with the terms of the Bonds, this resolution, and the Sale Resolution, reasonably within its power and necessary to prevent interest on the 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 Bonds or other funds of the County treated as proceeds of the Bonds at any time during the term of the Bonds which will cause interest on the Bonds to be included in gross income for federal income tax purposes.

The County also covenants that it will, to the extent the arbitrage rebate requirement of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), is applicable to the Bonds, take all actions necessary to comply (or to be treated as having complied) with those requirements in connection with those Bonds, including the calculation and payment of any penalties that the County 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 Bonds from being included in gross income for federal income tax purposes.

(b) Designation of Bonds as "Qualified Tax Exempt Obligations." The County has determined and certifies that (a) the Bonds are not "private activity bonds" within the meaning of Section 141 of the Code; (b) the reasonably anticipated amount of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) which the County and any entity subordinate to the County (including any entity that the County controls, which derives its authority to issue tax exempt obligations from the County or that issues tax exempt obligations on behalf of the County) will use during the calendar year in which the Bonds are issued will not exceed \$10,000,000; and (c) the amount of tax exempt obligations, including the Bonds, designated by the County as "qualified tax exempt obligations" for the purposes of Section 265(b)(3) of the Code during the calendar year in which the Bonds are issued does not exceed \$10,000,000. The County designates the Bonds as "qualified tax exempt obligations" for the purposes of Section 265(b)(3) of the Code.

Section 13. Refunding or Defeasance of the Bonds. The County may issue refunding bonds pursuant to the laws of the State of Washington or use money available from any other lawful source to pay when due the principal of and interest on the Bonds, or any portion thereof included in a refunding or defeasance plan, and to redeem and retire, refund or defease all such then-outstanding Bonds (hereinafter collectively called the "defeased Bonds") and to pay the costs of the refunding or defeasance. If money and/or "government obligations" (as defined in chapter 39.53 RCW, as now or hereafter amended) maturing at a time or times and bearing interest in amounts (together with money, if necessary) sufficient to redeem and retire, refund or defease the defeased Bonds in accordance with their terms are set aside in a special trust fund or escrow account irrevocably pledged to that redemption, retirement or defeasance of defeased Bonds (hereinafter called the "trust account"), then all right and interest of the owners of the defeased Bonds in the covenants of this resolution and in the funds and accounts obligated to the payment of the defeased Bonds shall cease and become void. The owners of defeased Bonds shall have the right to receive payment of the principal of and interest on the defeased Bonds from the trust account. The County shall include in the refunding or defeasance plan such provisions as the County deems necessary for the random selection of any defeased Bonds that constitute less than all of a particular maturity of the Bonds, for notice of the defeasance to be given to the owners of the defeased Bonds and to such other persons as the County shall determine, and for any required replacement of Bond certificates for defeased Bonds. The defeased Bonds shall be deemed no longer outstanding, and the County may apply any money in any other fund or account established for the payment or redemption of the defeased Bonds to any lawful purposes as it shall determine.

If the Bonds are registered in the name of DTC or its nominee, notice of any defeasance of Bonds shall be given to DTC in the manner prescribed in the Letter of Representations for notices of redemption of Bonds.

Section 14. Bond Fund and Deposit of Bond Proceeds. The Bond Fund is hereby created and established in the office of the Treasurer as a special fund designated the Belfair WWWS/Mason County Limited Tax General Obligation Bond Fund, 2011 (the "Bond Fund"), for the purpose of paying principal of and interest on the Bonds. All revenue and taxes collected for and allocated to the payment of the principal of and interest on the Bonds shall be deposited in the Bond Fund.

There also is created and established in the office of the Treasurer as a special fund designated as the Belfair Waste Water & Water Reclamation Project Fund (the "Project Fund"). The principal proceeds and premium, if any, received from the sale and delivery of the Bonds shall be paid into the Project Fund and used for the purposes specified in Section 2 of this ordinance. Until needed to pay the costs of the Project and costs of issuance of the Bonds, the County may invest principal proceeds temporarily in any legal investment, and the investment earnings may be retained in the Project Fund and be spent for the purposes of that fund except that earnings subject to a federal tax or rebate requirement may be withdrawn from the Project Fund and used for those tax or rebate purposes.

Any Bond proceeds remaining after the Projects are completed shall be used for other capital projects approved by the County, or to repay the Bonds.

Section 15. Sale of Bonds; Official Statement. The Treasurer is authorized to sell the Bonds by competitive sale in accordance with a notice of sale that shall be consistent with this resolution; provided that the Bonds may be sold pursuant to a negotiated sale if the County

Treasurer determines that a negotiated sale is in the County's best interest because of market conditions. The Board shall adopt a Sale Resolution accepting the best bid or purchase contract for the Bonds. The County approves the preliminary official statement presented to the Board and ratifies the distribution of the preliminary official statement in connection with the offering of the Bonds. Pursuant to the Rule, the County deems the preliminary official statement as final as of its date except for the omission of information dependent upon the pricing of the Bonds and the completion of the purchase. The County agrees to cooperate with the purchaser to deliver or cause to be delivered, within seven business days from the date of the sale of the Bonds and in sufficient time to accompany any confirmation that requests payment from any customer of the purchaser, copies of a final official statement in sufficient quantity to comply with Section (b)(4) of the Rule and the rules of the MSRB. The County authorizes the purchaser to use the official statement, substantially in the form of the preliminary official statement, in connection with the sale of the Bonds. The Treasurer or Chair of the Board are hereby authorized to review and approve on behalf of the County the final Official Statement relative to the Bonds with such additions and changes as may be deemed necessary or advisable to them.

Section 16. Undertaking to Provide Continuing Disclosure. To meet the requirements of SEC Rule 15c2-12(b)(5) (the "Rule"), as applicable to a participating underwriter for the Bonds, the County makes the following written undertaking (the "Undertaking") for the benefit of holders of the Bonds:

(a) Undertaking to Provide Annual Financial Information and Notice of Listed Events. The County undertakes to provide or cause to be provided, either directly or through a designated agent, to the Municipal Securities Rulemaking Board (the "MSRB"), in an electronic

format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB:

(i) Annual financial information and operating data of the type included in the final official statement for the Bonds and described in subsection (b) of this section (“annual financial information”);

(ii) Timely notice (not in excess of 10 business days after the occurrence of the event) of the occurrence of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notice of Proposed Issue (IRS Form 5701 – TEB) or other material notices or determinations with respect to the tax status of the Bonds; (7) modifications to rights of holders of the Bonds, if material; (8) Bond calls (other than scheduled mandatory redemptions of Term Bonds), if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the County, as such “Bankruptcy Events” are defined in Rule 15c2-12; (13) the consummation of a merger, consolidation, or acquisition involving the County or the sale of all or substantially all of the assets of the County other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(14) appointment of a successor or additional trustee or the change of name of a trustee, if material; and

(iii) Timely notice of a failure by the County to provide required annual financial information on or before the date specified in subsection (b) of this section.

(b) Type of Annual Financial Information Undertaken to be Provided. The annual financial information that the County undertakes to provide in subsection (a) of this section:

(i) Shall consist of (1) annual financial statements prepared (except as noted in the financial statements) in accordance with applicable generally accepted accounting principles applicable to Washington state local governmental units, as such principles may be changed from time to time, which statements shall not be audited, except, however, that if and when audited financial statements are otherwise prepared and available to the County they will be provided; (2) authorized, issued and outstanding balance of general obligation bonds; (3) assessed valuation for the fiscal year; and (4) regular property tax levy rate and regular property tax levy rate limit for the fiscal year;

(ii) Shall be provided not later than the last day of the ninth month after the end of each fiscal year of the County (currently, a fiscal year ending December 31), as such fiscal year may be changed as required or permitted by State law, commencing with the County's fiscal year ending December 31, 2011; and

(iii) May be provided in a single or multiple documents, and may be incorporated by specific reference to documents available to the public on the Internet website of the MSRB or filed with the SEC.

(c) Amendment of Undertaking. The Undertaking is subject to amendment after the primary offering of the Bonds without the consent of any holder of any Bond, or of any broker,

dealer, municipal securities dealer, participating underwriter, rating agency or the MSRB, under the circumstances and in the manner permitted by the Rule.

The County will give notice to the MSRB of the substance (or provide a copy) of any amendment to the Undertaking and a brief statement of the reasons for the amendment. If the amendment changes the type of annual financial information to be provided, the annual financial information containing the amended financial information will include a narrative explanation of the effect of that change on the type of information to be provided.

(d) Beneficiaries. The Undertaking evidenced by this section shall inure to the benefit of the County and any holder of Bonds, and shall not inure to the benefit of or create any rights in any other person.

(e) Termination of Undertaking. The County's obligations under this Undertaking shall terminate upon the legal defeasance of all of the Bonds. In addition, the County's obligations under this Undertaking shall terminate if those provisions of the Rule which require the County to comply with this Undertaking become legally inapplicable in respect of the Bonds for any reason, as confirmed by an opinion of nationally recognized bond counsel or other counsel familiar with federal securities laws delivered to the County, and the County provides timely notice of such termination to the MSRB.

(f) Remedy for Failure to Comply with Undertaking. As soon as practicable after the County learns of any failure to comply with the Undertaking, the County will proceed with due diligence to cause such noncompliance to be corrected. No failure by the County or other obligated person to comply with the Undertaking shall constitute a default in respect of the Bonds. The sole remedy of any holder of a Bond shall be to take such actions as that holder

deems necessary, including seeking an order of specific performance from an appropriate court, to compel the County or other obligated person to comply with the Undertaking.

(g) Designation of Official Responsible to Administer Undertaking. The Treasurer (or such other officer of the County who may in the future perform the duties of that office) or his or her designee is authorized and directed in his or her discretion to take such further actions as may be necessary, appropriate or convenient to carry out the Undertaking of the County in respect of the Bonds set forth in this section and in accordance with the Rule, including, without limitation, the following actions:

(i) Preparing and filing the annual financial information undertaken to be provided;

(ii) Determining whether any event specified in subsection (a) has occurred, assessing its materiality with respect to the Bonds, and, if material, preparing and disseminating notice of its occurrence;

(iii) Determining whether any person other than the County is an “obligated person” within the meaning of the Rule with respect to the Bonds, and obtaining from such person an undertaking to provide any annual financial information and notice of material events for that person in accordance with the Rule;

(iv) Selecting, engaging and compensating designated agents and consultants, including but not limited to financial advisors and legal counsel, to assist and advise the County in carrying out the Undertaking; and

(v) Effecting any necessary amendment of the Undertaking.

Section 17. General Authorization; Ratification of Prior Acts. The Board of County Commissioners, the Treasurer, the Auditor, the Clerk of the Board and other appropriate officers

of the County are authorized to take any actions and to execute documents as in their judgment may be necessary or desirable in order to carry out the terms of, and complete the transactions contemplated by, this resolution. All acts taken pursuant to the authority of this resolution but prior to its effective date are hereby ratified.

Section 18. Severability. In the event that any one or more of the provisions of this resolution shall for any reason be held to be invalid, such invalidity shall not affect or invalidate any other provision of this resolution or the Bonds, but this resolution and the Bonds shall be construed and enforced as if such invalid provision had not been contained herein; provided, however, that any provision which shall for any reason be held by reason of its extent to be invalid shall be deemed to be in effect to the extent permitted by law.

Section 19. Effective Date of Resolution. This resolution shall be effective immediately after its adoption in the manner provided by law.

ADOPTED by the Board of County Commissioners of Mason County, Washington at a regular meeting held on July 26, 2011.

MASON COUNTY, WASHINGTON

By Lynda Ring Erickson
Lynda Ring Erickson, Chair

By Tim Sheldon
Tim Sheldon, Commissioner

By Jerry K. Lingle
Jerry K. Lingle, Commissioner

ATTEST:

Shannon Goudy
Shannon Goudy, Clerk of the Board

APPROVED AS TO FORM:

Nancy Arnes
Bond Counsel to the County