

**SOUND TRANSIT
STAFF REPORT**

RESOLUTION NOS. R2009-15, R2009-16, R2009-17, and R2009-18

Sales Tax Bonds to be issued in a series to finance a portion of the Authority's regional transit system plan

Meeting:	Date:	Type of Action:	Staff Contact:	Phone:
Finance Committee	8/20/09	Discussion	Brian McCartan, Executive Director, FIT	206-398-5100
Finance Committee	9/03/09	Discussion/Possible Action to Recommend Board Approval of Resolution Nos. R2009-15 and R2009-16	Tracy Butler, Treasurer	206-398-5146
Board	9/10/09	Action on Resolution Nos. R2009-15 and R2009-16		
Board	9/16/09	Action on Resolution Nos. R2009-17 and R2009-18		

Contract/Agreement Type:	✓	Requested Action:	✓
Competitive Procurement		Execute New Contract/Agreement	
Sole Source		Amend Existing Contract/Agreement	
Agreement with Other Jurisdiction(s)		Budget Amendment Required	✓
Real Estate			

PROPOSED ACTIONS

- Authorizes the issuance of Series 2009P (R2009-15) and Series 2009S (R2009-16) Bonds as fixed rate tax exempt bonds and/or fixed rate taxable Build America Bonds. The bonds are subject to bond sale Resolution Nos. R2009-17, and R2009-18 to be presented to the Board on the day of the bond pricing.
- Resolution 2009-15 establishes the basic covenants for 2009P and future bonds issued with the repayment pledge of MVET (through February 1, 2028), sales and rental car taxes. Sound Transit bonds backed by all three of these taxes are referred to below as "Prior Bonds."
- Resolution No. R2009-16 establishes the basic covenants for 2009S and future bonds issued with the repayment pledge of only sales and rental car taxes. Sound Transit bonds backed by these two taxes, and not the MVET, are referred to below as "Subordinate Bonds."

KEY FEATURES of ACTIONS

- Issues Prior Bonds 2009P having a pledge of pledged taxes and pledged accounts equal to that of the Series 1999, with the final maturity not longer than 2028.
- Issues Subordinate Bonds 2009S having a pledge of pledged taxes and pledged accounts equal to that of the Series 2005A, and 2007A.
- Authorizes the issuance of up to \$400 million in fixed rate tax exempt bonds and up to \$400 million in fixed rate taxable Build America Bonds (as Prior Bonds and/or as Subordinate Bonds), in the total principal amount of not to exceed \$400 million.
- Requires Sound Transit to impose MVET tax, sales tax and rental car taxes while any of the authorized bonds are outstanding (MVET only through 2028).
- Requires pledged taxes to be used in the following order:
 - first, to make principal and interest payments on Series 1999 Bonds and 2009P bonds authorized under the Resolution (e.g., on the Prior Bonds);
 - second, to make all required payments for reserve accounts for the Prior Bonds;
 - third, to make principal and interest payments on Series 2005 Bonds, 2007A Bonds and 2009S bonds authorized under the Resolution (e.g., the Subordinate Bonds);
 - fourth, to make all required payments for Subordinate Bonds reserve accounts;

- fifth, to make all payments required to be made for junior bonds (e.g., bonds junior to both the Prior Bonds and the Subordinate Bonds);
- sixth, to pay the costs of operating and maintaining Sound Transit and its facilities; and
- seventh, for any lawful purpose of the Authority.
- Pledges Sound Transit's collection of voter-approved MVET (until 2028), sales, use, and rental car taxes toward repayment of Prior Bonds.
- Funds the Prior Bonds Reserve Account at the required level (i.e., the lesser of 50% of maximum annual debt service on all Prior Bonds or 125% of average annual debt service).
- Pledges Sound Transit's collection of voter-approved sales, use, and rental car taxes toward repayment of Subordinate Bonds and more junior obligations of Sound Transit.
- 2009S bonds (Subordinate Bonds) issued under the Resolution would be subordinate to the Sound Transit 1999 Bonds and 2009P bonds (Prior Bonds) authorized under the Resolution.
- Prevents Sound Transit from issuing additional Subordinate Bonds unless:
 - It can generate enough sales tax, MVET and rental car taxes to pay 1.5x times the maximum debt service on the Prior Bonds;
 - It can generate enough sales tax and rental car taxes to pay 1.5x times maximum debt service coverage on Subordinate Bonds.
- Allows for the Authority to pledge additional taxes to Subordinate Bonds, such as MVET and additional voter-approved sales tax, if legally available and if the Board elects to do so.
- Authorizes the execution of interest rate and interest rate swap agreements to hedge risk, although such instruments are not contemplated at the present time.
- Provides for the appointment of a bondowners' trustee if the Authority defaults in payment.
- Authorizes the issuance of fixed rate and variable rate bonds and the execution of any liquidity or credit facilities necessary to market the variable rate bonds.
- Authorizes the refunding of outstanding bonds if favorable market conditions exist.
- Authorizes the issuance of bonds with a pledge of revenue junior to the Subordinate Bonds.
- The final terms of the tax exempt and/or taxable fixed rate bonds (amounts, maturity, interest rates, and redemption provisions) would be adopted by the Board by future resolutions at the time of a bond sale.
- Permits sales tax rollback from a total of 0.9 percent to 0.8 percent if certain coverage tests are met. The normal coverage test would be: (i) the MVET taxes, sales taxes and rental car taxes received during a 12-month test period must be at least twice the annual debt service on the Prior Bonds in each subsequent year, and (ii) the sales taxes plus the rental car taxes received during a 12-month test period, after deducting any of those taxes necessary to pay Prior Bond debt service, must be at least 1.5 times maximum annual debt service on the Subordinate Bonds). Further rollbacks would be permitted only upon the retirement of all outstanding bonds.
- Payments from the federal government under the Build America Bond program are treated as "Payment Agreement Payments" and reduce annual debt service requirements for calculation of coverage under the bond resolutions.

BUDGET IMPACT SUMMARY

Action Outside of Adopted Budget:	Y/N	Y Requires Comment
This Line of Business	N/A	
This Project	N/A	
This Phase	N/A	
This Task	N/A	
Budget amendment required	Y	Proceed with a bond sale, interest earnings and debt service will be higher than budgeted
Key Financial Indicators:	Y/N	Y Requires Comment
Contingency funds required	N/A	
Subarea impacts	N/A	
Funding required from other parties other than what is already assumed in financial plan	N/A	

N = Action is assumed in current Board-adopted budget. Requires no budget action or adjustment to financial plan

BUDGET DISCUSSION

The Adopted 2009 Budget did not assume the issuance of bonds in 2009. If the Authority were to proceed with a bond sale, debt service would be higher than what was included in the Adopted 2009 Budget. The 2009 Budget may need to be amended to reflect this change. The budget amendment may be part of the sale Resolution Nos. R2009-17 and R2009-18 to be adopted by the Board at the time of a bond sale.

REVENUE, SUBAREA, AND FINANCIAL PLAN IMPACTS

The Authority’s long-term financial plan forecasts the sale of up to an additional \$7.5 billion in bonds to finance a portion of the Regional Transit System Plan. Board action to issue and sell the bonds will be subject to existing bond covenants and pledges for bonds to be issued as a part of the funding for capital projects and is consistent with the Authority’s current financial planning assumptions.

BUDGET TABLE

N/A

SMALL BUSINESS PARTICIPATION

Sound Transit’s investment banking team includes a women/minority-owned firm that will serve as a co-manager of the bond sales.

PROJECT DESCRIPTION and BACKGROUND FOR PROPOSED ACTION

Finance staff has briefed and received guidance from the Finance Committee several times during the year on the Asset Liability Management performance and objectives, and the funding needs of the capital projects.

Board action would authorize the issuance of Series 2009P and Series 2009S Bonds as fixed rate tax exempt bonds and/or fixed rate taxable Build America Bonds. The bonds are subject to a bond sale resolution to be presented to the Board after the bond pricing. Build America Bonds are not tax-exempt, but 35% of the interest cost would be reimbursed to Sound Transit by the federal government in semi-annual payments. The payments from the federal government must be used directly for debt service on the bonds that are Build America Bonds. Receipt of semi-annual payments from the federal government is subject to Congressional appropriation, but a federal failure to make those payments would be the equivalent of a breach of contract by the United States government.

PRIOR BOARD/COMMITTEE ACTIONS

Motion/Resolution Number and Date	Summary of Action
R82 2/13/97	Imposed taxes authorized pursuant to a vote of the electorate to implement the Ten-Year Regional Transit Plan; levying, fixing, and imposing a motor vehicle excise tax, a retail sales and use tax, and a sales and use tax on retail rental cars, all for the sole purpose of providing high capacity transportation services through implementation of the Ten-Year Regional Transit Plan; and authorizing the Executive Director to enter into contracts with the state for tax collection and administration. (beginning on 4/1/97)
R98-47 11/12/98	Authorized Sales Tax and Motor Vehicle Excise Tax Bonds to be issued in a series to finance a portion of the Authority's regional transit system plan.
R98-48 11/12/98	Authorized the issuance and sale of Sales Tax and Motor Vehicle Excise Tax Bonds, Series 1999, in the principal amount of not to exceed \$400,000,000 to pay a portion of the cost of the Authority's regional transit system plan; fixing the date, form, and terms of the bonds; and authorizing the sale of the bonds.
R2005-02 2/10/05	Authorized the issuance of Sales Tax Bonds of the Authority in the principal amount of not to exceed \$500,000,000 to finance a portion of the Authority's regional transit system plan; fixing certain provisions and covenants of the Bonds, including provisions safeguarding the payment of the principal thereof and interest thereon; and authorizing and directing the sale of such bonds.
R2005-07 3/2/05	Authorized the sale and issuance of the Central Puget Sound Regional Transit Authority Sales Tax Bonds, Series 2005A; Specifying the amount, maturities, interest rates and other terms of the 2005A Bonds; providing for bond insurance; and ratifying, confirming and approving the purchase contract for the 2005A Bonds and actions of the Chief Financial Officer relating the sale of the 2005A Bonds.
R2007-22 11/8/07	Authorizing the issuance of sales tax bonds of the Authority in the principal amount of not to exceed \$450,000,000 to finance a portion of the Authority's regional transit system plan; fixing certain provisions and covenants of the bonds, including provisions safeguarding the payment of the principal thereof and interest thereon; and authorizing and directing the sale of such bonds.
R2007-27 11/29/2007	Providing for the sale and issuance of the Central Puget Sound Regional Transit Authority sales tax bonds, Series 2007A, Series 2007B and Series 2007C; specifying the amount, maturities, interest rates or provision therefore and other terms of the bonds; providing for conditions and covenants relating to bond insurance; ratifying, confirming and approving the purchase contract for certain of the bonds and actions of the chief financial officer relating to the sale of the bonds; and amending the Adopted 2007 Budget and the Proposed 2008 Budget in connection therewith.
R2008-15 12/11/08	Fixing and imposing an additional five-tenths of one percent sales and use tax; applying existing approved taxes to implement the Sound Transit 2 Regional Transit System Plan "A Mass Transit Guide" and the Sound Move Regional Transit System Plan as authorized by a vote of the electorate; and authorizing the chief executive officer to contract with the State of Washington for tax collection and administration.

FUNDING

Any bonds issued under Resolution No. R2009-15 will be repaid from MVET (until 2028), sales and rental car tax revenues during the term of the bonds.

Any bonds issued under Resolution No. R2009-16 will be repaid from sales and rental car tax revenues during the term of the bonds.

CONSEQUENCES OF DELAY

If the Board does not authorize the sale of a new series of bonds, the Authority could not issue additional bonds at this time. The Authority has sufficient cash at this point to fund the projects through December 2009 according to the financial plan and the ALM model. But if the Authority does not issue additional bonds in 2009, it risks not incurring sufficient funds to cover capital and operating expenditures, and the legislation authorizing the use of Build America Bonds may expire.

LEGAL REVIEW

The Executive Director, General Counsel, the Authority's Bond Counsel (Foster Pepper), and counsel for the underwriters (Orrick) will have authored and/or reviewed all bond related documents.

SERIES RESOLUTION

RESOLUTION NO. R2009-17

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY AUTHORIZING THE ISSUANCE AND SALE OF SALES TAX AND MOTOR VEHICLE EXCISE TAX BONDS, SERIES 2009P-1 AND SERIES 2009P-2T TO PAY A PORTION OF THE COST OF THE AUTHORITY'S REGIONAL TRANSIT SYSTEM PLAN AND OTHER SPECIFIED PURPOSES; TO PAY THE COST OF REFUNDING A PORTION OF THE AUTHORITY'S OUTSTANDING SALES TAX BONDS, SERIES 2005A AND PAYING THE ADMINISTRATIVE COSTS OF SUCH REFUNDING; AUTHORIZING THE EXECUTION OF AN AGREEMENT WITH THE BANK OF NEW YORK MELLON OF NEW YORK, NEW YORK, AS REFUNDING TRUSTEE; PROVIDING FOR THE CALL, PAYMENT AND REDEMPTION OF THE OUTSTANDING BONDS TO BE REFUNDED; FIXING THE AMOUNTS, DATE, FORM, AND TERMS OF THE BONDS; AND AUTHORIZING THE SALE OF THE BONDS.

ADOPTED: SEPTEMBER 16, 2009

Table of Contents*

	<u>Page</u>
Section 1 . Definitions.....	2
Section 2 . 2009P-1 Prior Bonds	4
Section 3 . 2009P-2T Prior Bonds	4
Section 4 . Purpose of 2009 Prior Bonds	5
Section 5 . Registration and Transfer or Exchange of the 2009 Prior Bonds.....	5
Section 6 . Payment of 2009 Prior Bonds	6
Section 7 . Redemption of 2009P-2T Prior Bonds	7
(a) Optional Redemption of 2009P-2T Prior Bonds With Make-Whole Payment	7
(b) Extraordinary Optional Redemption of 2009P-2T Prior Bonds	9
(c) Mandatory Redemption of 2009P-2T Prior Bonds.....	10
(d) Partial Redemption of 2009P-2T Prior Bonds	10
Section 8 . Other Provisions Relating to Redemption and Purchase.....	11
(a) Credit for Mandatory Redemption	11
(b) Purchase	11
(c) 2009 Prior Bonds to be Canceled	11
(d) Notice and Effect of Redemption	11
Section 9 . Failure to Pay 2009 Prior Bonds	12
Section 10 . Bond Registrar.....	13
Section 11 . Preservation of Tax Exemption for Interest on 2009 Prior Bonds That Are Tax-Exempt Prior Bonds.....	14
Section 12 . Designation of 2009P-1 Prior Bonds as “Qualified Tax-Exempt Obligations”	14
Section 13 . Designation of 2009P-2T Prior Bonds as “Build America Bonds”	15
Section 14 . Deposit, Use and Investment of Proceeds	15

* This Table of Contents and the Cover Page are for convenience of reference and are not intended to be a part of this Series Resolution.

Section 15 .	Refunding of the Refunded Bonds	16
(a)	Appointment of Refunding Trustee.....	16
(b)	Use of 2009P-1 Prior Bond Proceeds	16
(c)	Administration of Refunding Plan.....	17
(d)	Authorization for Refunding Trust Agreement	17
Section 16 .	Call for Redemption of the Refunded Bonds	18
Section 17 .	Authority Findings with Respect to Refunding.....	18
Section 18 .	Form of 2009 Prior Bonds	19
Section 19 .	Sale and Delivery of 2009 Prior Bonds	19
Section 20 .	Authorization of Official Statement.....	19
Section 21 .	General Authorization	19
Section 22 .	Undertaking to Provide Continuing Disclosure	20
(a)	Undertaking to Provide Annual Financial Information and Notice of Material Events.....	20
(b)	Type of Annual Financial Information Undertaken to be Provided.....	21
(c)	Amendment of Undertaking	22
(d)	Beneficiaries	22
(e)	Termination of Undertaking.....	22
(f)	Remedy for Failure to Comply with Undertaking	22
(g)	Designation of Official Responsible to Administer Undertaking	23
Section 23 .	Ratification of Prior Acts.....	23
Section 24 .	Severability	23
Section 25 .	Effective Date	24

- Exhibit A—Interest Rates for the 2009P-2T Prior Bonds
- Exhibit B—Form of 2009P-1 Prior Bond
- Exhibit C—Form of 2009P-2T Prior Bond

RESOLUTION NO. R2009-17

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY AUTHORIZING THE ISSUANCE AND SALE OF SALES TAX AND MOTOR VEHICLE EXCISE TAX BONDS, SERIES 2009P-1 AND SERIES 2009P-2T TO PAY A PORTION OF THE COST OF THE AUTHORITY'S REGIONAL TRANSIT SYSTEM PLAN AND OTHER SPECIFIED PURPOSES; TO PAY THE COST OF REFUNDING A PORTION OF THE AUTHORITY'S OUTSTANDING SALES TAX BONDS, SERIES 2005A AND PAYING THE ADMINISTRATIVE COSTS OF SUCH REFUNDING; AUTHORIZING THE EXECUTION OF AN AGREEMENT WITH THE BANK OF NEW YORK MELLON OF NEW YORK, NEW YORK, AS REFUNDING TRUSTEE; PROVIDING FOR THE CALL, PAYMENT AND REDEMPTION OF THE OUTSTANDING BONDS TO BE REFUNDED; FIXING THE AMOUNTS, DATE, FORM, AND TERMS OF THE BONDS; AND AUTHORIZING THE SALE OF THE BONDS.

WHEREAS, The Central Puget Sound Regional Transit Authority (the "Authority") has authorized the issuance of sales tax and motor vehicle excise tax bonds (the "Prior Bonds") in one or more series pursuant to Resolution No. R98-47, adopted on November 12, 1998, as amended, including as amended and restated by Resolution No. R2009-15, adopted on September 10, 2009 (the "Master Prior Bond Resolution") to finance improvements for the purpose of providing high capacity transportation service; and

WHEREAS, the issuance of Prior Bonds must be approved by a Series Resolution (as defined in the Master Prior Bond Resolution) that specifies certain terms of and conditions relating to the sale of such Prior Bonds; and

WHEREAS, pursuant to Resolution Nos. R2005-02 and R2005-07, the Authority heretofore issued its \$422,815,000 par value Sales Tax Bonds, Series 2005A (the "2005A Bonds"), for the purpose of providing the funds necessary to pay a portion of the cost of the Authority's Regional Transit System, and by that resolution reserved the right to redeem the 2005A Bonds maturing in 2016 (the "Refunded Bonds") prior to their maturity on November 1, 2008, at a price of par plus accrued interest to the date fixed for redemption; and

WHEREAS, the Refunded Bonds are currently outstanding in the aggregate principal amount of \$25,000,000; and

WHEREAS, after due consideration, it appears to the Board of Directors of the Authority that the Refunded Bonds may be refunded by the issuance and sale of the 2009P-1 Prior Bonds (as defined and authorized herein) so that a substantial savings will be effected by the difference between the principal and interest cost over the life of the refunding 2009P-1 Prior Bonds and the principal and interest cost over the life of the Refunded Bonds but for such refunding, which refunding will be effected by:

(a) The issuance of the refunding 2009P-1 Prior Bonds and the payment of the costs of the issuance of the refunding 2009P-1 Prior Bonds and the costs of the refunding;

(b) The payment of the principal of and interest on the Refunded Bonds when due up to and including November 1, 2009, and the call, payment and redemption on November 1, 2009, of all of the then-outstanding Refunded Bonds at a price of par; and

WHEREAS, pursuant to the Master Prior Bond Resolution, a Preliminary Official Statement (the "Preliminary Official Statement") relating to the 2009 Prior Bonds (as defined herein) has been prepared, a sale of the 2009 Prior Bonds has been negotiated pursuant to a proposed Bond Purchase Contract (the "Bond Purchase Contract") between the Authority and Citigroup Global Markets Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets Corporation and Siebert Brandford Shank & Co., LLC (collectively, the "Underwriters"), and the proposed sale of the 2009 Prior Bonds to the Underwriters has been recommended to the Board for its approval with the interest rates and other terms of and matters relating to the 2009 Prior Bonds set forth in this Resolution;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of The Central Puget Sound Regional Transit Authority, as follows:

Section 1. Definitions. The meanings of all capitalized terms used and not otherwise defined in this Resolution (including the recitals) shall be as set forth in the Master Prior Bond

Resolution. The Master Prior Bond Resolution and this Resolution are collectively referred to as the "2009 Prior Bond Resolutions."

"Letter of Representations" means the Blanket Issuer Letter of Representations with DTC dated December 9, 1998, setting forth certain understandings of the Authority and the Bond Registrar with respect to DTC's services, as it may be amended from time to time.

"Refunded Bonds" means the \$25,000,000 aggregate principal amount of the Authority's Sales Tax Bonds, Series 2005A maturing on November 1, 2016, with CUSIP No. 15504R AL3.

"Refunding Plan" means:

- (1) The issuance of the 2009P-1 Prior Bonds and the deposit with the Refunding Trustee of proceeds of the 2009P-1 Prior Bonds allocated to the Refunding Plan; and
- (2) The application of such money to the payment of the principal of and interest on the Refunded Bonds when due up to and including November 1, 2009, and the call, payment, and redemption on November 1, 2009, of all of the then-outstanding Refunded Bonds at a price of par plus unpaid interest accrued to that date.

"Refunding Trust Agreement" means a Refunding Trust Agreement between the Authority and the Refunding Trustee substantially in the form of that which is on file with the Chief Financial Officer and by this reference incorporated herein.

"Refunding Trustee" means The Bank of New York Mellon of New York, New York, serving as trustee or escrow agent or any successor trustee or escrow agent.

"2009 Prior Bonds" means the 2009P-1 Prior Bonds and the 2009P-2T Prior Bonds.

"2009P-1 Prior Bonds" means The Central Puget Sound Regional Transit Authority Sales Tax and Motor Vehicle Excise Tax Bonds, Series 2009P-1, authorized to be issued by the 2009 Prior Bond Resolutions.

"2009P-2T Prior Bonds" means The Central Puget Sound Regional Transit Authority Sales Tax and Motor Vehicle Excise Tax Bonds, Series 2009P-2T (Taxable Build America Bonds—Direct Payment), authorized to be issued by the 2009 Prior Bond Resolutions.

Section 2. 2009P-1 Prior Bonds. The Authority shall issue the 2009P-1 Prior Bonds as Tax-Exempt Prior Bonds. The 2009P-1 Prior Bonds shall be issued in the aggregate principal amount of \$23,155,000, in the denomination of \$5,000 or any integral multiple thereof within a single maturity, shall be dated the date of their initial delivery to the Underwriters and shall bear interest from their date until the 2009P-1 Prior Bonds bearing such interest have been paid or their payment has been duly provided for, payable semiannually on each February 1 and August 1, commencing February 1, 2010. The 2009P-1 Prior Bonds shall mature on February 1 in the years and amounts and bear interest at the rates per annum set forth below.

Due (February 1)	Principal Amount	Interest Rate
2015	\$ 5,535,000	4.00%
2016	5,320,000	3.00
2016	12,300,000	5.00

Section 3. 2009P-2T Prior Bonds. The Authority shall issue the 2009P-2T Prior Bonds as Prior Bonds that are not Tax-Exempt Prior Bonds. The 2009P-2T Prior Bonds shall be issued in the aggregate principal amount of \$76,845,000, in the denomination of \$5,000 or any integral multiple thereof within a single maturity, shall be dated the date of their initial delivery to the Underwriters and shall bear interest from their date until the 2009P-2T Prior Bonds bearing such interest have been paid or their payment has been duly provided for, payable semiannually on each February 1 and August 1, commencing February 1, 2010. The 2009P-2T Prior Bonds shall mature on February 1 in the years and amounts set forth below and bear interest at the rates per annum set forth in Exhibit A, attached hereto and incorporated herein by this reference.

Due (February 1)	Principal Amount
2024	\$39,590,000
2028	37,255,000

Section 4. Purpose of 2009 Prior Bonds. The Authority shall issue the 2009 Prior Bonds for the purpose of providing part of the funds necessary to (i) carry out the Plan, (ii) carry out the Refunding Plan, (iii) fund a portion of the Prior Reserve Account Requirement; (iv) fund a portion of the Parity Reserve Account Requirement and (v) pay costs of issuing the 2009 Prior Bonds. Any amount received as original issue premium on the 2009 Prior Bonds shall not reduce the principal amount of 2009 Prior Bonds authorized under this Resolution. The principal amount of the 2009 Prior Bonds, together with any other existing indebtedness of the Authority not authorized by the voters, shall not exceed 1.5% of the value of the taxable property within the boundaries of the Authority.

Section 5. Registration and Transfer or Exchange of the 2009 Prior Bonds. The 2009 Prior 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 2009 Prior Bond and the principal amount and number of each of the 2009 Prior Bonds held by each Owner.

2009 Prior Bonds surrendered to the Bond Registrar may be exchanged for 2009 Prior Bonds in any authorized denomination of an equal aggregate principal amount and of the same Series, interest rate and maturity. 2009 Prior 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 2009 Prior Bond during the period beginning on the date the Bond Registrar receives direction to send notice of redemption of that 2009 Prior Bond and ending on the date the Bond Registrar sends such notice.

The 2009 Prior Bonds initially shall be registered in the name of Cede & Co., as the nominee of DTC. The 2009 Prior 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 Authority 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 2009 Prior Bonds

regarding accuracy of any records maintained by DTC or DTC participants of any amount in respect of principal of or premium, if any, or interest on the 2009 Prior Bonds, or any notice which is permitted or required to be given to Owners hereunder (except such notice as is required to be given by the Bond Registrar to DTC or its nominee).

For as long as any 2009 Prior Bonds are held in fully immobilized form, DTC, its nominee or any 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, its nominee or successor depository and shall not mean the owners of any beneficial interests in the 2009 Prior Bonds. Registered ownership of such 2009 Prior 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 Authority or such substitute depository's successor; or (iii) to any person if the 2009 Prior 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 Authority 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 Authority 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 Authority determines that the 2009 Prior Bonds are to be in certificated form, the ownership of 2009 Prior Bonds may be transferred to any person as provided herein and the 2009 Prior Bonds no longer shall be held in fully immobilized form.

Section 6. Payment of 2009 Prior Bonds. Principal of and premium, if any, and interest on the 2009 Prior Bonds shall be payable in lawful money of the United States of

America. Interest on the 2009 Prior Bonds shall be paid by checks or drafts of the Bond Registrar, or, if requested in writing prior to the Record Date by the Owner of \$1,000,000 or more in principal amount of 2009 Prior Bonds, by wire, mailed or transferred on the interest payment date to Owners of the 2009 Prior Bonds as those Owners and their addresses and accounts appear on the Bond Register on the Record Date. Principal of and premium, if any, on the 2009 Prior Bonds shall be payable at maturity or on such date as may be specified for prior redemption upon presentation and surrender of the 2009 Prior Bonds by the Owners at the principal corporate trust office or offices of the Bond Registrar. Notwithstanding the foregoing, payment of any 2009 Prior Bonds registered in the name of DTC or its nominee shall be made in accordance with the Letter of Representations.

Section 7. Redemption of 2009P-2T Prior Bonds.

(a) Optional Redemption of 2009P-2T Prior Bonds With Make-Whole Payment. The 2009P-2T Prior Bonds are subject to optional redemption by the Authority prior to their stated maturity dates, in whole or in part, on any business day, at the "Make-Whole Redemption Price," plus accrued and unpaid interest on the 2009P-2T Prior Bonds to be redeemed on the date fixed for redemption.

The "Make-Whole Redemption Price" is the greater of (i) 100% of the principal amount of the 2009P-2T Prior Bonds to be redeemed and (ii) the sum of the present value of the remaining scheduled payments of principal and interest on the 2009P-2T Prior Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such 2009P-2T Prior Bonds are to be redeemed, discounted to the date on which the 2009P-2T Prior Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the "Treasury Rate" (defined below) plus 20 basis points.

"Treasury Rate" means, with respect to any redemption date for a particular 2009P-2T Prior Bond, the rate per annum, expressed as a percentage of the principal amount, equal to the semi-annual equivalent yield to maturity or interpolated maturity of the Comparable Treasury Issue, assuming that the Comparable Treasury Issue is purchased on the redemption date for a

price equal to the Comparable Treasury Price, as calculated by the Designated Investment Banker.

“Comparable Treasury Issue” means, with respect to any redemption date for a particular 2009P-2T Prior Bond, the United States Treasury security or securities selected by the Designated Investment Banker which has an actual or interpolated maturity comparable to the remaining average life of the 2009P-2T Prior Bond to be redeemed, and that would be utilized in accordance with customary financial practice in pricing new issues of debt securities of comparable maturity to the remaining average life of the 2009P-2T Prior Bond to be redeemed.

“Comparable Treasury Price” means, with respect to any redemption date for a particular 2009P-2T Prior Bond:

(1) the most recent yield data for the applicable U.S. Treasury maturity index from the Federal Reserve Statistical Release H.15 Daily Update (or any comparable or successor publication) reported, as of 11:00 a.m. New York City time, on the Valuation Date; or

(2) if the yield described in (1) above is not reported as of such time or the yield reported as of such time is not ascertainable, the average of four Reference Treasury Dealer Quotations for that redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or if the Designated Investment Banker obtains fewer than four Reference Treasury Dealer Quotations, the average of all quotations obtained by the Designated Investment Banker.

“Designated Investment Banker” means one of the Reference Treasury Dealers appointed by the Authority.

“Reference Treasury Dealer” means each of four firms, specified by the Authority from time to time, that are primary United States Government securities dealers in the City of New York (each, a “Primary Treasury Dealer”); provided, that if any of them ceases to be a Primary Treasury Dealer, the Authority will substitute another Primary Treasury Dealer.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date for a particular 2009P-2T Prior Bond, the average, as determined by the Designated Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Designated Investment Banker by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the Valuation Date.

"Valuation Date" means the third business day preceding the redemption date.

(b) Extraordinary Optional Redemption of 2009P-2T Prior Bonds. The 2009P-2T Prior Bonds are subject to optional redemption by the Authority prior to their stated maturity dates, in whole or in part, upon the occurrence of an Extraordinary Event, at the "Extraordinary Optional Redemption Price."

"Extraordinary Optional Redemption Price" means the greater of (i) 100% of the principal amount of the 2009P-2T Prior Bonds to be redeemed or (ii) the sum of the present value of the remaining scheduled payments of principal of and interest on the 2009P-2T Prior Bonds to be redeemed, discounted to the date on which such 2009P-2T Prior Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (defined above) plus 100 basis points, plus, in each case, accrued interest on the 2009P-2T Prior Bonds to be redeemed to the redemption date.

An "Extraordinary Event" will have occurred if the Authority determines that a material adverse change has occurred to Section 54AA or Section 6431 of the Code or there is any guidance published by the Internal Revenue Service or the United States Treasury with respect to such Sections or any other determination by the Internal Revenue Service or the United States Treasury, which determination is not the result of any act or omission by the Authority to satisfy the requirements to qualify to receive the 35% cash subsidy payment from the United States Treasury, pursuant to which the Authority's 35% cash subsidy payment from the United States Treasury is reduced or eliminated.

(c) Mandatory Redemption of 2009P-2T Prior Bonds. The 2009P-2T Prior Bonds stated to mature on February 1, 2024 are hereby designated Term Prior Bonds and, if not optionally redeemed, purchased or defeased in accordance with the 2009 Prior Bond Resolutions, are subject to mandatory redemption at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the date fixed for redemption, and without premium, on February 1 in the years and principal amounts as follows:

<u>Year</u>	<u>Principal Amount</u>
2020	\$7,390,000
2021	7,665,000
2022	7,890,000
2023	8,175,000
2024*	8,470,000

*final maturity

The 2009P-2T Prior Bonds stated to mature on February 1, 2028 are hereby designated Term Prior Bonds and, if not optionally redeemed, purchased or defeased in accordance with the 2009 Prior Bond Resolutions, are subject to mandatory redemption at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the date fixed for redemption, and without premium, on February 1 in the years and principal amounts as follows:

<u>Year</u>	<u>Principal Amount</u>
2025	\$8,790,000
2026	9,130,000
2027	9,485,000
2028*	9,850,000

*final maturity

(d) Partial Redemption of 2009P-2T Prior Bonds. If fewer than all of the Outstanding 2009P-2T Prior Bonds are to be redeemed prior to maturity, then (i) if the 2009P-2T Prior Bonds are in book-entry form at the time of such redemption, the Bond Registrar is required to instruct DTC to instruct the DTC Participants to select the specific 2009P-2T Prior Bonds for redemption pro rata, and neither the Authority nor the Bond Registrar will have any responsibility to ensure

that DTC or the DTC Participants properly select such 2009P-2T Prior Bonds for redemption, and (ii) if the 2009P-2T Prior Bonds are not then in book-entry form at the time of such redemption, on each redemption date, the Bond Registrar is required to select the specific 2009P-2T Prior Bonds for redemption pro rata. The portion of any registered 2009P-2T Prior Bonds of a denomination more than \$5,000 to be redeemed will be in the principal amount of \$5,000 or any integral multiple thereof. The Bond Registrar is required to select such portions of 2009P-2T Prior Bonds to be redeemed in such manner as the Bond Registrar in its discretion may deem to be fair and appropriate.

Section 8. Other Provisions Relating to Redemption and Purchase.

(a) Credit for Mandatory Redemption. If the Authority redeems pursuant to optional redemption provisions, purchases for cancellation or defeases 2009 Term Prior Bonds, the principal amount of the 2009 Term Prior Bonds so redeemed, purchased or defeased (irrespective of their actual redemption or purchase prices) shall be credited against one or more scheduled mandatory sinking fund redemptions for 2009 Term Prior Bonds of the same Series and maturity.

(b) Purchase. The Authority reserves the right and option to purchase any or all of the 2009 Prior Bonds in the open market at any time at any price acceptable to the Authority plus accrued interest to the date of purchase.

(c) 2009 Prior Bonds to be Canceled. All 2009 Prior Bonds purchased or redeemed under the provisions of the 2009 Prior Bond Resolutions shall be canceled.

(d) Notice and Effect of Redemption. The Authority shall cause notice of any intended redemption of 2009 Prior Bonds to be given not less than 30 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the Owner of any 2009 Prior 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 notice is actually received by that Owner. Notwithstanding the foregoing, notice of redemption of any

2009 Prior Bonds registered in the name of DTC or its nominee shall be made in accordance with the Letter of Representations.

In addition, the redemption notice shall be mailed by the Bond Registrar within the same period, postage prepaid, to each of the Rating Agencies at their offices in New York, New York, but these additional mailings shall not be a condition precedent to the redemption of 2009 Prior Bonds.

In the case of an optional redemption, the notice may state that the Authority retains the rights to rescind that notice on or prior to the scheduled redemption date, and that notice and optional redemption shall be of no effect to the extent that the Authority gives notice to the affected Owners at any time on or prior to the scheduled redemption date that the Authority is rescinding the redemption notice in whole or in part. Any 2009 Prior Bonds subject to a rescinded notice of redemption shall remain Outstanding, and the rescission shall not constitute a Default.

If notice of redemption has been duly given, then on the date fixed for redemption each 2009 Prior Bond or portion thereof so called for redemption shall become payable at the redemption price specified in such notice unless that 2009 Prior Bond or portion thereof is subject to a rescinded notice of optional redemption. From and after the date fixed for redemption, if money for the payment of the redemption price of any 2009 Prior Bond or portion thereof so called for redemption that becomes payable is held by the Bond Registrar, interest thereon shall cease to accrue and that 2009 Prior Bond or portion thereof shall cease to be Outstanding and to be entitled to any benefit, protection or security hereunder, and the Owner of such 2009 Prior Bond or portion thereof shall have no rights in respect thereof except to receive payment of the redemption price upon delivery of such 2009 Prior Bond to the Bond Registrar.

Section 9. Failure to Pay 2009 Prior Bonds. If any 2009 Prior Bond is not paid when properly presented at its maturity or date fixed for redemption, the Authority shall be obligated to pay interest on that 2009 Prior Bond at the same rate provided in that 2009 Prior Bond from and after its maturity or date fixed for redemption until that 2009 Prior Bond, principal, premium, if

any, and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Prior Bond Account.

Section 10. Bond Registrar. The fiscal agent of the State of Washington is hereby designated as the Bond Registrar for the 2009 Prior Bonds. The Bond Registrar shall keep, or cause to be kept, at its principal corporate trust office, sufficient books for the registration and transfer of the 2009 Prior Bonds, which shall be open to inspection by the Authority at all times. The Bond Registrar is authorized, on behalf of the Authority, to authenticate and deliver 2009 Prior Bonds transferred or exchanged in accordance with the provisions of the 2009 Prior Bonds and the 2009 Prior Bond Resolutions, to serve as the Authority's paying agent for the 2009 Prior Bond Resolutions. The Authority reserves the right in its discretion to appoint special paying agents, registrars, or trustees in connection with the payment of some or all of the principal of, premium, if any, or interest on the 2009 Prior Bonds. If a new Bond Registrar is appointed by the Authority (other than the Washington State fiscal agent), notice of the name and address of the new Bond Registrar shall be mailed to the Owners of the 2009 Prior Bonds appearing on the Bond Register at the time the Bond Registrar prepares the notice. The notice may be mailed together with the next interest payment due on the 2009 Prior Bonds, but, to the extent practicable, shall be mailed no later than the Record Date for any principal payment or redemption date of any 2009 Prior Bond.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's Certificate of Authentication on the 2009 Prior Bonds. The Bond Registrar may become the Owner of 2009 Prior 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 the Owners of the 2009 Prior Bonds.

This Section and other relevant portions of the 2009 Prior Bond Resolutions shall constitute a "system of registration" as that term is used in RCW 39.46.030.

Section 11. Preservation of Tax Exemption for Interest on 2009 Prior Bonds That Are Tax-Exempt Prior Bonds. The Authority covenants that it will take all actions necessary to prevent interest on the 2009 Prior Bonds that are Tax-Exempt Prior Bonds from being included in gross income for federal income tax purposes, and that it will neither take any action nor make or permit any use of proceeds of the 2009 Prior Bonds or other funds of the Authority treated as proceeds of the 2009 Prior Bonds at any time during the term of the 2009 Prior Bonds which will cause interest on the 2009 Prior Bonds that are Tax-Exempt Prior Bonds to be included in gross income for federal income tax purposes. The Authority also covenants that it will, to the extent the arbitrage rebate requirement of Section 148 of the Code is applicable to the 2009 Prior Bonds, take all actions necessary to comply (or to be treated as having complied) with that requirement in connection with the 2009 Prior 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 2009 Prior Bonds that are Tax-Exempt Prior Bonds from being included in gross income for federal income tax purposes.

The Authority also covenants that it will not take or permit to be taken on its behalf any action that would adversely affect the entitlement to receive from the United States Treasury the applicable federal credit payments in respect of any 2009 Prior Bonds that are Build America Prior Bonds. Without limiting the generality of the foregoing, the Authority will comply with the provisions of the Code compliance with which would result in the interest of 2009 Prior Bonds that are Build America Prior Bonds being excluded from gross income for federal tax purposes but for the Authority's irrevocable election to have Section 54AA of the Code apply to such 2009 Prior Bonds.

Section 12. Designation of 2009P-1 Prior Bonds as "Qualified Tax-Exempt Obligations". The Authority has determined and certifies that (a) the 2009P-1 Prior 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) that the Authority and any entity subordinate to the Authority (including any entity that the Authority controls, that derives its authority to issue tax-exempt obligations from the Authority or that issues tax-exempt obligations on behalf of the Authority) will issue during the calendar year in which the 2009P-1 Prior Bonds are issued will not exceed \$30,000,000; and (c) the amount of tax-exempt obligations, including the 2009P-1 Prior Bonds, designated by the Authority as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code during the calendar year in which the 2009P-1 Prior Bonds are issued does not exceed \$30,000,000. The Authority designates the 2009P-1 Prior Bonds as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

Section 13. Designation of 2009P-2T Prior Bonds as "Build America Bonds". The Authority hereby irrevocably elects to have Section 54AA of the Code apply to the 2009P-2T Prior Bonds so that the 2009P-2T Prior Bonds are treated as "Build America Bonds," and further to have Subsection 54AA(g) of the Code apply to the 2009P-2T Prior Bonds so that the 2009P-2T Prior Bonds are treated as "qualified bonds" with respect to which the Authority will be allowed a credit payable by the United States Treasury to or to the order of the Authority pursuant to Section 6431 of the Code in an amount equal to 35% of the interest payable on the 2009P-2T Prior Bonds on each interest payment date. The Authority hereby authorizes and directs the Chief Financial Officer (or his or her designee) to take such actions as are necessary or appropriate for the Authority to receive or cause to be received from the United States Treasury the applicable federal credit payments in respect of the 2009P-2T Prior Bonds, including but not limited to the timely filing with the Internal Revenue Service of Form 8038-CP—"Return for Credit Payments to Issuers of Qualified Bonds" in the manner prescribed by Internal Revenue Service Notice 2009-26.

Section 14. Deposit, Use and Investment of Proceeds. The principal proceeds and premium, if any, received from the sale and delivery of the 2009 Prior Bonds shall be paid into or allocated to the "2009 Prior Bond Proceeds Account" of the Authority or such other accounts

or subaccounts of the Authority as the Chief Financial Officer may designate and used to (i) carry out the Plan, (ii) carry out the Refunding Plan, (iii) fund a portion of the Prior Reserve Account Requirement; (iv) fund a portion of the Parity Reserve Account Requirement and (v) pay costs of issuing the 2009 Prior Bonds.

The Chief Financial Officer may establish and may transfer, record, allocate or restrict proceeds of the 2009 Prior Bonds among such accounts or subaccounts of the Authority and make such transfers, recordings, allocations, restrictions or deposits on terms he or she may deem necessary, appropriate or desirable to carry out the purposes of the 2009 Prior Bond Resolutions.

Accrued interest on the 2009 Prior Bonds received from the sale and delivery of the 2009 Prior Bonds, if any, shall be paid into or allocated to the Prior Bond Account prior to the first debt service payment date with respect to those 2009 Prior Bonds. Until needed to pay the costs described herein, the Authority may invest principal proceeds of the 2009 Prior Bonds temporarily in any legal investment, and the investment earnings shall be deposited in such accounts as may be designated by the Chief Financial Officer. Earnings subject to a federal tax or rebate requirement may be withdrawn from any such account and used for those tax or rebate purposes.

Any proceeds of 2009 Prior Bonds remaining after paying the costs of carrying out the Plan, issuing and selling the 2009 Prior Bonds and for other Authority purposes approved by resolution, may be used to pay principal of and interest on the 2009 Prior Bonds consistent with applicable law.

Section 15. Refunding of the Refunded Bonds.

(a) Appointment of Refunding Trustee. The Bank of New York Mellon of New York, New York, is appointed Refunding Trustee.

(b) Use of 2009P-1 Prior Bond Proceeds. A sufficient amount of the proceeds of the sale of the 2009P-1 Prior Bonds shall be deposited immediately upon the receipt thereof with the Refunding Trustee and used to discharge the obligations of the Authority relating to the

Refunded Bonds under Resolution No. R2005-02 by providing for the payment of the amounts required to be paid by the Refunding Plan. Any 2009P-1 Prior Bond proceeds or other money deposited with the Refunding Trustee not needed to carry out the Refunding Plan shall be returned to the Authority at the time of delivery of the 2009P-1 Prior Bonds to the initial purchaser thereof and deposited in the Prior Bond Account to pay interest on the 2009P-1 Prior Bonds on the first interest payment date.

(c) Administration of Refunding Plan. The Refunding Trustee is authorized and directed to make the payments required to be made by the Refunding Plan from the money deposited with the Refunding Trustee pursuant to this Resolution. All money deposited with the Refunding Trustee and any income therefrom shall be held irrevocably, invested and applied in accordance with the provisions of Resolution Nos. R2005-02 and R2005-07, this Resolution, chapter 39.53 RCW and other applicable statutes of the State and the Refunding Trust Agreement. All necessary and proper fees, compensation and expenses of the Refunding Trustee for the 2009P-1 Prior Bonds and all other costs incidental to the setting up of the escrow to accomplish the refunding of the Refunded Bonds and costs related to the issuance and delivery of the 2009P-1 Prior Bonds, including verification fees, disbursements of Bond Counsel and other related expenses, shall be paid out of the proceeds of the 2009P-1 Prior Bonds.

(d) Authorization for Refunding Trust Agreement. To carry out the Refunding Plan provided for by this resolution, the Chief Financial Officer of the Authority is authorized and directed to execute and deliver to the Refunding Trustee the Refunding Trust Agreement setting forth the duties, obligations and responsibilities of the Refunding Trustee in connection with the payment and redemption of the Refunded Bonds as provided herein. Prior to executing the Refunding Trust Agreement, the Chief Financial Officer is authorized to make such changes therein that do not change the substance and purpose thereof or that assure that the escrow provided thereby and the 2009P-1 Prior Bonds are in compliance with the requirements of

federal law governing the exclusion of interest on the 2009P-1 Prior Bonds from gross income for federal income tax purposes.

Section 16. Call for Redemption of the Refunded Bonds. The Authority calls for redemption on November 1, 2009, all of the Refunded Bonds at par plus accrued interest. Such call for redemption shall be irrevocable after the delivery of the 2009P-1 Prior Bonds to the initial purchaser thereof. The date on which the Refunded Bonds are herein called for redemption is the first date on which the Refunded Bonds may be called after adoption of this Resolution.

The proper Authority officials are authorized and directed to give or cause to be given such notices as required, at the times and in the manner required, pursuant to Resolution Nos. R2005-02 and R2005-07 in order to effect the redemption prior to their maturity of the Refunded Bonds.

Section 17. Authority Findings with Respect to Refunding. The Board finds and determines that the issuance and sale of the 2009P-1 Prior Bonds at this time will effect a savings to the Authority and is in the best interest of the Authority and its taxpayers and in the public interest. In making such finding and determination, the Board has given consideration to the fixed maturities of the 2009P-1 Prior Bonds and the Refunded Bonds, the costs of issuance of the 2009P-1 Prior Bonds and the known earned income from the investment of the proceeds of the issuance and sale of the 2009P-1 Prior Bonds pending payment and redemption of the Refunded Bonds.

The Board further finds and determines that the money to be deposited with the Refunding Trustee for the Refunded Bonds in accordance with this Resolution will discharge and satisfy the obligations of the Authority under Resolution No. R2005-02 with respect to the Refunded Bonds and the pledges, charges, trusts, covenants and agreements of the Authority therein made or provided for as to the Refunded Bonds, and that the Refunded Bonds shall no longer be deemed to be outstanding under such resolution immediately upon the deposit of such money with the Refunding Trustee.

Section 18. Form of 2009 Prior Bonds. The 2009P-1 Prior Bonds shall be substantially in the form attached hereto as Exhibit B and incorporated herein by this reference. The 2009P-2T Prior Bonds shall be substantially in the form attached hereto as Exhibit C and incorporated herein by this reference.

Section 19. Sale and Delivery of 2009 Prior Bonds. The Authority finds that the sale and delivery of the 2009 Prior Bonds to the Underwriters at the interest rates set forth herein and under the conditions set forth in the 2009 Prior Bond Resolutions and the Bond Purchase Contract is in the Authority's best interest and therefore approves the sale and delivery of the 2009 Prior Bonds to the Underwriters pursuant to the Bond Purchase Contract. The Chief Executive Officer or the Chief Financial Officer is authorized and directed to execute on behalf of the Authority the Bond Purchase Contract in substantially the form on file with the Board Administrator.

Section 20. Authorization of Official Statement. The Chief Financial Officer is authorized and directed to review and approve and to execute and deliver on behalf of the Authority a final official statement (the "Official Statement") with respect to the 2009 Prior Bonds, substantially in the form of the Preliminary Official Statement and supplemented or amended as he, with the approval of disclosure counsel, deems necessary, desirable, or appropriate. The Authority authorizes and approves the distribution by the Underwriters of the Official Statement and ratifies the distribution by the Underwriters of the Preliminary Official Statement to potential purchasers and purchasers of the 2009 Prior Bonds.

Section 21. General Authorization. The Designated Authority Representative (including the Chief Financial Officer) and each of the other appropriate officers of the Authority are each authorized and directed to do everything as in their judgment may be necessary, appropriate or desirable in order to carry out the terms and provisions of, and complete the transactions contemplated by, the 2009 Prior Bond Resolutions, including transferring Authority funds among accounts to satisfy any reserve account requirement for the Prior Bonds or the

Parity Bonds, designating federal credit payments to be received by the Authority in respect of the 2009P-2T Prior Bonds as Receipts under a Prior Payment Agreement, declaring the right of the Authority to receive such federal credit payments and executing a Prior Payment Agreement incorporating such designation and declaration in accordance with the provisions of the Master Prior Bond Resolution.

Section 22. Undertaking to Provide Continuing Disclosure. To meet the requirements of United States Securities and Exchange Commission ("SEC") Rule 15c2-12(b)(5) (the "Rule"), as applicable to a participating underwriter for the 2009 Prior Bonds, the Authority makes the following written undertaking (the "Undertaking") for the benefit of holders of the 2009 Prior Bonds:

(a) Undertaking to Provide Annual Financial Information and Notice of Material Events. The Authority 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 2009 Prior Bonds and described in subsection (b) of this Section ("annual financial information");

(ii) Timely notice of the occurrence of any of the following events with respect to the 2009 Prior Bonds, if material: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (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 or events affecting the tax-exempt status of the 2009 Prior Bonds; (7) modifications to rights of holders of the 2009 Prior Bonds; (8) 2009 Prior Bond calls (other than scheduled mandatory redemptions of Term Prior Bonds);

(9) defeasances; (10) release, substitution, or sale of property securing repayment of the 2009 Prior Bonds; and (11) rating changes; and

(iii) Timely notice of a failure by the Authority 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 Authority undertakes to provide in subsection (a) of this Section:

(i) Shall consist of (1) audited financial statements prepared in accordance with generally accepted accounting principles applicable to Washington municipalities and consistent with requirements of the Washington State Auditor, except that if any audited financial statements are not available by nine months after the end of any Fiscal Year, the annual financial information filing shall contain unaudited financial statements in a format similar to the audited financial statements most recently prepared for the Authority, and the Authority's audited financial statements shall be filed in the same manner as the annual financial information filing when and if they become available; and (2) operating and financial information consisting of (A) aggregate principal amount of Prior Bonds, Parity Bonds and Junior Obligations Outstanding; (B) amount of Local Option Taxes and Pledged Taxes levied and collected by type; (C) any change (by type) in the rate or in the total amount of Local Option Taxes or Pledged Taxes that the Authority is authorized to levy; and (D) a sufficiency calculation of the type set forth in Section 8 of the Master Prior Bond Resolution if the Authority is required to provide an Authority certificate under that Section;

(ii) Shall be provided not later than the last day of the ninth month after the end of each fiscal year of the Authority (currently, a fiscal year ending December 31), as such fiscal year may be changed as required or permitted by State law, commencing with the Authority's fiscal year ending December 31, 2009; 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 2009 Prior Bonds without the consent of any holder of any 2009 Prior Bonds, 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 Authority 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 Authority and any holder of 2009 Prior Bonds, and shall not inure to the benefit of or create any rights in any other person.

(e) Termination of Undertaking. The Authority's obligations under this Undertaking shall terminate upon the legal defeasance of all of the 2009 Prior Bonds. In addition, the Authority's obligations under this Undertaking shall terminate if those provisions of the Rule which require the Authority to comply with this Undertaking become legally inapplicable in respect of the 2009 Prior 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 Authority, and the Authority provides timely notice of such termination to the MSRB.

(f) Remedy for Failure to Comply with Undertaking. As soon as practicable after the Authority learns of any failure to comply with the Undertaking, the Authority will proceed with due diligence to cause such noncompliance to be corrected. No failure by the Authority or other obligated person to comply with the Undertaking shall constitute a default in respect of the 2009 Prior Bonds. The sole remedy of any holder of a 2009 Prior 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 Authority or other obligated person to comply with the Undertaking.

(g) Designation of Official Responsible to Administer Undertaking. The Chief Financial Officer of the Authority (or such other officer of the Authority 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 Authority in respect of the 2009 Prior Bonds set forth in this Section 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 2009 Prior Bonds, and, if material, preparing and disseminating notice of its occurrence;

(iii) Determining whether any person other than the Authority is an "obligated person" within the meaning of the Rule with respect to the 2009 Prior 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 Authority in carrying out the Undertaking; and

(v) Effecting any necessary amendment of the Undertaking.


Section 23. Ratification of Prior Acts. All acts taken pursuant to the authority of this Resolution but prior to its effective date are ratified, approved and confirmed.

Section 24. Severability. If any one or more of the covenants or agreements provided in this Resolution to be performed on the part of the Authority shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or

agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements in this Resolution and shall in no way affect the validity of the other provisions of this Resolution or of any 2009 Prior Bonds.

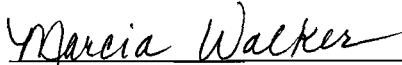
Section 25. Effective Date. This Resolution shall be effective immediately upon its adoption.

ADOPTED by the Board of the Central Puget Sound Regional Transit Authority at a special meeting held this 16th day of September, 2009.



Claudia Thomas
Board Vice Chair

ATTEST:



Marcia Walker
Board Administrator

EXHIBIT A

Interest Rates for the 2009P-2T Prior Bonds

2009P-2T Prior Bonds stated to mature in 2024: ^{mmw} 4.845 % per annum *CBT*

2009P-2T Prior Bonds stated to mature in 2028: 5.145 % per annum *CBT*
_{mmw}

EXHIBIT B

Form of 2009P-1 Prior Bond

No. R- _____

\$ _____

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Authority or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA

STATE OF WASHINGTON

THE CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY

SALES TAX AND MOTOR VEHICLE EXCISE TAX BOND, SERIES 2009P-1

Maturity Date: _____ Interest Rate: _____ CUSIP No.: _____

Registered Owner: CEDE & CO.

Principal Amount: _____ DOLLARS

THE CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY (the "Authority"), a regional transit authority of the State of Washington, for value received, promises to pay the Registered Owner identified above on the Maturity Date identified above the Principal Amount identified above and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) thereon from the later of the date of this bond or from the most recent date to which interest has been paid at the Interest Rate per annum identified above, payable on each February 1 and August 1, commencing February 1, 2010 to the Maturity Date or earlier date fixed for redemption of this bond. If this bond is duly presented for payment and not paid on its Maturity Date or earlier date fixed for redemption, then interest shall continue to accrue at that Interest Rate until this bond, both principal and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Prior Bond Account and this bond has been called for payment by giving notice to the Registered Owner.

Principal of and premium, if any, and interest on this bond shall be payable in lawful money of the United States of America. Interest on this bond shall be paid by checks or drafts of the fiscal agent of the State of Washington (the "Bond Registrar"), or, if requested in writing prior to the Record Date by the Owner of \$1,000,000 or more in principal amount of 2009 Prior Bonds, by wire, mailed or transferred on the interest payment date to that Owner as that Owner and that Owner's address and account appear on the Bond Register on the Record Date.

Principal of and premium, if any, on this bond shall be payable at maturity or on such date as may be specified for prior redemption upon presentation and surrender of this bond by the Registered Owner at the principal corporate trust office or offices of the Bond Registrar. Notwithstanding the foregoing, payment of this bond if registered in the name of DTC or its nominee shall be made in accordance with the Letter of Representations.

This bond is one of an authorized issue of bonds designated The Central Puget Sound Regional Transit Authority Sales Tax and Motor Vehicle Excise Tax Bonds, Series 2009P-1 (the "2009P-1 Prior Bonds"), aggregating \$23,155,000 in principal amount, of like date, tenor and effect, except as to numbers, denominations, interest rates, maturity dates and rights of redemption. The 2009P-1 Prior Bonds are issued by the Authority pursuant to Resolution No. R2009-15 and Resolution No. R2009-17 (together, the "2009 Prior Bond Resolutions") for the purpose of providing all or part of the funds to pay part of the cost of providing high-capacity transportation services in the central Puget Sound region and to pay the costs of issuance and sale of the 2009 Prior Bonds, all as provided in the 2009 Prior Bond Resolutions. The 2009P-1 Prior Bonds are issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof within a single maturity.

Reference is made to the 2009 Prior Bond Resolutions for the covenants and declarations of the Authority and other terms and conditions upon which this bond has been issued, which terms and conditions, including terms pertaining to redemption, defeasance and amendment of the 2009 Prior Bond Resolutions, are made a part hereof by this reference. The Authority irrevocably and unconditionally covenants that it will keep and perform all of the covenants of this bond and of the 2009 Prior Bond Resolutions. Reference also is made to the 2009 Prior Bond Resolutions for the definitions of the capitalized terms used and not otherwise defined herein.

So long as any Prior Bonds remain Outstanding, the Authority irrevocably obligates and binds itself to deposit all Local Option Taxes into the Local Option Tax Accounts

The Authority hereby irrevocably obligates and binds itself for so long as any Prior Bonds remain Outstanding to set aside or cause to be set aside and pay or cause to be paid into the Prior Bond Account from Local Option Taxes: (a) approximately equal monthly deposits such that the amounts projected to be on deposit on the next interest payment date will be sufficient to pay the interest scheduled to become due and redemption premium, if any, on Outstanding Prior Bonds; and (b) approximately equal monthly deposits such that the amounts projected to be on deposit on the next principal payment date will be sufficient to pay maturing principal (including sinking fund redemptions) for Prior Bonds; and (c) regularly scheduled Payments under a Prior Payment Agreement.

There is hereby pledged for the payment of the Prior Bonds the Local Option Taxes and amounts in the Local Option Tax Accounts, the Prior Bond Account, the Prior Reserve Account, and any project account created for the deposit of Prior Bond proceeds, and such pledge is hereby declared to be a prior charge upon the Local Option Taxes and such accounts superior to all other charges of any kind or nature.

The Prior Bonds are special limited obligations of the Authority payable from and secured solely by Local Option Taxes and amounts, if any, in the Prior Bond Account, the Prior Reserve Account and any project account created for the deposit of Prior Bond proceeds.

The 2009P-1 Prior Bonds are not obligations of the State of Washington or any political subdivision thereof other than the Authority. The 2009P-1 Prior Bonds do not constitute a lien or charge upon any general fund or upon any money or other property of the Authority not specifically pledged thereto.

The 2009P-1 Prior Bonds are subject to redemption prior to maturity as set forth in the 2009 Prior Bond Resolutions.

The Authority has further reserved the right and option to purchase any or all of the 2009P-1 Prior Bonds in the open market at any time at a price acceptable to the Authority plus accrued interest to the date of such purchase.

In the manner and subject to the limitations set forth in the 2009 Prior Bond Resolutions, 2009P-1 Prior Bonds surrendered to the Bond Registrar may be exchanged for 2009P-1 Prior Bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. 2009P-1 Prior 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 2009P-1 Prior Bonds during the period between any Record Date and the corresponding principal payment date or date fixed for redemption.

This bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon has been signed by the Bond Registrar.

The principal of and premium, if any, and interest on this bond shall be paid only to the Registered Owner as of the Record Date set forth above and to no other Person, and this bond may not be assigned except on the Bond Register.

It is certified and declared that all acts, conditions and things required to be done precedent to and in the issuance of this bond have been done, have happened and have been performed as required by law, and that the total indebtedness of the Authority, including the 2009P-1 Prior Bonds, does not exceed any constitutional or statutory limitation.

IN WITNESS WHEREOF, the Authority has caused this bond to be executed on behalf of the Authority by the facsimile signatures of the Chair of its Board of Directors and its Chief Executive Officer and a facsimile reproduction of the seal of the Authority to be printed hereon, this _____ day of _____, 2009.

THE CENTRAL PUGET SOUND REGIONAL
TRANSIT AUTHORITY

By _____
Chair, Board of Directors

By _____
Chief Executive Officer

Date of Authentication: _____

CERTIFICATE OF AUTHENTICATION

This bond is one of the fully registered The Central Puget Sound Regional Transit Authority Sales Tax Bonds, Series 2009P-1, described in the 2009 Prior Bond Resolutions.

WASHINGTON STATE FISCAL AGENT

Bond Registrar

By: _____
Authorized Signer

ASSIGNMENT

For value received, the undersigned Registered Owner does sell, assign and transfer unto:

(Name, address and social security or other identifying number of assignee)

the within-mentioned 2009P-1 Prior Bond and irrevocably constitutes and appoints

to transfer the same on the Bond Register with full power of substitution in the premises.

Dated: _____

Registered Owner

(NOTE: The signature above must correspond with the name of the Registered Owner as it appears on the front of this bond in every particular, without alteration or enlargement or any change whatsoever.)

Signature Guaranteed:

(NOTE: Signature must be guaranteed pursuant to law.)

EXHIBIT C

Form of Series 2009P-2T Prior Bond

No. R- _____

\$ _____

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Authority or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA

STATE OF WASHINGTON

THE CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY

SALES TAX AND MOTOR VEHICLE EXCISE TAX BOND, SERIES 2009P-2T

Maturity Date: _____

Interest Rate: _____

CUSIP No.: _____

Registered Owner: CEDE & CO.

Principal Amount: _____ DOLLARS

THE CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY (the "Authority"), a regional transit authority of the State of Washington, for value received, promises to pay the Registered Owner identified above on the Maturity Date identified above the Principal Amount identified above and to pay interest (computed on the basis of a 360-day year of twelve 30-day months) thereon from the later of the date of this bond or from the most recent date to which interest has been paid at the Interest Rate per annum identified above, payable on each February 1 and August 1, commencing February 1, 2010 to the Maturity Date or earlier date fixed for redemption of this bond. If this bond is duly presented for payment and not paid on its Maturity Date or earlier date fixed for redemption, then interest shall continue to accrue at that Interest Rate until this bond, both principal and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Prior Bond Account and this bond has been called for payment by giving notice to the Registered Owner.

Principal of and premium, if any, and interest on this bond shall be payable in lawful money of the United States of America. Interest on this bond shall be paid by checks or drafts of the fiscal agent of the State of Washington (the "Bond Registrar"), or, if requested in writing

prior to the Record Date by the Owner of \$1,000,000 or more in principal amount of 2009 Prior Bonds, by wire, mailed or transferred on the interest payment date to that Owner as that Owner and that Owner's address and account appear on the Bond Register on the Record Date. Principal of and premium, if any, on this bond shall be payable at maturity or on such date as may be specified for prior redemption upon presentation and surrender of this bond by the Registered Owner at the principal corporate trust office or offices of the Bond Registrar. Notwithstanding the foregoing, payment of this bond if registered in the name of DTC or its nominee shall be made in accordance with the Letter of Representations.

This bond is one of an authorized issue of bonds designated The Central Puget Sound Regional Transit Authority Sales Tax and Motor Vehicle Excise Tax Bonds, Series 2009P-2T (the "2009P-2T Prior Bonds"), aggregating \$76,845,000 in principal amount, of like date, tenor and effect, except as to numbers, denominations, interest rates, maturity dates and rights of redemption. The 2009P-2T Prior Bonds are issued by the Authority pursuant to Resolution No. R2009-15 and Resolution No. R2009-17 (together, the "2009 Prior Bond Resolutions") for the purpose of providing all or part of the funds to pay part of the cost of providing high-capacity transportation services in the central Puget Sound region and to pay the costs of issuance and sale of the 2009 Prior Bonds, all as provided in the 2009 Prior Bond Resolutions. The 2009P-2T Prior Bonds are issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof within a single maturity.

Reference is made to the 2009 Prior Bond Resolutions for the covenants and declarations of the Authority and other terms and conditions upon which this bond has been issued, which terms and conditions, including terms pertaining to redemption, defeasance and amendment of the 2009 Prior Bond Resolutions, are made a part hereof by this reference. The Authority irrevocably and unconditionally covenants that it will keep and perform all of the covenants of this bond and of the 2009 Prior Bond Resolutions. Reference also is made to the 2009 Prior Bond Resolutions for the definitions of the capitalized terms used and not otherwise defined herein.

So long as any Prior Bonds remain Outstanding, the Authority irrevocably obligates and binds itself to deposit all Local Option Taxes into the Local Option Tax Accounts

The Authority hereby irrevocably obligates and binds itself for so long as any Prior Bonds remain Outstanding to set aside or cause to be set aside and pay or cause to be paid into the Prior Bond Account from Local Option Taxes: (a) approximately equal monthly deposits such that the amounts projected to be on deposit on the next interest payment date will be sufficient to pay the interest scheduled to become due and redemption premium, if any, on Outstanding Prior Bonds; and (b) approximately equal monthly deposits such that the amounts projected to be on deposit on the next principal payment date will be sufficient to pay maturing principal (including sinking fund redemptions) for Prior Bonds; and (c) regularly scheduled Payments under a Prior Payment Agreement.

There is hereby pledged for the payment of the Prior Bonds the Local Option Taxes and amounts in the Local Option Tax Accounts, the Prior Bond Account, the Prior Reserve Account, and any project account created for the deposit of Prior Bond proceeds, and such pledge is hereby declared to be a prior charge upon the Local Option Taxes and such accounts superior to all other charges of any kind or nature.

The Prior Bonds are special limited obligations of the Authority payable from and secured solely by Local Option Taxes and amounts, if any, in the Prior Bond Account, the Prior Reserve Account and any project account created for the deposit of Prior Bond proceeds.

The 2009P-2T Prior Bonds are not obligations of the State of Washington or any political subdivision thereof other than the Authority. The 2009P-2T Prior Bonds do not constitute a lien or charge upon any general fund or upon any money or other property of the Authority not specifically pledged thereto.

The 2009P-2T Prior Bonds are subject to redemption prior to maturity as set forth in the 2009 Prior Bond Resolutions.

The Authority has further reserved the right and option to purchase any or all of the 2009P-2T Prior Bonds in the open market at any time at a price acceptable to the Authority plus accrued interest to the date of such purchase.

In the manner and subject to the limitations set forth in the 2009 Prior Bond Resolutions, 2009P-2T Prior Bonds surrendered to the Bond Registrar may be exchanged for 2009P-2T Prior Bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. 2009P-2T Prior 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 2009P-2T Prior Bonds during the period between any Record Date and the corresponding principal payment date or date fixed for redemption.

This bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon has been signed by the Bond Registrar.

The principal of and premium, if any, and interest on this bond shall be paid only to the Registered Owner as of the Record Date set forth above and to no other Person, and this bond may not be assigned except on the Bond Register.

It is certified and declared that all acts, conditions and things required to be done precedent to and in the issuance of this bond have been done, have happened and have been performed as required by law, and that the total indebtedness of the Authority, including the 2009P-2T Prior Bonds, does not exceed any constitutional or statutory limitation.

IN WITNESS WHEREOF, the Authority has caused this bond to be executed on behalf of the Authority by the facsimile signatures of the Chair of its Board of Directors and its Chief Executive Officer and a facsimile reproduction of the seal of the Authority to be printed hereon, this _____ day of _____, 2009.

THE CENTRAL PUGET SOUND REGIONAL
TRANSIT AUTHORITY

By _____
Chair, Board of Directors

By _____
Chief Executive Officer

Date of Authentication: _____

CERTIFICATE OF AUTHENTICATION

This bond is one of the fully registered The Central Puget Sound Regional Transit Authority Sales Tax Bonds, Series 2009P-2T, described in the 2009 Prior Bond Resolutions.

WASHINGTON STATE FISCAL AGENT

Bond Registrar

By: _____
Authorized Signer

ASSIGNMENT

For value received, the undersigned Registered Owner does sell, assign and transfer unto:

(Name, address and social security or other identifying number of assignee)

the within-mentioned 2009P-2T Prior Bond and irrevocably constitutes and appoints

to transfer the same on the Bond Register with full power of substitution in the premises.

Dated: _____

Registered Owner

(NOTE: The signature above must correspond with the name of the Registered Owner as it appears on the front of this bond in every particular, without alteration or enlargement or any change whatsoever.)

Signature Guaranteed:

(NOTE: Signature must be guaranteed pursuant to law.)

CERTIFICATE

I, the undersigned, Administrator of the Board (the "Board") of the Central Puget Sound Regional Transit Authority (the "Authority"), DO HEREBY CERTIFY:

1. That the attached resolution numbered R2009-17 (the "Resolution") is a true and correct copy of a resolution of the Authority, as finally adopted at a special meeting of the Board held on the 16th day of September, 2009, and duly recorded in my office.

2. That written notice specifying the time and place of the special meeting and noting the business to be transacted was given to all members of the Board by mail or by personal delivery at least 24 hours prior to the special meeting, a true and complete copy of which notice is attached hereto as Appendix 1.

3. That written notice of the special meeting was given to each newspaper of general circulation that has on file with the Authority a written request to be notified of special meetings, or to which such notice customarily is given.

4. That said 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 such meeting was given; that a quorum of the Board was present throughout the meeting and a legally sufficient number of members of the Board 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 and affixed the official seal of the Authority this 16th day of September, 2009.



Marcia Walker
Board Administrator

Appendix 1
Notice of Special Meeting



Sound Transit Special Board Meeting
Wednesday, September 16, 2009
9:00 a.m. to 9:30 a.m.

Ruth Fisher Boardroom
Union Station
401 South Jackson Street
Seattle, WA

Claudia Thomas, Board Vice Chair, Presiding

1. Call to Order
2. Roll Call of Members
3. Report of the Chair
4. Action Items

Items not referred by Committee

- A. Resolution No. R2009-18 – Providing for the sale and issuance of the Central Puget Sound Regional Transit Authority Sales Tax Bonds, Series 2009S-2T; specifying the amounts, maturities, interest rates or provision therefore and other terms of the bonds; and amending the Adopted 2009 Budget in connection therewith
 - B. Resolution No. R2009-17 – Authorizing the issuance and sale of sales tax and motor vehicle excise tax bonds, Series 2009P-1 and Series 2009P-2T to pay a portion of the cost of the Authority's Regional Transit System Plan and other specified purposes; fixing the amounts, date, and terms of the bonds; and authorizing the sale of the bonds
5. Executive Session (Tentative)
 6. Other Business
 7. Next Meeting: Thursday, September 24, 2009
1:30 to 4:00 p.m.
Ruth Fisher Boardroom
 8. Adjourn

Please note: There will be no public comment taken at this meeting