

OFFICIAL STATEMENT

New Issue
Book-Entry Only

Moody's Rating: Aa3
Standard & Poor's Rating: AA
(See "Other Bond Information—Ratings on the Bonds")

In the opinion of Bond Counsel, under existing federal law and assuming compliance with applicable requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issue date of the Bonds, interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the alternative minimum tax applicable to individuals. However, while interest on the Bonds also is not an item of tax preference for purposes of the alternative minimum tax applicable to corporations, interest on the Bonds received by corporations is taken into account in the computation of adjusted current earnings for purposes of the alternative minimum tax applicable to corporations, interest on the Bonds received by certain S corporations may be subject to tax, and interest on the Bonds received by foreign corporations with United States branches may be subject to a foreign branch profits tax. Receipt of interest on the Bonds may have other federal tax consequences for certain taxpayers. See "Legal and Tax Information" herein.

\$35,830,000

**THE CITY OF SEATTLE, WASHINGTON
SOLID WASTE REVENUE BONDS, 2015**

DATED: DATE OF INITIAL DELIVERY

DUE: FEBRUARY 1, AS SHOWN ON PAGE I

The City of Seattle, Washington (the "City"), will issue its Solid Waste Revenue Bonds, 2015 (the "Bonds"), as fully registered bonds under a book-entry only system, registered in the name of Cede & Co. as bond owner and nominee for The Depository Trust Company, New York, New York ("DTC").

DTC will act as initial securities depository for the Bonds. Individual purchases of the Bonds will be made in book-entry form, in the denomination of \$5,000 or any integral multiple thereof within a single maturity. Purchasers will not receive certificates representing their interest in the Bonds. Interest on the Bonds is payable semiannually on each February 1 and August 1, beginning February 1, 2016. The principal of and interest on the Bonds are payable by the City's Bond Registrar, currently the fiscal agent of the State of Washington (currently U.S. Bank National Association), to DTC, which is obligated in turn to remit such payments to its participants for subsequent disbursement to Beneficial Owners of the Bonds, as described in "Description of the Bonds—Registration and Book-Entry Transfer System" and in Appendix E.

The Bonds are being issued to pay for part of the costs of various projects of the City's Solid Waste System, to make a deposit into the Reserve Subaccount, and to pay the administrative costs of issuing the Bonds.

The Bonds are subject to redemption prior to maturity as described herein. See "Description of the Bonds—Redemption of Bonds."

The Bonds are special limited obligations of the City payable from and secured solely by the Net Revenue of the Solid Waste System and by money in the Bond Account, including the Reserve Subaccount. The Net Revenue is pledged to make the payments into the Bond Account and the Reserve Subaccount required by the Bond Legislation, which pledge constitutes a lien and charge upon Net Revenue prior and superior to all other liens and charges. See "Security for the Bonds."

The Bonds do not constitute general obligations of the City, the State of Washington (the "State"), or any political subdivision of the State, or a charge upon any general fund or upon any money or other property of the City, the State, or any political subdivision of the State not specifically pledged thereto by the legislation authorizing the issuance of the Bonds. Neither the full faith and credit nor the taxing power of the City, nor any revenues of the City derived from sources other than the Solid Waste System, are pledged to the payment of the Bonds.

The Bonds are offered for delivery by the Underwriter of the Bonds, when, as, and if issued, subject to the approving legal opinion of Foster Pepper PLLC, Seattle, Washington, Bond Counsel. The form of Bond Counsel's opinion is attached hereto as Appendix B. It is expected that the Bonds will be available for delivery at DTC's facilities in New York, New York, or delivered to the Bond Registrar on behalf of DTC for closing by Fast Automated Securities Transfer, on or about June 25, 2015.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential in making an informed investment decision.

Dated: June 3, 2015

The information within this Official Statement has been compiled from official and other sources considered reliable and, while not guaranteed as to accuracy, is believed by the City to be correct as of its date. The City makes no representation regarding the accuracy or completeness of the information in Appendix E—Book-Entry Transfer System, which has been obtained from DTC’s website, or other information provided by parties other than the City. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made by use of this Official Statement shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof.

Information on website addresses set forth in this Official Statement is not incorporated into this Official Statement and cannot be relied upon to be accurate as of the date of this Official Statement, nor should any such information be relied upon in making investment decisions regarding the Bonds.

No dealer, broker, salesperson, or other person has been authorized by the City to give any information or to make any representations with respect to the Bonds other than those contained in this Official Statement and, if given or made, such information or representations must not be relied upon as having been authorized by the City. This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

In connection with this offering, the Underwriter may over allot or effect transactions which stabilize or maintain the market price of the Bonds at levels above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued or recommenced at any time without prior notice to any person.

The Bonds have not been registered under the Securities Act of 1933, as amended, and the Bond Legislation has not been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon exemptions contained in such acts. The Bonds have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Official Statement. Any representation to the contrary may be a criminal offense.

The presentation of certain information, including tables of revenues and expenses, is intended to show recent historic information and is not intended to indicate future or continuing trends in the financial position or other affairs of the City. No representation is made that past experience, as it might be shown by such financial and other information, will necessarily continue or be repeated in the future.

The information set forth in the Solid Waste Fund’s Audited Financial Statement that is included in Appendix C speaks only as of the date of those statements and is subject to revision or restatement in accordance with applicable accounting principles and procedures. The City specifically disclaims any obligation to update this information except to the extent described under “Legal and Tax Information—Continuing Disclosure Undertaking.”

Certain statements contained in this Official Statement do not reflect historical facts, but rather are forecasts and “forward-looking statements.” No assurance can be given that the future results shown herein will be achieved, and actual results may differ materially from the forecasts shown. In this respect, the words “estimate,” “forecast,” “project,” “anticipate,” “expect,” “intend,” “believe,” and other similar expressions are intended to identify forward-looking statements. The forward-looking statements in this Official Statement are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by such statements. All estimates, projections, forecasts, assumptions, and other forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth in this Official Statement. These forward-looking statements speak only as of the date they were prepared. The City specifically disclaims any obligation to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of this Official Statement, except as otherwise expressly provided in “Legal and Tax Information—Continuing Disclosure Undertaking.”

The CUSIP data herein are provided by CUSIP Global Services, managed on behalf of the American Bankers Association by Standard & Poor’s. CUSIP numbers are not intended to create a database and do not serve in any way as a substitute for CUSIP service. CUSIP numbers have been assigned by an independent company not affiliated with the City and are provided solely for convenience and reference. The CUSIP number for a specific maturity is subject to change after the issuance of the Bonds. Neither the City nor the successful bidder take responsibility for the accuracy of the CUSIP numbers.

The order and placement of materials in this Official Statement, including the Appendices, are not to be deemed to be a determination of relevance, materiality, or importance, and this Official Statement, including the Appendices, must be considered in its entirety. The offering of the Bonds is made only by means of this entire Official Statement.

MATURITY SCHEDULE

\$35,830,000

**THE CITY OF SEATTLE, WASHINGTON
SOLID WASTE REVENUE BONDS, 2015**

SERIAL BONDS

Due February 1	Amounts	Interest Rates	Yields	Prices	CUSIP Numbers
2016	\$ 630,000	2.000%	0.400%	100.957	812702DF2
2017	810,000	3.000%	0.750%	103.571	812702DG0
2018	840,000	5.000%	1.250%	109.562	812702DH8
2019	885,000	5.000%	1.450%	112.406	812702DJ4
2020	930,000	5.000%	1.640%	114.827	812702DK1
2021	980,000	5.000%	1.940%	116.161	812702DL9
2022	1,030,000	5.000%	2.130%	117.581	812702DM7
2023	1,080,000	5.000%	2.280%	118.879	812702DN5
2024	1,135,000	5.000%	2.420%	119.920	812702DP0
2025	1,195,000	5.000%	2.550%	120.743	812702DQ8
2026	1,255,000	5.000%	2.680%	119.520 ⁽¹⁾	812702DR6
2027	1,315,000	4.000%	3.020%	108.111 ⁽¹⁾	812702DS4
2028	1,370,000	4.250%	3.140%	109.135 ⁽¹⁾	812702DT2
2029	1,430,000	4.375%	3.220%	109.470 ⁽¹⁾	812702DU9
2030	1,495,000	4.500%	3.300%	109.802 ⁽¹⁾	812702DV7
2031	1,565,000	4.625%	3.360%	110.303 ⁽¹⁾	812702DW5
2032	1,640,000	4.625%	3.420%	109.787 ⁽¹⁾	812702DX3
2033	1,720,000	4.750%	3.430%	110.716 ⁽¹⁾	812702DY1
2034	1,800,000	4.750%	3.480%	110.286 ⁽¹⁾	812702DZ8
2035	1,890,000	4.750%	3.530%	109.857 ⁽¹⁾	812702EA2
2036	1,980,000	4.750%	3.580%	109.431 ⁽¹⁾	812702EB0
2037	2,075,000	4.750%	3.630%	109.006 ⁽¹⁾	812702EC8

TERM BONDS

February 1	Amount	Interest Rate	Yield	Price	CUSIP Number
2040	\$ 6,780,000	4.00%	3.900%	100.791 ⁽¹⁾	812702ED6

(1) Priced to the February 1, 2025, par call date.

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**THE CITY OF SEATTLE
CITY OFFICIALS AND CONSULTANTS**

MAYOR AND CITY COUNCIL

Edward B. Murray	Mayor
Tim Burgess	President, City Council
Sally Bagshaw	Council Member
Jean Godden	Council Member
Bruce Harrell	Council Member
Nick Licata	Council Member
Mike O'Brien	Council Member
John Okamoto	Council Member
Tom Rasmussen	Council Member
Kshama Sawant	Council Member

CITY ADMINISTRATION

Glen M. Lee	Director of Finance
Peter Holmes	City Attorney

SEATTLE PUBLIC UTILITIES

Ray Hoffman	Director
Kimberly Collier	Deputy Director for Human Resources and Service Equity
Susan Sánchez	Deputy Director for Customer Service
Sherrí Crawford	Interim Deputy Director for Finance and Administration
Melina Thung	Deputy Director for Utility Services
Vladimir Khazak	Interim Deputy Director for Project Delivery
Nancy Ahern ⁽¹⁾	Interim Deputy Director for Drainage and Wastewater Line of Business
[Vacant]	Deputy Director for Solid Waste Line of Business
Rick Scott	Deputy Director for Water Line of Business and Shared Services

BOND COUNSEL

Foster Pepper PLLC
Seattle, Washington

FINANCIAL ADVISOR

Piper Jaffray & Co./Seattle-Northwest Division
Seattle, Washington

BOND REGISTRAR

Washington State Fiscal Agent
U.S. Bank National Association

(1) Madeline Fong Goddard has been announced as the new Deputy Director for Drainage and Wastewater Line of Business and is expected to begin June 22, 2015.

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OFFICIAL STATEMENT

\$35,830,000

THE CITY OF SEATTLE, WASHINGTON SOLID WASTE REVENUE BONDS, 2015

INTRODUCTION

The purpose of this Official Statement, which includes the cover, inside cover, and appendices, is to set forth certain information concerning The City of Seattle, Washington (the “City”), a municipal corporation duly organized and existing under and by virtue of the laws of the State of Washington (the “State”), in connection with the offering of \$35,830,000 aggregate principal amount of its Solid Waste Revenue Bonds, 2015 (the “Bonds”). This Official Statement contains certain information related to such offering and sale concerning the City, the Bonds, Seattle Public Utilities (“SPU”), and the City’s solid waste system (the “Solid Waste System”).

Appendix A to this Official Statement is a copy of Ordinance 124629. Appendix B includes the form of the legal opinion of Foster Pepper PLLC of Seattle, Washington (“Bond Counsel”). Appendix C contains the audited 2014 financial statements of the Solid Waste Fund. Appendix D provides demographic and economic information for the City. Appendix E is a description provided on its website by The Depository Trust Company, New York, New York (“DTC”), of DTC procedures with respect to book-entry bonds. Capitalized terms that are not defined herein have the meanings set forth in the Bond Legislation (defined below).

All of the summaries of provisions of the State Constitution and laws of the State, of ordinances and resolutions of the City, and of other documents contained in this Official Statement are subject to the complete provisions thereof and do not purport to be complete statements of such laws or documents, copies of which may be obtained from the City upon request. A full review should be made of the entire Official Statement. The offering of the Bonds to prospective investors is made only by means of the entire Official Statement.

DESCRIPTION OF THE BONDS

Authorization for the Bonds

The Bonds are to be issued by the City pursuant to the State Constitution, chapter 35.92 of the Revised Code of Washington (“RCW”), the Seattle City Charter, and Ordinance 124629, authorizing the Bonds, passed by the City Council on November 24, 2014 (the “Bond Ordinance”), and Resolution 31589, adopted by the City Council on June 3, 2015 (the “Bond Resolution,” and together with the Bond Ordinance, the “Bond Legislation”).

Principal Amounts, Dates, Interest Rates, and Maturities

The Bonds will be dated the date of their initial issuance and delivery, and will mature on February 1 in the years and amounts set forth on page i of this Official Statement. Interest on the Bonds is payable semiannually on each February 1 and August 1, beginning February 1, 2016, at the rates set forth on page i of this Official Statement. Interest on the Bonds will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Registration and Book-Entry Transfer System

Book-Entry Transfer System. The Bonds will be issued initially as fully registered bonds and registered in the name of Cede & Co. as nominee for DTC, which will act as the initial Securities Depository for the Bonds. The Bonds will be held in fully immobilized book-entry form by the Securities Depository. Individual purchases and sales of the Bonds will be made in book-entry form only in denominations of \$5,000 or integral multiples thereof within a maturity of the Bonds (“Authorized Denominations”). Purchasers (“Beneficial Owners”) will not receive certificates representing their interest in the Bonds. So long as the Bonds are held in book-entry form, the Securities Depository will be deemed to be the Registered Owner of the Bonds, and all references herein to the Registered Owners will mean Cede & Co., as nominee of DTC, or its successor and will not mean the Beneficial Owners of the

Bonds. For information about DTC and its book-entry system, see Appendix E—Book Entry Transfer System. The City makes no representation as to the accuracy or completeness of the information in Appendix E obtained from DTC. Purchasers of the Bonds should confirm this information with DTC or its participants.

Termination of Book-Entry System. If the Bonds are no longer held in book-entry only form by the Securities Depository, the City will execute, authenticate, and deliver, at no cost to the Beneficial Owners, Bonds in fully registered form, in Authorized Denominations. The principal of the Bonds will then be payable upon due presentment and surrender to the Bond Registrar, and interest on the Bonds will then be payable by electronic transfer on the interest payment date, or by check or draft of the Bond Registrar mailed on the interest payment date, to the Registered Owners, at the address appearing upon the registration books on the Record Date. The City is not required to make electronic transfers except pursuant to a request by a Registered Owner in writing received on or prior to the Record Date and at the sole expense of the Registered Owner.

Bond Registrar. The principal of and interest on the Bonds will be payable by the fiscal agent of the State (the “Bond Registrar”), currently U.S. Bank National Association in Seattle, Washington (or such other fiscal agent or agents as the State may from time to time designate). So long as Cede & Co. is the Registered Owner of the Bonds, principal of and interest on the Bonds will be payable by wire transfer by the Bond Registrar to DTC, which, in turn, is obligated to remit such principal and interest to its participants for subsequent disbursement to the Beneficial Owners of the Bonds, as further described in Appendix E—Book-Entry Transfer System.

Transfer and Exchange; Record Date. The Bond Registrar is not obligated to exchange any Bond or transfer registered ownership during the period between the applicable Record Date and the next upcoming interest payment, principal payment, or redemption date. Record Date means, in the case of each interest or principal payment date, the Bond Registrar’s close of business on the 15th day of the month preceding the interest or principal payment date. With regard to redemption of a Bond prior to its maturity, the Record Date means the Bond Registrar’s close of business on the day prior to the date on which the Bond Registrar sends the notice of redemption. Registered ownership of any Bond registered in the name of the Securities Depository may not be transferred except (i) to any successor Securities Depository, (ii) to any substitute Securities Depository appointed by the City, or (iii) to any person if the Bond is no longer to be held in book-entry only form.

Payment of the Bonds

The principal of and interest on the Bonds are payable by the Bond Registrar to DTC, which is obligated in turn to remit such payments to its participants for subsequent disbursement to Beneficial Owners of the Bonds, as described herein under “Registration and Book-Entry Transfer System” and Appendix E.

In the event that all or a portion of the Bonds are no longer held in book-entry form (see “Registration and Book-Entry Transfer System”), interest on such Bonds is payable by electronic transfer on the interest payment date, or by check or draft of the Bond Registrar mailed on the interest payment date to the Registered Owner at the address appearing on the Bond Register on the Record Date. The City, however, is not required to make electronic transfers except pursuant to a request by a Registered Owner in writing received at least ten days prior to the Record Date and at the sole expense of the Registered Owner. Principal of each Bond not registered in the name of DTC is payable upon presentation and surrender of the Bond by the Registered Owner to the Bond Registrar.

Redemption of Bonds

Optional Redemption. The Bonds maturing on and before February 1, 2025, are not subject to redemption prior to maturity. The City reserves the right and option to redeem Bonds maturing on and after February 1, 2026, prior to their stated maturity dates at any time on and after February 1, 2025, as a whole or in part, at a price equal to 100% of the stated principal amount to be redeemed plus accrued interest to the date fixed for redemption.

Mandatory Redemption. If not previously redeemed as described above or purchased or defeased under the provisions described below, the Term Bonds maturing on February 1, 2040, will be called for redemption at a price equal to 100% of the stated principal amount to be redeemed plus accrued interest to the date fixed for redemption, on February 1 in the years and amounts as follows:

TERM BONDS

<u>Years</u>	<u>Amounts</u>
2038	\$ 2,170,000
2039	2,260,000
2040 ⁽¹⁾	2,350,000

(1) Maturity.

If the City redeems all or a portion of the Term Bonds under the optional redemption provisions described above or purchases Term Bonds, the Term Bonds so redeemed or purchased (irrespective of their actual redemption or purchase prices) will be credited at the stated principal amount thereof against the remaining mandatory redemption requirements as determined by the Director of the Finance Division of the City's Department of Finance and Administrative Services (the "Director of Finance"). If the Director of Finance does not make such a determination, credit will be allocated on a *pro rata* basis.

Selection of Bonds for Redemption. If fewer than all of the outstanding Bonds are selected to be redeemed at the option of the City, the Director of Finance will select the maturity or maturities to be redeemed. If fewer than all of a single maturity of the Bonds are to be redeemed prior to maturity, then:

- (i) if such Bonds are in book-entry form at the time of such redemption, DTC will select the specific Bonds in accordance with the Letter of Representations, and
- (ii) if such Bonds are not in book-entry form at the time of such redemption, the Bond Registrar is required to select the specific Bonds randomly in such manner as the Bond Registrar determines.

All or a portion of the principal amount of any Bond that is to be redeemed may be redeemed in any Authorized Denomination.

Notice of Redemption. The City will cause notice of redemption to be given 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. The notice requirements will be deemed to have been fulfilled when notice is mailed, whether or not it actually is received by the owner of any Bond. As long as a Bond is held in book-entry form, notices with respect to such Bond will be given in accordance with procedures established by DTC. See "Registration and Book-Entry Transfer System" and Appendix E.

Conditional Notice of Redemption. In the case of an optional redemption, the notice may state that the City retains the right to rescind the redemption notice and the related optional redemption of the Bonds by giving a notice of rescission to the affected Registered Owners at any time on or prior to the scheduled optional redemption date. Any notice of optional redemption that is so rescinded will be of no effect, and the Bonds for which the notice of optional redemption has been rescinded will remain outstanding.

Effect of Redemption. Interest on Bonds called for redemption will cease to accrue on the date fixed for redemption unless the notice of redemption has been duly rescinded or the Bonds called are not redeemed when presented pursuant to the call.

Purchase

The City reserves the right to purchase in the open market any of the Bonds at any time at any price acceptable to the City plus accrued interest to the date of purchase.

Failure to Pay Bonds

If the principal of any Bond is not paid when properly presented at its maturity or date fixed for redemption, as applicable, the City will be obligated to pay interest on that Bond at the same rate provided in the Bond from and after its maturity or date fixed for redemption 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, or in a trust account established to refund or defease the Bond, and the Bond has been called for payment by giving notice of that call to the Registered Owner thereof.

Refunding or Defeasance of Bonds

The City may issue refunding obligations or use money available from any other lawful source to pay when due the principal of and premium, if any, and interest on any Bond or portion of a Bond, to redeem and retire, release, refund, or defease such Bond (the “defeased Bonds”), and to pay the costs of refunding or defeasing the defeased Bonds. If money and/or Government Obligations (defined below) maturing at a time and in an amount sufficient, together with known earned income from the investment thereof, to redeem and retire, release, 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 such redemption, retirement, or defeasance (the “trust account”), then all right and interest of the owners of the defeased Bonds in the covenants of the Bond Legislation and in the funds and accounts pledged to the payment of such defeased Bonds, other than the right to receive the funds so set aside and pledged, will cease and become void. Such owners thereafter have the right to receive payment of the principal of and interest or redemption price on the defeased Bonds from the trust account. After the trust account is established and fully funded, the defeased Bonds will be deemed as no longer outstanding and the City may apply any money in any other fund or account established for the payment or redemption of the defeased Bonds to any lawful purposes. Notice of refunding or defeasance will be given as specified under “Redemption of Bonds—Notice of Redemption,” and selection of Bonds for any partial refunding or defeasance will be conducted in the manner set forth in the Bond Legislation for the redemption of Bonds.

The term “Government Obligations” has the meaning given in RCW 39.53.010, currently: (i) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, and bank certificates of deposit secured by such obligations; (ii) bonds, debentures, notes, participation certificates, or other obligations issued by the Banks for Cooperatives, the Federal Intermediate Credit Bank, the Federal Home Loan Bank system, the Export-Import Bank of the United States, Federal Land Banks, or the Federal National Mortgage Association; (iii) public housing bonds and project notes fully secured by contracts with the United States; and (iv) obligations of financial institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation, to the extent insured or to the extent guaranteed as permitted under any other provision of State law.

Defaults and Remedies; No Acceleration of the Parity Bonds

The Bond Legislation does not enumerate events of default or remedies upon an event of default. In the event of a default, Bond owners would be permitted to pursue remedies permitted by State law.

The Parity Bonds are not subject to acceleration upon the occurrence of a default. The City is liable for principal and interest payments only as they become due. In the event of multiple defaults in payment of principal of or interest on the Parity Bonds, the registered owners would be required to bring a separate action for each such payment not made. This could give rise to a difference in interests between registered owners of earlier and later maturing Parity Bonds.

USE OF PROCEEDS

Purpose

The Bonds are being issued to pay for part of the costs of various projects of the City’s Solid Waste System, to fund a reserve for the Parity Bonds, and to pay the administrative costs of issuing the Bonds.

Sources and Uses of Funds

The proceeds of the Bonds are to be applied as follows:

SOURCES OF FUNDS	
Stated Principal Amount of Bonds	\$ 35,830,000
Original Issue Premium	<u>3,443,779</u>
Total Sources of Funds	\$ 39,273,779
USES OF FUNDS	
Solid Waste Construction Account Deposit	\$ 36,574,420
Reserve Subaccount Deposit	2,399,937
Costs of Issuance ⁽¹⁾	<u>299,422</u>
Total Uses of Funds	\$ 39,273,779

(1) Includes legal fees, financial advisory and rating agency fees, printing costs, underwriter's discount, and other costs of issuing the Bonds.

SECURITY FOR THE BONDS

Pledge of Net Revenue

The Bonds are special limited obligations of the City payable from and secured solely by the Net Revenue of the Solid Waste System and by money in the Solid Waste System Revenue Bond Account (the "Bond Account"), including the Reserve Subaccount. The Net Revenue is pledged to make the payments into the Bond Account and the Reserve Subaccount required by the Bond Legislation, which pledge constitutes a lien and charge upon Net Revenue prior and superior to all other liens and charges. See Appendix A—Bond Ordinance—Section 13, Security for the Bonds and Section 14, Flow of Funds. The City has reserved the right combine the Solid Waste System, including its funds and accounts, with other City utility systems, funds, and accounts. See "Combined Utility Systems."

The Bonds do not constitute general obligations of the City, the State, or any political subdivision of the State, or a charge upon any general fund or upon any money or other property of the City, the State or any political subdivision of the State not specifically pledged thereto by the Bond Legislation. Neither the full faith and credit nor the taxing power of the City, nor any revenues of the City derived from sources other than the Solid Waste System, are pledged to the payment of the Bonds.

The Bond Account has been created in the Solid Waste Fund for the sole purpose of paying the principal of and interest on all Parity Bonds, including the Bonds. The City has agreed to pay into the Bond Account on or prior to the respective dates on which principal and interest are payable certain fixed amounts from the Net Revenue of the Solid Waste System sufficient to pay such principal and interest when due. See Appendix A—Bond Ordinance—Section 15.

Reserve Subaccount

The Reserve Subaccount has been created in the Bond Account to secure the payment of the principal of and interest on the Parity Bonds. Upon the issuance of Parity Bonds (including the Bonds), the City is required to provide for the deposit into the Reserve Subaccount of periodic payments so that by five years from the date of such Parity Bonds there will have been paid into the Reserve Subaccount an amount which, together with the money already on deposit therein, will be at least equal to the lesser of (i) Maximum Annual Debt Service or (ii) the maximum amount permitted by the Internal Revenue Code of 1986, as amended (the "Code"), as a "reasonably required reserve or replacement fund" (the "Reserve Requirement") for all Parity Bonds outstanding at the end of that five-year period. If the amount in the Reserve Subaccount is less than the Reserve Requirement (taking into account the five-year period referred to above), the City is required to transfer to the Reserve Subaccount money from the Solid Waste Fund (after making provision for payment of Maintenance and Operation Expenses and for the required payments into the Principal and Interest Subaccount) in an amount sufficient to restore the Reserve Subaccount to the Reserve Requirement within 12 months after the date of such deficiency.

Under the Bond Legislation, the City may provide for all or any portion of the Reserve Requirement with Qualified Insurance. “Qualified Insurance,” as of the time of issuance, must be rated in one of the two highest rating categories by Moody’s Investors Service Inc. (“Moody’s”) and Standard & Poor’s Ratings Services (“S&P”) or their comparably recognized business successors, but does not cease to be considered “Qualified Insurance” due to any subsequent ratings downgrade. The City currently has Qualified Insurance in the amount of \$5,853,000 provided by MBIA Insurance Corporation (and reinsured by National Public Finance Guarantee Corporation, a wholly-owned subsidiary of MBIA Inc. currently rated A3/AA by Moody’s and S&P, respectively), that expires on February 1, 2033. The City has \$6,774,282 on deposit in the Reserve Subaccount as of April 30, 2015, and will make an additional deposit to the Reserve Subaccount of approximately \$2.4 million in cash from proceeds of the Bonds to satisfy the Reserve Requirement after the issuance of the Bonds. This deposit, along with the existing surety bond and cash on hand, will fully satisfy the Reserve Requirement for the Bonds and the Outstanding Parity Bonds. See “Use of Proceeds” and Appendix A—Bond Ordinance—Section 1, Definitions, and Section 13, Security for the Bonds.

Outstanding Parity Bonds

The outstanding 2007 Bonds, 2011 Bonds, and 2014 Bonds issued by the City and secured by Net Revenue on a parity with the Bonds collectively are referred to as the “Outstanding Parity Bonds.” The Outstanding Parity Bonds, the Bonds, and any Future Parity Bonds collectively are referred to as the “Parity Bonds.” The following table provides a summary of the Outstanding Parity Bonds.

OUTSTANDING PARITY BONDS

Bond Description	Original Par Amount	Outstanding Principal on 12/31/2014
2007 Bonds	\$ 82,175,000	\$ 28,665,000
2011 Bonds	45,750,000	42,860,000
2014 Bonds	95,350,000	95,350,000
Total	<u>\$ 223,275,000</u>	<u>\$ 166,875,000</u>

Future Obligations

Future Parity Bonds. Future Parity Bonds may be issued upon satisfaction of certain conditions set forth in the Bond Legislation. Among other conditions, the City must have on file at the time of the issuance of the Future Parity Bonds to the initial purchasers:

- (i) a certificate of both the Director of Finance and the Director of SPU demonstrating that during any 12 consecutive months out of the immediately preceding 24 months Adjusted Net Revenue was at least equal to 1.25 times Adjusted Annual Debt Service in that year (the “Coverage Requirement”) of all Parity Bonds plus the Future Parity Bonds proposed to be issued (and assuming that the debt service of the proposed Future Parity Bonds for that 12-month period was the average Annual Debt Service for those proposed bonds);
- (ii) a certificate of both the Director of Finance and the Director of SPU that in their opinion, the Adjusted Net Revenue will be at least equal to the Coverage Requirement for the five years next following the earlier of (a) the end of the period during which interest on the Future Parity Bonds is capitalized or, if no interest is capitalized, the fiscal year in which the Future Parity Bonds are issued, or (b) the date on which substantially all new facilities financed with those Future Parity Bonds are expected to commence operations with Adjusted Net Revenue further adjusted as described in Appendix A—Bond Ordinance—Section 17, Future Parity Bonds; or
- (iii) for refunding Parity Bonds, a certificate of the Director of Finance stating that immediately after the issuance of such refunding Parity Bonds the Annual Debt Service in any calendar year that Parity Bonds (other than such refunding Parity Bonds) are then outstanding will not be increased by more than \$5,000 by reason of the issuance of such refunding Parity Bonds.

Parity Payment Agreements. The City may enter into Parity Payment Agreements (such as interest rate swaps) secured by a pledge and lien on Net Revenue on a parity with the Bonds subject to the satisfaction of the requirements for the issuance of Future Parity Bonds. See Appendix A—Bond Ordinance—Section 1, Definitions, and Section 17, Future Parity Bonds. The City has never entered into a Parity Payment Agreement and currently has no intention of doing so.

Contract Resource Obligations. The City may enter into Contract Resource Obligations for the acquisition, from facilities to be constructed, of solid waste collection, transportation, treatment, or disposal or other commodity or service related to the Solid Waste System. The City may determine that all payments under those Contract Resource Obligations (including payments prior to the time such commodity or service is being provided, or during a suspension or after termination of commodity or service) will be Maintenance and Operation Expenses, upon compliance with certain requirements of the Bond Legislation. See Appendix A—Bond Ordinance—Section 20, Contract Resource Obligations.

Future Subordinate Lien Bonds. The City has reserved the right to issue revenue bonds or other obligations having a lien and charge on Net Revenue subordinate to the lien and charge of the Parity Bonds. The City has never issued any such obligations and currently has no intention of doing so.

Rate Covenant

The City has covenanted to establish, maintain, and collect rates and charges for solid waste services and facilities that will produce Adjusted Net Revenue of the Solid Waste System in each fiscal year at least equal to the Coverage Requirement. See Appendix A—Bond Ordinance—Section 1 for definitions of “Adjusted Net Revenue” and “Adjusted Annual Debt Service” and —Section 16(a).

Rate Stabilization Account. The City may deposit Gross Revenue and any other money received by the Solid Waste System into the Rate Stabilization Account and may withdraw money from that account for inclusion in Adjusted Gross Revenue for any fiscal year of the City. Such deposits and withdrawals may be made up to and including the date that is 90 days after the end of the fiscal year for which the deposit or withdrawal will be included as Adjusted Gross Revenue. No deposit of Gross Revenue may be made into the Rate Stabilization Account to the extent that such deposit would prevent the City from meeting the Coverage Requirement. A deposit of \$10.5 million was made into the Rate Stabilization Account in 2014. The City plans to use the funds in this account to mitigate the need for Solid Waste System rate increases in the future. See “Solid Waste System—Management Discussion and Analysis of Operating Results” and Appendix A—Bond Ordinance—Section 18, Rate Stabilization Account.

Other Covenants

In the Bond Legislation, the City has entered into other covenants, including those with respect to maintenance of the Solid Waste System, sale of the Solid Waste System, and preservation of tax exemption of interest on the Bonds. See Appendix A—Bond Ordinance—Section 16 and Section 22.

Separate Utility Systems

The City may create, acquire, construct, finance, own, and operate one or more additional systems for solid waste collection, transportation, treatment, or disposal, or other commodity or service related to the Solid Waste System. The revenue of that separate utility system will not be included in Gross Revenue, and may be pledged to the payment of revenue obligations issued for the purposes of the separate utility system. Neither the Gross Revenue nor the Net Revenue of the Solid Waste System may be pledged to the payment of any obligations of a separate utility system, except as a Contract Resource Obligation or on a basis subordinate to the lien of the Parity Bonds on that Net Revenue. See Appendix A—Bond Ordinance—Section 19, Separate Utility Systems.

Combined Utility Systems

The City has reserved the right to combine the Solid Waste System with other City utility systems, including their funds and accounts. See the definition of “Solid Waste System” in Appendix A—Bond Ordinance—Section 1. Also see “Seattle Public Utilities—Administrative Structure” for a description of existing City utilities that have reserved the right to combine with other City utilities.

Debt Service Requirements

The following table shows the debt service scheduled to be paid from the Net Revenue of the Solid Waste System.

DEBT SERVICE ON THE OUTSTANDING PARITY BONDS⁽¹⁾

Year	Outstanding Parity Bonds			The Bonds			Total Debt Service
	Principal	Interest	Total	Principal	Interest	Total	
2015	\$ 4,895,000	\$ 7,731,594	\$ 12,626,594	\$ -	\$ -	\$ -	\$ 12,626,594
2016	5,120,000	7,513,819	12,633,819	630,000	1,768,089	2,398,089	15,031,908
2017	5,355,000	7,272,519	12,627,519	810,000	1,588,331	2,398,331	15,025,850
2018	5,540,000	7,008,319	12,548,319	840,000	1,555,181	2,395,181	14,943,500
2019	5,815,000	6,726,069	12,541,069	885,000	1,512,056	2,397,056	14,938,125
2020	5,675,000	6,440,569	12,115,569	930,000	1,466,681	2,396,681	14,512,250
2021	5,960,000	6,151,444	12,111,444	980,000	1,418,931	2,398,931	14,510,375
2022	6,260,000	5,847,819	12,107,819	1,030,000	1,368,681	2,398,681	14,506,500
2023	6,580,000	5,528,819	12,108,819	1,080,000	1,315,931	2,395,931	14,504,750
2024	6,920,000	5,193,444	12,113,444	1,135,000	1,260,556	2,395,556	14,509,000
2025	7,275,000	4,840,819	12,115,819	1,195,000	1,202,306	2,397,306	14,513,125
2026	7,640,000	4,470,194	12,110,194	1,255,000	1,141,056	2,396,056	14,506,250
2027	8,030,000	4,080,819	12,110,819	1,315,000	1,083,381	2,398,381	14,509,200
2028	8,420,000	3,691,994	12,111,994	1,370,000	1,027,969	2,397,969	14,509,963
2029	8,835,000	3,278,731	12,113,731	1,430,000	967,575	2,397,575	14,511,306
2030	9,425,000	2,852,606	12,277,606	1,495,000	902,656	2,397,656	14,675,262
2031	9,850,000	2,427,194	12,277,194	1,565,000	832,828	2,397,828	14,675,022
2032	10,285,000	1,992,825	12,277,825	1,640,000	758,713	2,398,713	14,676,538
2033	10,750,000	1,523,700	12,273,700	1,720,000	679,938	2,399,938	14,673,638
2034	5,700,000	1,157,800	6,857,800	1,800,000	596,338	2,396,338	9,254,138
2035	5,955,000	899,950	6,854,950	1,890,000	508,700	2,398,700	9,253,650
2036	6,225,000	630,300	6,855,300	1,980,000	416,788	2,396,788	9,252,088
2037	3,315,000	348,300	3,663,300	2,075,000	320,481	2,395,481	6,058,781
2038	3,455,000	212,900	3,667,900	2,170,000	227,800	2,397,800	6,065,700
2039	3,595,000	71,900	3,666,900	2,260,000	139,200	2,399,200	6,066,100
2040	-	-	-	2,350,000	47,000	2,397,000	2,397,000
Total	\$ 166,875,000	\$ 97,894,447	\$ 264,769,447	\$ 35,830,000	\$ 24,107,168	\$ 59,937,168	\$ 324,706,615

(1) Totals may not add due to rounding.

SEATTLE PUBLIC UTILITIES

Administrative Structure

The City's water, drainage, wastewater, and solid waste utility services are consolidated administratively into a single entity known as Seattle Public Utilities. Within SPU, there are three separate funds: the Water Fund, the Drainage and Wastewater Fund, and the Solid Waste Fund. The City has reserved the right to combine the Solid Waste System, including the Solid Waste Fund, with other City utility systems, funds, and accounts. The City also has reserved the right to combine the Water System (including the Water Fund) and the Drainage and Wastewater System (including the Drainage and Wastewater Fund) with other City utility systems, funds and accounts.

Management

SPU consists of the Director's Office and eight Executive Branches: Human Resources and Service Equity, Customer Service, Finance and Administration, Utility Services, Project Delivery, Drainage and Wastewater, Solid Waste, and Water and Shared Services. This organizational structure was created in 2014 as part of the implementation of SPU's Strategic Business Plan, which is intended to guide the utility's business through 2020. One of the primary changes was to create management positions with direct responsibility for each of the three utility lines of business. The Director administers SPU in accordance with policies established by the Mayor of the City (the "Mayor") and the City Council.

Brief biographies of the members of SPU's Executive Team follow.

Ray Hoffman, Director. Mr. Hoffman was appointed Acting Director of SPU in 2009 and was named Director in 2010. In this role, he is responsible for SPU's annual budget and oversight of its rates and utility funds, as well as conservation of the City's watersheds and compliance with federal and state water quality and environmental laws. Previously, he was Director of Corporate Policy and Performance, with responsibilities for external government relations, legislative affairs, and risk management. In addition, he formerly served as an advisor to the Mayor on utilities and environmental issues, was the lead for regional affairs and negotiations for SPU, worked in recycling planning and program development for solid waste, and served as Executive Director for Washington Citizens for Recycling. He has more than 20 years of increasingly responsible roles in public policy and management, negotiating multi-party agreements on complex policy issues. Mr. Hoffman has a doctorate from the University of Washington School of Business, as well as a bachelor's degree and master's degree in accounting from the University of Illinois.

Kimberly Collier, Deputy Director for Human Resources and Service Equity Branch. Ms. Collier was appointed to establish and lead the branch in 2009. The Human Resources and Service Equity branch is comprised of four corporate services divisions: Human Resources, HR Operations and Data Management, Safety and Environmental Health, and Environmental Justice and Service Equity. Prior to joining SPU, Ms. Collier was a human resources executive for Cox Communications in Arizona, where she also had responsibilities for diversity leadership, including serving as the co-founder of the company's Diversity Council, and held a number of roles in the community supporting diversity. A graduate of the College of New Jersey, Ms. Collier earned a bachelor's degree in management.

Susan Sánchez, Deputy Director for Customer Service. Ms. Sánchez was appointed as Acting Deputy Director in 2009 and in 2010 was named Deputy Director for the branch, which serves as the main liaison between SPU ratepayers and the department's operations. Prior to this, she was the Director for the Customer Programs and Contract Management Division, which manages the City's graffiti abatement and education, waste prevention, resource conservation, and community stewardship programs. She has over 20 years of experience in the environmental, transportation, and land use fields at the local, regional, and federal levels. Before joining SPU, she was Director of the Planning, Policy, and Major Projects Division for the Seattle Department of Transportation. Ms. Sánchez holds a bachelor's degree in urban planning from the University of Washington.

Melina Thung, Deputy Director for Utility Services. Ms. Thung was appointed to this position in 2014 and oversees the branch's activities, including implementation of SPU's Strategic Business Plan, asset management standards and methods, corporate policy and strategy, climate adaptation, web services, and risk and quality assurance for the branch. Prior to holding this position, she was Deputy Director for Finance and Administration

and also formerly served SPU in the roles of finance director, budget analyst, budget manager, and environmental planner. Ms. Thung holds a bachelor's degree in international relations from Georgetown University, a master's degree in public administration from the University of Washington, and a master's degree in finance from Seattle University.

Sherri Crawford, Interim Deputy Director for Finance and Administration. Ms. Crawford was appointed to this position in 2014 and oversees the branch's activities, including finance, information technology, and fleet and facilities management. Prior to holding this position, she was Finance Director for SPU. She held similar positions at the Cities of Auburn and Tacoma. Ms. Crawford holds a bachelor's degree in business administration from the University of Wisconsin and a master's degree in public administration from Seattle University.

Vladimir Khazak, Interim Deputy Director for Project Delivery. Mr. Khazak was appointed to this position in 2013. In this role, he serves as the chief engineer for the utility and leads SPU's engineering, project, and construction management services for the capital improvement programs and other key technical services. He brings more than 40 years of experience managing, delivering, and implementing over \$40 billion of civil construction projects throughout the country and around the world. Prior to joining SPU, he served as an independent consultant on the \$1.3 billion Alaskan Way Tunnel project in Seattle, vice president of HNTB Corporation, executive vice president for Earth Tech managing its design-build and construction management business in Europe, and senior vice president of URS, responsible for the Construction Management Division. He also worked for various public sector organizations in Washington State from 1977 to 1991. During that time, he managed a \$1.3 billion Wastewater Quality Program and a \$483 million Downtown Seattle Transit Project and served as Technical Services Department Director for the Municipality of Metropolitan Seattle. Mr. Khazak holds a master's degree in mechanical engineering from the St. Petersburg (Russia) State University of Architecture and Civil Engineering and a master's degree in sanitary engineering from the Institute for Pulp and Paper Technology, St. Petersburg (Russia).

Nancy Ahern, Interim Deputy Director for Drainage and Wastewater Line of Business. Ms. Ahern was appointed to this position in 2015 and oversees the operations of SPU's Drainage and Wastewater business. Prior to this position, she served as the Deputy Director for Utility Systems Management. Before joining SPU in 2001, she spent more than 15 years in state and local government service, focusing on utilities and natural resource management. She served as manager of the Water and Land Resources Division in the King County Department of Natural Resources, and prior to that, she worked in the City of Bellevue Utilities Department for six years and for the Puget Sound Water Quality Authority. Ms. Ahern holds a bachelor's degree in biology and environmental studies from Principia College, a master's degree in organizational systems and renewal from Seattle University, and a Ph.D. degree in natural resource management from the University of Michigan. Ms. Ahern will be retiring from SPU at the end of May 2015; her replacement is expected to be named at that time.

[Vacant], Deputy Director for Solid Waste Line of Business. The newly created position of Deputy Director for Solid Waste Line of Business is currently unoccupied. This position is expected to be filled by the end of 2015. Until the position is filled, the solid waste planning area is being directed by Ms. Ahern and the solid waste operations function is being led by Rick Scott.

Rick Scott, Deputy Director for Water Line of Business and Shared Services. Mr. Scott was appointed as Deputy Director of the Water Line of Business and Shared Services in November 2014. He also leads the shared services functions that support SPU's three lines of business, which include drinking water, solid waste, and drainage and wastewater. He joined SPU in 2010 as Director of SPU's Distribution and Transmission Division and was appointed Deputy Director of the former Field Operations and Maintenance branch in 2011. Prior to joining SPU, he served as the Water Treatment superintendent for the City of Glendale Arizona, where he worked for 24 years. Mr. Scott has an associate degree in civil engineering from Glendale Community College and additional credit hours in utility operations and management or work-related courses.

Employment Retirement System and Employee Relations

Currently SPU has approximately 1,400 employees, approximately 70% of whom are represented under one of ten labor agreements with the Coalition of City Unions. See "The City of Seattle—Labor Relations."

Almost all SPU employees are members of the Seattle City Employee Retirement System, which requires SPU, like all City departments, to make contributions equal to an actuarially determined percentage of covered payrolls. See “The City of Seattle—Pension Plans.”

SOLID WASTE SYSTEM

General

In 1961, the City organized its solid waste operations as a separate utility within the Engineering Department, and its funding changed from general taxes to fees for utility services provided. The City’s solid waste system has been administered by SPU since 1997.

Solid Waste Operations

Collection. The City has contracted with private companies for waste collection for almost a century. The City transferred commercial collection to State-regulated franchises during the period 1960-2000, and then returned the services to City contracts in 2001. Residential collection has been continuously contracted. With limited exceptions, City ordinance prohibits collection of non-recyclable waste within the City by companies that are not under contract with the City. The City currently contracts for collection services with Waste Management of Washington (“Waste Management”), a subsidiary of Waste Management, Inc. and Recology/Cleanscapes, Inc. (“Cleanscapes”). Each contract covers designated areas in the City and includes garbage, co-mingled recycling, and food and yard waste (“organics”) collection from businesses and residents. SPU charges for garbage and organics collection based on volume and provides free co-mingled recycling pickup. The current collection contracts went into effect in 2009. The collection contract with Cleanscapes expires in 2017, with City options to extend the term to 2019 and 2021, and the collection contract with Waste Management expires in 2019, with a City option to extend the term to 2021. Independent private operations also provide commercial recycling collection in the City.

Transfer. The City has historically owned and operated two transfer stations, one in the south end of the City and one in the north end, that receive garbage and organics collected by the collection contractors or self-hauled by the public and small businesses. A new South Transfer Station was opened to the public in 2013 on a site adjacent to the old south-end transfer station. The old north-end transfer station was demolished in January 2014 and the new North Transfer Station is currently under construction. The old south-end transfer station is currently open for overflow traffic and is planned for demolition upon completion of the North Transfer Station in 2016. Each transfer station has a separate annual solid waste operating permit issued by Public Health—Seattle and King County. Both transfer stations are currently in compliance with the terms of their operating permits.

The City also contracts with Waste Management to use its private transfer station for some collected garbage and organics tonnage. The City and Waste Management deliver sealed containers of compacted garbage from the transfer stations to the railhead operated by the City’s disposal contractor, designated by ordinance as the receiving facility (the “Railhead”). Previously, SPU delivered organics to the City’s local organics processing contractor; under new contracts that began in April 2014, the organics processing contractors pick up organics from SPU transfer stations. The City transfer stations also provide recycling drop-off services for self-haul customers. Household hazardous materials are collected at two facilities in the City for processing, disposal, or reuse. The County’s Local Hazardous Waste Management Program provides reimbursement for any costs incurred by SPU in the collection, processing, and disposal of hazardous materials.

Processing. The City contracts with Rabanco Ltd. (a subsidiary of Republic Services) for processing of contractor-collected recyclables. The current processing contract with Rabanco Ltd. expires in 2016. A new contract with terms through 2021 is expected to be signed in June 2015. The City’s contracts with Lenz Enterprises and PacifiClean Environmental for processing of organics started in 2014 and are effective until 2020.

Disposal. The City contracts with Waste Management to haul the City’s waste from the Railhead and to dispose of the waste at the Columbia Ridge landfill in Arlington, Oregon, owned by Waste Management Disposal Services of Oregon, Inc., a subsidiary of Waste Management, Inc. If Columbia Ridge were to close, Waste Management would be obligated to deliver the waste to an identified alternative landfill. The disposal contract expires in 2028, with

City options to terminate in 2019 and 2021, depending on the termination date of Waste Management’s collections contract.

The following table shows the amounts of solid waste disposed of and recycled in the last five years.

**TABLE 1
SOLID WASTE TONNAGE
2010-2014**

	2010	2011	2012	2013	2014
Garbage-Tons Disposed					
Residential Collection	114,135	112,772	111,402	110,838	112,245
Self-Haul Garbage ⁽¹⁾	79,293	71,033	70,474	74,019	57,844
Commercial Collection	142,180	135,536	134,089	132,401	139,475
Total Tons Disposed	335,608	319,341	315,965	317,258	309,564
Recycling					
Private Recycling ⁽²⁾	208,711	220,878	218,784	229,279	241,252
Residential Curbside Recycling	57,131	57,234	55,317	55,023	56,054
Apartment Recycling	19,267	18,544	20,599	20,886	22,212
Residential Curbside Yard and Food Waste	79,952	78,456	82,244	80,989	82,588
Self-Haul Yard Waste	7,682	6,794	6,593	6,290	4,199
Self-Haul Wood Waste	808	739	569	626	523
Self-Haul Recycling	4,643	3,949	3,501	3,413	2,086
Composting ⁽³⁾	10,800	10,800	10,800	10,800	10,800
Total Tons Recycled	388,994	397,394	398,406	407,306	419,714
Total Tons Generated	724,602	716,735	714,371	724,564	729,278
Garbage as Percent of Total Tons Generated	46%	45%	44%	44%	42%
Recycling as Percent of Total Tons Generated	54%	55%	56%	56%	58%

(1) Declined in 2014 due to the closure of the old north-end transfer station. See “Solid Waste Operations—Transfer.”

(2) Estimate for 2013 and 2014.

(3) Estimates based on surveys conducted in 2010; include backyard food waste and yard waste composting.

Source: SPU Economic Services

Revenues

There are three primary sources of Solid Waste System revenues: residential collection charges, commercial collection charges, and self-haul charges.

The following table lists the Solid Waste System’s ten largest customers, combined self-haul and commercial:

**TABLE 2
TEN LARGEST CUSTOMERS**

	2014 Revenue	% of Total Revenue
Fred Meyer/QFC	\$ 803,481	0.48%
Starbucks	703,805	0.42%
Goodwill Industries	626,413	0.37%
Seattle Housing Authority	540,508	0.32%
Swedish Medical Center	503,782	0.30%
City of Seattle-Parks	467,240	0.28%
Pike Place Market	437,487	0.26%
Safeway	368,785	0.22%
Vigor Marine	367,923	0.22%
Seattle Pacific University	331,060	0.20%
Total-Ten Largest Customers	\$ 5,150,484	3.07%

Source: SPU Finance and Administration

Residential Collection. All residents of the City are required by City ordinance to subscribe to garbage collection service. Residential households are charged directly by the City for solid waste services. This charge is part of a combined utility bill that also includes charges for water and wastewater services. In 2014, residential collection charges generated approximately \$106.8 million, or 64% of total Solid Waste System revenue.

Commercial Collection. Commercial customers are charged by the haulers contracting with the City for commercial collection, which then remit those payments to the City. In 2014, commercial collection charges generated approximately \$50.8 million, or 30% of total Solid Waste System revenue.

Disposal and Other. The Disposal and Other category is comprised of self-haul revenues from the City’s two transfer stations, revenues from the sale of recycled materials, commercial disposal charges, and miscellaneous billing fees and charges. In 2014, these charges generated approximately \$10.4 million, or 6% of total Solid Waste System revenue.

Expenses

Solid Waste Contract Expense. Payments to the City’s collection, processing, and disposal contracts are the single largest expense of the Solid Waste Fund. In 2014, \$74.8 million, or 50% of total Solid Waste System expenses, went to Cleanscapes and Waste Management for garbage, recycling, and organics collection from residential and commercial customers.

Payments to Rabanco Ltd for recycling processing were \$2.5 million, or 2% of Solid Waste System expenses. Payments to Cedar Grove Inc., Lenz Enterprises, and PacifiClean for processing of organics materials were \$4.0 million, or 3% of Solid Waste System expenses. The contract with Cedar Grove expired at the end of March 2014, with service being continued under new contracts with Lenz Enterprises and PacifiClean (see “Solid Waste Operations—Transfer”). Payments to Waste Management Disposal Services of Oregon, Inc. for long-range hauling and disposal of garbage totaled \$13.0 million in 2013, or 9% of total Solid Waste System expenses. Payments to the County’s Local Hazardous Waste Management Program were \$3.5 million, or 2% of Solid Waste System expenses.

Other Operations and Maintenance. Expenses in this category include operation of City-owned transfer stations, customer service, billing, planning, conservation programs, finance and administration, and general overhead. In 2014, other operations and maintenance totaled \$29 million, or 20% of Solid Waste System expenses. Operations expenses at transfer stations were \$9.8 million of this amount, or 7% of Solid Waste System expenses.

Taxes. An 11.5% City utility tax, less deductions for certain environmental programs, is applied to Solid Waste System revenues and paid to the City's General Fund. A total of \$13.8 million, or 9% of Solid Waste System expenses, was paid in City taxes in 2014. The City also levies a tonnage tax of \$13.27 per ton of non-recycled waste. The tonnage tax levied on SPU totaled \$4.4 million in 2014, or 3% of Solid Waste System expenses. By ordinance, this tax revenue is transferred back to the Solid Waste Fund. See "Clean City and Tonnage Tax" below. Under the City Charter, City taxes are payable after payment of debt service on Parity Bonds.

In addition to City taxes, the State of Washington levies a 1.5% business and occupation tax on gross revenues and a 3.6% State refuse tax with deductions allowed for certain environmental-related programs. In 2014, SPU paid \$2.7 million in business and occupation taxes, or 2% of Solid Waste System expenses. The 3.6% State refuse tax is deducted from revenue and is not recorded as an expense. SPU paid \$4.4 million in State refuse taxes in 2014.

Clean City and Tonnage Tax. The tonnage tax is levied on all non-recycled waste transferred within the City. It is paid by SPU and all other public and private parties who transfer waste within City limits. All tonnage tax revenues, including those paid by others, are transferred to the Solid Waste Fund. These proceeds fund the City's Clean City program, which provides litter, public trash, and graffiti cleanup services. For garbage tons transferred by others, SPU received \$2.0 million in 2014. Revenues and expenses for this program have been netted out under Nonoperating Revenue (Expenses) since 2011. Prior to 2011, they were treated as Operating Revenue and Operating Expenses. Revenues under this category include the portion paid by SPU, the expense of which is recorded under "City Taxes."

Operating Results and Projections

Table 3—Operating Results shows historical revenues and expenses of the Solid Waste System derived from audited financial statements for the years 2010 through 2014 and projected revenues and expenses through 2017.

Projections for 2015 and 2016 are based on 2.0% inflation on collections and processing contracts, compared to 1.6% historically. Projections include a 3% decline in single-family garbage volume, offset by a 5.5% increase in residential organics volume and a 1.1% increase in residential dumpster volume. These trends are the result of infill development within the City and increased diversion away from garbage and towards organics reuse programs. Commercial demand is expected to fall slightly but remain relatively stable.

SPU does not as a matter of course make public projections as to future revenues, expenses, or other results. However, the management of SPU has prepared the prospective financial information set forth below under "Solid Waste System Operating Results" and "Future Capital Improvements" to provide readers of this Official Statement information related to projected revenues and expenses of the Solid Waste System. The accompanying prospective financial information was not prepared with a view toward public disclosure or with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of SPU's management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of the Solid Waste System. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and potential purchasers of the Bonds and the readers of this Official Statement are cautioned not to place undue reliance on the prospective financial information.

Neither SPU's independent auditors nor the State auditor nor any other independent accountants have compiled, examined, or performed any procedures with respect to this Official Statement or any financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information, and they assume no responsibility for, and disclaim any association with, this Official Statement and such information.

The financial statements of the Solid Waste Fund as of and for the fiscal year ended December 31, 2014, included herein as Appendix C, have been audited by Moss Adams LLP, independent auditors, as stated in its report appearing herein. SPU has not requested that Moss Adams LLP provide permission for inclusion of its report on the audited financial statements in this Official Statement, and Moss Adams LLP has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. Further, Moss Adams LLP has not participated in any way in the preparation or review of this Official Statement.

**TABLE 3
SOLID WASTE SYSTEM
OPERATING RESULTS**

	Actual					Projected	
	2010	2011	2012	2013	2014	2015	2016
Operating Revenue							
Residential Collection Services ⁽¹⁾	\$ 86,158,616	\$ 91,472,741	\$ 97,622,413	\$ 103,943,059	\$ 106,793,694	\$ 111,587,455	\$ 116,772,387
Commercial Collection Services ⁽¹⁾	45,279,472	46,692,923	46,083,567	47,775,527	50,842,702	50,699,365	52,406,819
Disposal and Other ⁽²⁾	19,467,843	16,034,403	13,220,794	13,269,452	10,361,423	8,804,642	14,818,624
Rate Stabilization Account	-	-	-	(5,246,536)	(10,500,000)	1,940,000	3,600,000
Total Operating Revenue	\$ 150,905,931	\$ 154,200,067	\$ 156,926,774	\$ 159,741,502	\$ 157,497,819	\$ 173,031,462	\$ 187,597,830
Operating Expenses							
Solid Waste Contract Expense	\$ 90,850,805	\$ 90,247,538	\$ 91,785,851	\$ 95,324,997	\$ 96,866,896	\$ 97,285,914	\$ 102,962,026
Other Operations and Maintenance	29,797,201	30,206,070	28,489,780	28,516,955	29,114,862	35,102,881	37,069,039
City Taxes	14,182,762	15,051,538	15,537,768	16,838,354	17,715,992	17,875,332	18,480,348
State Business and Occupation Tax	2,459,613	2,788,985	2,665,948	2,933,995	2,505,432	3,145,479	3,288,737
Depreciation and Amortization	6,915,931	8,763,978	9,017,615	8,657,977	9,488,141	9,432,457	9,596,187
Total Operating Expenses	\$ 144,206,312	\$ 147,058,109	\$ 147,496,962	\$ 152,272,278	\$ 155,691,323	\$ 162,842,063	\$ 171,396,337
Net Operating Income (Loss)	\$ 6,699,619	\$ 7,141,958	\$ 9,429,811	\$ 7,469,224	\$ 1,806,496	\$ 10,189,399	\$ 16,201,493
Nonoperating Revenue (Expenses)							
Interest Expense	\$ (2,400,011)	\$ (2,839,520)	\$ (2,657,684)	\$ (4,992,798)	\$ (5,428,376)	\$ (6,506,569)	\$ (8,451,741)
Amortization of Debt Issuance Expenses	(41,930)	(51,738)	-	-	-	-	-
Clean Cities and Tonnage Tax (Net) ⁽³⁾	-	633,465	(216,696)	232,396	1,257,887	(31,866)	(45,693)
Other (Net)	945,784	309,979	363,463	(39,589)	3,250,751	456,163	207,407
Total Nonoperating Revenue (Expenses)	\$ (1,496,157)	\$ (1,947,814)	\$ (2,510,917)	\$ (4,799,991)	\$ (919,738)	\$ (6,082,272)	\$ (8,290,027)
Operating and Capital Fees, Contributions and Grants	782,406	741,262	754,146	592,409	1,030,421	350,000	350,000
Net Income ⁽⁴⁾	\$ 5,985,868	\$ 5,935,406	\$ 7,673,040	\$ 3,261,643	\$ 1,917,180	\$ 4,457,127	\$ 8,261,466
Revenue Available for Debt Service ⁽⁵⁾	\$ 29,526,502	\$ 32,642,180	\$ 34,886,108	\$ 33,750,772	\$ 34,549,689	\$ 38,271,485	\$ 44,789,742
Debt Service ⁽⁶⁾	\$ 5,844,850	\$ 5,848,375	\$ 9,039,460	\$ 9,038,394	\$ 10,470,964	\$ 13,309,094	\$ 15,659,904
Debt Service Coverage	5.05	5.58	3.86	3.73	3.30	2.88	2.86
Debt Service Coverage Without Credit for Taxes or Grants ⁽⁷⁾	2.49	2.88	2.06	1.81	1.51	1.51	1.66

NOTES TO TABLE:

- (1) Projected revenues include a 5.9% rate increase in 2015 and a 3.4% rate increase in 2016.
- (2) Revenues from disposal declined in 2014 and are projected to decline in 2015 and 2016 due to the closure of the old north-end transfer station. See “Solid Waste Operations—Transfer.”
- (3) Clean City revenues and expenses have been netted out in Nonoperating Revenue (Expenses) since 2011. Prior to 2011, they were included as Operating Revenue and Operating Expenses.
- (4) Net Income includes Operating and Capital Fees, Contributions, and Grants.
- (5) Revenue Available for Debt Service = Net Income + City Taxes + Depreciation and Amortization + Interest Expense + Amortization of Debt Issuance Expenses + Accrued and Other Non-Cash Expense (which last component has not been experienced by the Solid Waste System in the last five years). Under the City Charter, City taxes are payable after payment of debt service.
- (6) Debt service in 2010 and 2011 was unusually low because the Parity Bonds issued in 1999 were refunded in 2009 and Parity Bonds to finance the new transfer stations had not yet been issued.
- (7) See “Financial Policies.”

Source: 2010-2014: SPU Audited Financial Statements; 2015-2016: SPU Finance and Administration

The table above does not reflect the potential effects of the implementation of Governmental Accounting Standards Board (“GASB”) Statement 68 (Accounting and Financial Reporting for Pensions), which takes effect December 31, 2015. See “The City of Seattle—Pension Plans.”

Management Discussion and Analysis of Operating Results

This section provides a brief discussion of operating results for the period 2010-2014 based on information in Table 3, and the Management’s Discussion and Analysis included in Appendix C—2014 Audited Financial Statements of the Solid Waste Fund.

A recession-induced downward trend in demand for services started in 2009 and continued through mid-2013. Declining demand was counterbalanced by successive rate increases during that period. Starting in 2013, certain sectors began to show signs of improvement and by 2014, most sectors were experiencing improvement. Long-term declines in single-family demand were offset by increases in multi-family demand as apartment and condominium construction within the City replaced single-family homes. Commercial demand, as measured through pickups, were flat in 2013 after three years of average annual declines of 5% and increased 3% in 2014.

The “Disposal and Other” category, which includes transfer stations, also includes recycling commodities revenues and, prior to 2011, revenues associated with the City’s Clean City program. In 2011, revenue associated with the Clean City program was moved to the “Nonoperating” category and netted out against the expenses associated with Clean City. Recycling commodities revenues, derived from the sale of recycled materials, were buoyed by high commodity prices in 2011 and resulted in \$4.7 million in revenue. Since then, declining prices for recycled materials, particularly paper, have reduced those revenues to \$0.8 million in 2014. SPU is not projecting any increase in commodity price revenue. Transfer station revenues declined 25% from 2013 to 2014 because of the demolition of the North Transfer Station. These revenues are expected to slowly return after the new station is opened in 2016.

Rate increases of 6.3% and 4.1% came into effect in April 2013 and 2014, respectively. These rate increases, along with lower than expected inflation, have improved net income.

Financial projections are based on demand and expense forecasts from SPU’s Recycling Potential Assessment (“RPA”) Model, long-term planning under SPU’s Solid Waste Comprehensive Plan and Strategic Business Plan, and time series forecasts for short term data sets. The RPA model projects tonnages using econometric forecasting equations that incorporate historical data, Puget Sound Regional Council forecasts of employment and household income, and assumptions about capture rates (the measurement of materials captured by recycling programs rather than going to the landfill) for current and planned programs based on the best data available. The RPA model includes sector-specific equations and also data on the composition of the waste stream from on-going composition studies done every four years for every sector.

The Solid Waste Fund did not carry a balance in the Rate Stabilization Account prior to 2013. A \$5.2 million deposit was made into the account in 2013, and an additional \$10.5 million was deposited in 2014. These funds are expected to be withdrawn by 2020. See “Security for the Bonds—Rate Stabilization Account.”

Rates

Establishment of Rates. Solid waste rates are proposed by the Mayor, reviewed by the City Council, and adopted by ordinance after public hearings. The City Council has exclusive authority to set rates and charges for solid waste services. The City is not subject to the rate-making jurisdiction of the Washington Utilities and Transportation Commission or any other State or federal agency.

Current Rates. All City residents are required by ordinance to subscribe to garbage collection service. Both residential and commercial customers can choose the level of service. The rate structures encourage customers to recycle and minimize the amount of garbage collected.

The following table provides a summary of average rate increases for residential and commercial customers. Rates for self-haul customers have not increased since 2010. Rates are currently approved through 2016. A rate study for rates beyond 2016 is expected to be approved in summer 2016.

TABLE 4
RATE INCREASES

2008	6.7%
2009	27.0
2010	8.0
2011	6.0
2012	3.5
2013 (April 1)	6.3
2014 (April 1)	4.1
2015 (April 1)	5.9
2016 (April 1)	3.4

Source: SPU Finance and Administration

The following tables show monthly rates for various levels of residential service, the number of residential customers subscribing to each level of service, representative solid waste bills for the City compared to other cities in the State, and City transfer station rates compared to the County's rates.

**TABLE 5
2015 MONTHLY RESIDENTIAL RATE SCHEDULE**

Service Units	Rate ⁽¹⁾
No Can (minimum rate)	\$6.85
12-Gallon	20.60
20-Gallon	25.25
32-Gallon	32.90
64-Gallon	65.75
96-Gallon	98.65
Recycling	No charge
Non-Compacted Dumpster (one cubic yard, once/week, one container) ⁽²⁾	243.09
Compacted Dumpster (three cubic yards, once/week, one container) ⁽²⁾	702.94
Yard Waste Mini-Can	5.45
Yard Waste 32-Gallon Can	8.20
Yard Waste 96-Gallon Can	10.50

(1) Rates listed are for curb/alley service. Backyard service rates are approximately 40% higher.

(2) Dumpster rates vary with size and number of containers as well as frequency of collection. Dumpster rates shown include a \$35.25 monthly account fee.

Source: Solid Waste Rates Ordinance and SPU Finance and Administration

**TABLE 6
NUMBER OF CUSTOMERS BY CLASS**

Customer Class	2010	2011	2012	2013	2014
Variable Cans					
No Can/Vacancy	2,577	2,611	2,443	2,385	2,388
12-Gallon Can	14,667	16,761	17,974	18,613	19,215
20-Gallon Can	41,778	43,830	44,395	44,738	46,083
32-Gallon Can	98,742	94,393	91,783	90,499	86,956
64-Gallon Can	6,446	6,525	6,568	6,627	7,034
96-Gallon Can	1,331	1,461	1,606	1,677	1,891
Total Variable Cans	165,541	165,581	164,769	164,539	163,567
Residential Dumpster Accounts	5,303	5,245	5,206	5,185	5,203
Commercial Accounts	8,264	8,198	8,173	8,183	8,168

Source: SPU Finance and Administration

TABLE 7
REGIONAL COMPARISONS OF AVERAGE MONTHLY BILLS
(Rates in Effect as of April 1, 2015)

<u>City</u>	<u>Residential⁽¹⁾</u>	<u>Commercial⁽²⁾</u>
Bellevue	\$ 21.10	\$ 211.23
Kirkland	22.98	218.68
Seattle	43.40	388.40
Shoreline	28.22	280.93
Spokane	30.89	252.72

- (1) Residential service assumes a 32-gallon garbage can picked up every week, a 96-gallon yard waste cart, and recycling service. Some yard waste or recycling service frequencies vary by jurisdiction.
- (2) Commercial service assumes a three-cubic-yard uncompacted container picked up one time per week or equivalent. Amounts shown include taxes.

Source: SPU Finance and Administration

TABLE 8
REGIONAL COMPARISON OF TRANSFER STATION RATES

<u>Garbage</u>	<u>Seattle</u>	<u>King County</u>
Per Ton	\$145.00	\$129.40
Minimum Charge	30.00	22.00

Source: SPU Finance and Administration

Billing. The City's utility billing function is co-managed by both SPU and Seattle City Light. SPU provides customer service through the call center and walk-in center. Seattle City Light operates and manages the billing system. SPU and Seattle City Light bill and reimburse each other for these services. A joint project is underway between SPU and Seattle City Light to replace their 14-year-old legacy customer information and billing system. The new system, scheduled to be operational in the fourth quarter of 2015, will provide utility customers new self-service features, while improving operational efficiencies.

SPU accounts are billed bimonthly for residential and small commercial customers and monthly for larger accounts. Residential customers receive a combined utility bill that itemizes amounts due for water, wastewater, and solid waste services. Payments received from the combined utility bills are allocated to the appropriate funds. If a payment received from a residential customer is insufficient to cover the total amount due and payable under the combined utility bill, that payment is credited first to the Solid Waste Fund. The balance of the payment is then credited to the Drainage and Wastewater Fund and then, if funds are available, to the Water Fund. If an account is 33 days past due, customers receive a water shut-off notice. Under State law, water may be shut off when an account is delinquent. Delinquent charges bear interest at the rate of 12% per annum. Total 90-day-plus outstanding balances for SPU billed water, wastewater, and solid waste services were \$2.4 million (less than 1% of annual direct service revenue billed by SPU) as of December 2014. These figures include all outstanding amounts going back to 2009.

Commercial customers are billed directly by the companies under contract with the City to collect commercial solid waste. Customers who self-haul garbage, yard waste, and wood waste to the City's two transfer stations either pay with cash or by credit card at the time they deliver their waste, or are billed directly by SPU on a monthly basis. If a credit customer fails to pay its bill on a timely basis, SPU terminates that customer's line of credit at the City-owned transfer stations, sends repeated notices to the customer demanding payment, and, if these measures fail to produce payment, transmits the matter to the City's Law Department for collection.

Financial Policies

The Mayor and City Council have established financial policies by resolution for SPU, including the Solid Waste System. In accordance with these policies, solid waste rates are set to achieve generally positive net income, cash

balances of 20 days of contract payments, a minimum \$3.2 million (in 2014 dollars) cash contribution to capital spending, and two minimum debt service coverage ratio policies. The first sets a minimum of 1.70 times annual debt service and the second removes credit for grant revenue and taxes paid to the City, and establishes a minimum of 1.50 times annual debt service.

Interfund Loans

The City's Director of Finance is authorized to provide additional liquidity to the Solid Waste Fund through the use of interfund loans from the City common investment portfolio (the "Investment Pool"). See "The City of Seattle—Financial Management—Interfund Loans." The Solid Waste Fund does not have any outstanding interfund loans.

Future Capital Improvements

Development of the facilities needed for the rehabilitation, enhancement, and expansion of the Solid Waste System are guided by the Solid Waste Comprehensive Plan and the multi-year capital improvement plan ("CIP"), which is developed within the framework of the Solid Waste Comprehensive Plan and included in the multi-year capital improvement plan of the City as a whole. The City's capital improvement plan is reviewed, revised, and adopted annually by the Mayor and City Council as part of the City's budget process.

The Solid Waste System's two largest CIP projects through 2018 will require higher than historic levels of CIP funding. These projects are the replacement of the City's transfer stations, which were built in 1966, and the redevelopment of the City's historic landfill site in the South Park neighborhood. Transfer station improvements started in 2011 and are expected to be completed in 2017. These improvements are being made in three phases to allow continuity of operations. The new South Transfer Station opened in 2013. Demolition of the old south-end transfer station and replacement with recycling facilities is scheduled for 2016-2017. The new North Transfer Station is currently under construction on the site of the demolished old north-end transfer station and is expected to open in 2016.

SPU expects to finance the CIP with a combination of bond proceeds and current revenues. In addition to the Bonds, the City expects to issue approximately \$23 million in long-term debt to fund a portion of the approximately \$137 million of CIP spending from 2015 to 2020. The remainder will be funded by internally generated funds and \$29 million from previous bond issues. Annual debt service on Parity Bonds is expected to increase from \$10 million in 2014 to \$16 million in 2017.

The CIP is organized into four program areas designed to reflect current CIP priorities and promote better fiscal management: (i) New Facilities (including the replacement of the two City-owned transfer stations), (ii) Rehabilitation and Heavy Equipment, (iii) Shared Cost Projects, and (iv) Technology, as shown in the table below.

TABLE 9
2015-2020 CAPITAL IMPROVEMENT PROGRAM
(\$000)

PROGRAM AREA	2015	2016	2017	2018	2019	2020	Total
New Facilities	\$ 49,393	\$ 23,377	\$ 15,684	\$ 1,157	\$ -	\$ -	\$ 89,611
Rehabilitation and Heavy Equipment	30	430	30	30	415	15	950
Shared Cost Projects	2,193	3,147	2,301	2,212	2,288	1,879	14,020
Technology	6,781	4,663	2,443	2,352	1,482	2,346	20,067
Total Adopted CIP	\$ 58,397	\$ 31,617	\$ 20,458	\$ 5,751	\$ 4,185	\$ 4,240	\$ 124,648
Adjustment for Additional CIP	(366)	11,858	(2,765)	3,424	-	-	12,151
Total Projected CIP	\$ 58,031	\$ 43,475	\$ 17,693	\$ 9,175	\$ 4,185	\$ 4,240	\$ 136,799
FUNDING SOURCES							
Debt Financing							
Existing Bond Funds	\$ 29,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 29,000
The Bonds	23,228	11,872	-	-	-	-	35,100
Future Parity Bonds	-	17,256	5,201	-	-	-	22,457
Total Debt Financing	\$ 52,228	\$ 29,128	\$ 5,201	\$ -	\$ -	\$ -	\$ 86,557
Internally Generated Funds	5,803	14,348	12,492	9,175	4,185	4,240	50,243
Total Funding Sources	\$ 58,031	\$ 43,475	\$ 17,693	\$ 9,175	\$ 4,185	\$ 4,240	\$ 136,799

Note: Totals may not add due to rounding.

Source: SPU Finance and Administration

Flow Control

Pursuant to contract and ordinance, the City controls the delivery of solid waste to particular facilities (“flow control”). In recent years, flow control has been challenged as an impermissible restriction on interstate commerce under the U.S. Constitution. In *C&A Carbone v. Clarkstown*, the U.S. Supreme Court held that a municipal ordinance requiring the delivery of all solid waste generated within a town to a designated privately-owned transfer station was invalid economic protectionism under the dormant commerce clause. Since *Carbone*, municipal flow control requirements created by contract have been challenged under the commerce clause and have been upheld. See, e.g., *Village of Rockville Centre v. Town of Hempstead*. In April 2007, the U.S. Supreme Court limited the scope of *Carbone* by upholding a local government regulation that required delivery of solid waste to a government-owned facility. In *United Haulers Association v. Oneida-Herkimer*, the Court held that an ordinance that treats all private haulers equally in requiring their use of a government-owned disposal facility does not violate the dormant commerce clause of the U.S. Constitution.

All commercial and residential solid waste collected under the City’s current collection contracts is required, by the contract terms, to be delivered to either of two City-owned and -operated transfer stations or to two privately-owned and -operated transfer stations. In addition, under the current commercial collection contracts, the City reserves the right to direct construction and demolition waste to designated disposal sites. In 2008, the Washington Supreme Court in *Ventenbergs v. City of Seattle* rejected a challenge to the City’s contracts which allowed only the two commercial haulers under contract with the City to pick up and transport construction and demolition waste. In upholding those contracts, the Supreme Court relied in part on a prior 1994 decision, *Weyerhaeuser v. Pierce County*, and expressly reiterated the principle that, although a city may contract with a private company, the municipality ultimately remains responsible for collection and disposal of solid waste.

To the extent that the City’s ordinance directs solid waste to privately-owned facilities, it is possible that it could be subject to constitutional challenge. However, the City believes that, if it were to lose such a challenge, there would be no adverse effect on the ability of the City to pay principal of and interest on the Bonds when due.

Solid Waste Comprehensive Plan

The City's Solid Waste Comprehensive Plan was updated and approved in 1998 and amended in 2004 (the "1998 Plan"). In February 2013, the City Council adopted a 2011 Plan Revision, which received final approval by the Washington State Department of Ecology ("DOE") in June 2013. One of the City's principal goals, first established in 1988 and included in the 1998 Plan, has been to achieve a 60% recycling rate. The 2004 amendment to the 1998 Plan established 2008 as the year for achieving the 60% recycling rate; however, progress toward the recycling goal has been slower than expected. In 2011, the City Council adopted a resolution establishing revised goals for the City's recycling rate: 60% by 2015 and 70% by 2022. In 2013, the City achieved a 56.2% recycling rate. The preliminary estimate for the 2014 recycling rate is 58%.

The 2011 Plan Revision incorporates improved, augmented, and new programs to achieve the City's waste reduction and recycling goals. The City is placing greater emphasis on waste reduction and its long-term benefits, while maintaining continuous recycling program improvements and maximizing the efficiency and cost-effectiveness of collection and transfer services.

Risk Management and Quality Assurance

The Risk and Quality Assurance Program ("RQA") was first established in 2004 and became a separate division in 2011. While housed in the Utility Services Branch, the program reports to a Risk and Quality Assurance Board, which consists of the SPU Director, the Executive Team, and a representative from the City Attorney's Office. The program's goals are to:

- (i) provide strategic advice to SPU's Executive team and guide the development of policies that enable the organization to be more efficient and effective in meeting customers' expectations;
- (ii) assess ongoing practices and procedures and recommend measures to ensure sufficient protections are in place to reduce risks to SPU employees, customers, and assets;
- (iii) investigate, advise, and respond to legal requests and filings on behalf of SPU; and
- (iv) conduct internal investigations, assessments, and audits to ensure that SPU is complying with regulations, policies, and procedures.

The RQA's work plan priorities for 2015 include conducting internal audits to evaluate internal controls, regulatory compliance, and program performance; further streamlining of claims processes; and advising on improved records management practices.

See "The City of Seattle—Risk Management."

Environmental Liability

Midway and Kent Highlands Landfills. The City operated the Midway and Kent Highlands landfills, located in the City of Kent, from the 1960s through the 1980s. Both landfills were designated by the United States Environmental Protection Agency ("EPA") as Superfund sites under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 ("CERCLA"). In the early to mid-1990s, both landfills were closed and the post-closure maintenance and environmental monitoring period began. These two sites are State Lead sites, which means the DOE is the lead regulatory agency with EPA oversight. Both Midway and Kent Highlands are re-evaluated every five years as required under CERCLA. During the five-year reviews, changes in monitoring frequency are formally approved. Interim changes in monitoring are also possible between the five-year reviews, and are to be included in the next five-year review. Between 1995 and 2008, groundwater monitoring requirements at both sites were reduced from quarterly to semi-annually, and in the 2010 Midway five-year review, the frequency was reduced to annually. Reporting requirements at Kent Highlands have also been reduced to a single annual report. Monitoring and maintenance of the landfill closure components is expected to continue for at least another 20 years.

South Park Landfill. The City, the County, and a private developer, as successor owner to the County, are potentially liable parties as operator, or current or former owners, of portions of the historic South Park Landfill site under the State Model Toxics Control Act. The City operated the landfill on the property, a portion of which was owned by the City and a portion of which was owned by the County and leased to the City. As part of the purchase

price paid by the developer to acquire its property from the County, the developer assumed cleanup responsibilities, but assigned to the County its cost recovery rights. The City and the developer are under an Agreed Order with DOE to perform a Remedial Investigation and Feasibility Study and to draft a Cleanup Action Plan for the site. The City and the developer submitted a draft Remedial Investigation and Feasibility Study Report in April 2012 and a draft Cleanup Action Plan in June 2014, and are negotiating with DOE to finalize the reports. DOE has approved an interim cleanup action by the developer on its portion of site property. The interim action was substantially completed in 2015. In 2012, the City executed an agreement regarding the developer's interim action that settles City liabilities for the interim cleanup costs, but not City liabilities for the permanent cleanup. The County may also be a party to future negotiation and/or settlement of cleanup costs.

South Park Bus Barn. The South Park Bus Barn, located near the South Park Landfill, was entered into the DOE's Voluntary Cleanup Program. This parcel of property was purchased by the Solid Waste Fund in 2008 and currently no potentially responsible parties other than SPU have been named. The remedial action was substantially completed in 2010. The site is currently being monitored to verify the effectiveness of the remediation.

Additionally, there are other, less active, historic landfills within the City that may pose an environmental liability for the City. The Solid Waste Fund has implemented GASB 49 to account for environmental liabilities. See Appendix C—2014 Audited Financial Statements of the Solid Waste Fund—Notes 10 and 11.

Emergency Operations Plan

The City maintains an integrated emergency management system in which all hazards are considered in a central planning structure. See "The City of Seattle—Emergency Management and Preparedness." In addition, SPU has both a Disaster Debris Management Plan, submitted to the Federal Emergency Management Agency ("FEMA") for approval, and a disaster debris removal contract that complies with FEMA procurement regulations. Together, these position the Solid Waste Fund for maximum financial support from FEMA in the event of a disaster.

THE CITY OF SEATTLE

The following provides general information about the City.

Municipal Government

Incorporated in 1869, the City is the largest city in the Pacific Northwest and is the seat of King County (the "County").

The City is a general purpose government that provides a broad range of services typical of local municipalities, such as streets, parks, libraries, human services, law enforcement, fire fighting and emergency medical services, planning, zoning, animal control, municipal court, and utilities. The City owns and operates water, electric, solid waste, and drainage and wastewater utilities, although the County provides wastewater treatment service. The County also provides certain services throughout the County and within the City, including courts of general jurisdiction, felony prosecution and defense, jail, public health, and transit services.

The City is organized under the mayor-council form of government and operates under its City Charter. The Mayor, the city attorney, and the Municipal Court judges are all elected to four-year terms. Until 2013, City Council members served four-year terms. Pursuant to a charter amendment initiated and approved by voters in November 2013 that created seven City Council districts and two at-large positions, all nine City Council positions will be up for re-election in 2015. The City Council members elected by district will serve a four-year term and the at-large City Council members elected in 2015 will serve a two-year term. In 2017, the at-large positions will be up for re-election, and thereafter, all City Council positions will be for staggered four-year terms.

Mayor. The Mayor serves as the chief executive officer of the City. The Mayor presents to the City Council annual statements of the financial and governmental affairs of the City, budgets, and capital improvement plans. The Mayor signs, or causes to be signed on behalf of the City, all deeds, contracts, and other instruments.

City Council. As the policy-making legislative body of the City, the City Council sets tax levies and utility rates, makes appropriations, and adopts and approves the annual operating budget and capital improvement plans for the City. The City Council members serve on a full-time basis.

Municipal Court. The State Constitution provides for the existence of county superior courts as the courts of general jurisdiction and authorizes the State Legislature to create other courts of limited jurisdiction. The Seattle Municipal Court has limited jurisdiction over a variety of cases, including misdemeanor criminal cases, traffic and parking infractions, collection of fines, violation of no-contact or domestic violence protection orders, and civil actions for enforcement of City fire and housing codes. The Municipal Court has seven judges. Municipal Court employees report to the judges.

Financial Management

City financial management functions are provided by the Department of Finance and Administrative Services.

Accounting. The accounting and reporting policies of the City conform to generally accepted accounting principles for municipal governments and are regulated by the State Auditor's Office, which maintains a resident staff at the City to perform a continual current audit as well as an annual, post-fiscal year audit of City financial operations. The Accounting Services Division of the Department of Finance and Administrative Services maintains general supervision over the accounting functions of the City.

Auditing. The State Auditor is required to examine the affairs of all local governments at least once every three years; the City is audited annually. The examination must include, among other things, the financial condition and resources of the City, compliance with the State Constitution and laws of the State, and the methods and accuracy of the accounts and reports of the City. Reports of the State Auditor's examinations are required to be filed in the office of the State Auditor and in the Department of Finance and Administrative Services. The City's Comprehensive Annual Financial Report for 2013 may be obtained from the Department of Finance and Administrative Services and is available at <http://www.seattle.gov/cafrs/default.htm>. The Solid Waste Fund's 2014 financial statements are also audited by an independent auditor and are attached as Appendix C.

The State Auditor's Office has authority to conduct independent performance audits of State and local government entities. The Office of the City Auditor also reviews the performance of a wide variety of City activities such as span of control, City-wide collections, special events permitting, and specific departmental activities.

Municipal Budget. City operations are guided by a budget prepared under the direction of the Mayor by the City Budget Office pursuant to State statute (chapter 35.32A RCW) and based in part on General Fund revenue forecasts prepared by the City's Department of Finance and Administrative Services. The proposed budget is submitted to the City Council by the Mayor each year not later than 90 days prior to the beginning of the next fiscal year. Currently the fiscal year of the City is January 1 through December 31. The City Council considers the proposed budget, holds public hearings on its contents, and may alter and revise the budget at its discretion, subject to the State requirement that budgeted revenues must at least equal expenditures. The City Council is required to adopt a balanced budget at least 30 days before the beginning of the next fiscal year, which may be amended or supplemented from time to time by ordinance. The Mayor may choose to approve the City Council's budget, veto it, or permit it to become law without the Mayor's signature. The Mayor does not have line-item veto power. The 2015 budget was adopted on November 24, 2014.

The City's adopted General Subfund budget is \$1,023.9 million in 2014 and \$1,048.1 million in 2015. According to the City's November 2014 forecast, total General Fund revenues are expected to increase by about 3.5% in 2015. As part of its budgeting and management process, the City updates its projections for major revenue sources three times per year. This process is conducted utilizing a dedicated team of four economists with the assistance of regularly updated third-party national and local data and economic forecasts.

Investments

Authorized Investments. Chapter 35.39 RCW permits the investment by cities and towns of their inactive funds or other funds in excess of current needs in the following: United States bonds, United States certificates of indebtedness, State bonds or warrants, general obligation or utility revenue bonds of its own or of any other city or

town in the State, its own bonds or warrants of a local improvement district that are within the protection of the local improvement guaranty fund law, and any other investment authorized by law for any other taxing district. Under chapter 39.59 RCW, a city or town also may invest in the following: bonds of any local government in the State that have at the time of investment one of the three highest credit ratings of a nationally recognized rating agency, general obligation bonds of any other state or local government of any other state that have at the time of the investment one of the three highest credit ratings of a nationally recognized rating agency, registered warrants of a local government in the same county as the government making the investment, and any investments authorized by law for the State Treasurer or any local government of the State other than a metropolitan municipal corporation (other than bank certificates of deposit of banks or bank branches not located in the State). Under chapter 43.84 RCW, the State Treasurer (and, under chapter 39.59 RCW, cities and towns) may invest in the following: obligations of the United States or its agencies and of any corporation wholly owned by the government of the United States; State, county, municipal, or school district general obligation bonds or general obligation warrants of taxing districts of the State, if within the statutory limitation of indebtedness; motor vehicle fund warrants; Federal Home Loan Bank notes and bonds, Federal Land Bank bonds, Fannie Mae notes, debentures, and guaranteed certificates of participation and obligations of any other government-sponsored corporation whose obligations are eligible for collateral for advances to Federal Reserve System member banks; bankers' acceptances purchased in the secondary market; negotiable certificates of deposit of any national or state commercial or mutual savings bank or savings and loan association doing business in the United States; and commercial paper.

Money available for investment may be invested on an individual fund basis or may, unless otherwise restricted by law, be commingled within one common investment portfolio. All income derived from such investment may be either apportioned to and used by the various participating funds or for the benefit of the general government in accordance with City ordinances or resolutions.

Authorized Investments for Bond Proceeds. Funds derived from the sale of bonds or other instruments of indebtedness will be invested or used in such manner as the initiating ordinances, resolutions, or bond covenants may lawfully prescribe. In addition to the eligible investments discussed above, bond proceeds may also be invested, subject to certain restrictions, in mutual funds with portfolios consisting of (i) only United States government bonds or United States government guaranteed bonds issued by federal agencies with average maturities of less than four years; bonds of the State or of any local government in the State that have at the time of the investment one of the four highest credit ratings of a nationally recognized rating agency; general obligation bonds of any other state or local government of any other state that have at the time of the investment one of the four highest credit ratings of a nationally recognized rating agency; (ii) bonds of states and local governments or other issuers authorized by law for investment by local governments that have at the time of investment one of the two highest credit ratings of a nationally recognized rating agency; or (iii) securities otherwise authorized by law for investment by local governments.

City Investments. The information in this section does not pertain to pension funds that are administered by the City (see "Pension Plans"), and certain refunding bond proceeds that are administered by trustee service providers.

All cash-related transactions for the City, including its utilities, are administered by the Department of Finance and Administrative Services. City cash is deposited into a single bank account, and cash expenditures are paid from a consolidated disbursement account. Investments of temporarily idle cash may be made, according to existing City Council-approved policies, by the Treasury Division of the Department of Finance and Administrative Services in securities described above under "Authorized Investments."

State statutes, City ordinances, and Department of Finance and Administrative Services policies require the City to minimize market risks by safekeeping all purchased securities according to governmental standards for public institutions and by maintaining safety and liquidity above consideration for returns. Current City investment policies require periodic reporting on the City's investment portfolio to the Mayor and the City Council. The City's investment operations are reviewed by the City Auditor and by the State Auditor.

As of December 31, 2014, the combined investment portfolios of the City, not including pensions, totaled \$1,613 million at par value. The City's investment portfolios consist solely of City funds. The City does not invest any funds in other pools, with the exception of tax collection receipts initially held by the County. As of December 31, 2014, the annualized yield on the City's investment portfolios was 0.94%. As of December 31, 2014,

the average maturity of the City’s investment portfolios was 895 days. Approximately 24.7%, or \$399.3 million, was invested in securities with maturities of three months or less. The City held no securities with maturities longer than 15 years.

Investments were allocated as follows:

U.S. Government-Sponsored Enterprises	34%
Commercial Paper	20%
Taxable Municipal Bonds	15%
U.S. Treasuries	14%
Mortgage-Backed Securities	11%
Repurchase Agreements	5%
Certificates of Deposit	2%

Note: may not add to 100% due to rounding.

Interfund Loans. The City is authorized to make interfund loans from the City’s common investment portfolio to individual funds, bearing interest payable by the borrowing fund. The Director of Finance may approve interfund loans for a duration of up to 90 days and to establish a rate of interest on such loans. Loans of a longer duration require City Council approval.

Risk Management

The City purchases excess liability insurance to address general, automobile, professional, public official, and other exposures. The policies provide \$40 million limits above a \$6.5 million self-insured retention per occurrence, but coverage excludes partial or complete failure of any of the City’s hydroelectric dams. The City also purchases all risk property insurance, including earthquake and flood perils, that provide up to \$500 million in limits subject to a schedule of deductibles and sublimits. City hydroelectric generation and transmission equipment and certain other utility systems and equipment are not covered by the property insurance policy.

The City insures a primary level of fiduciary, crime liability, inland marine, and various commercial general liability, medical, accidental death and dismemberment, and miscellaneous exposures. Surety bonds are purchased for certain public officials, notary publics, and workers who are permanently and totally disabled from a workplace injury or occupational disease.

Pension Plans

City employees are covered by one of the following defined benefit pension plans: Seattle City Employees’ Retirement System (“SCERS”), Firefighters’ Pension Fund, Police Relief and Pension Fund, and Law Enforcement Officers’ and Fire Fighters’ Retirement System (“LEOFF”). The first three are administered by the City and are reported as pension trust funds as part of the City’s reporting entity. The State administers LEOFF through the State Department of Retirement Systems (“DRS”).

Additional plan detail is available from SCERS and DRS on their respective websites (SCERS: <http://www.seattle.gov/retirement/>; DRS: <http://www.drs.wa.gov/>).

Nearly all permanent non-uniformed City employees and certain grandfathered employees of the County (and a predecessor agency of the County) are eligible for membership in SCERS. Current uniformed police and fire personnel are eligible for membership in LEOFF.

In June 2012, GASB approved Statements 67 and 68 that modify the accounting and financial reporting of pensions by state and local governments and pension plans. Statement 67, Financial Reporting for Pension Plans, addresses financial reporting for state and local government pension plans. Statement 68, Accounting and Financial Reporting for Pensions, establishes new accounting and financial reporting requirements for governments that provide their employees with pensions. The guidance contained in these statements will change how governments calculate and report the costs and obligations associated with pensions. SCERS and LEOFF will be subject to GASB 67; the City will be subject to GASB 68. GASB 67 is effective for the City’s fiscal year ending December 31, 2014; GASB 68 is effective beginning in the City’s fiscal year ending December 31, 2015.

Seattle City Employees' Retirement System. SCERS is a single-employer defined benefit public employee retirement plan, administered in accordance with Chapter 4.36 of the Seattle Municipal Code (“SMC”), by the Retirement System Board of Administration (the “Board”). The Board consists of seven members, including the Chair of the Finance Committee of the Seattle City Council, the City’s Director of Finance, the City’s Personnel Director, two active members and one retired member of the system, and one outside board member who is appointed by the other six board members. Elected and appointed board members serve for three-year terms.

SCERS provides retirement, death, and disability benefits. Retirement benefits vest after five years of credited service, while death and disability benefits vest after ten years of service. Retirement benefits are calculated as 2% multiplied by years of creditable service, multiplied by average salary, based on the highest 24 consecutive months. The benefit is actuarially reduced for early retirement. As of January 1, 2014, there were 5,880 retirees and beneficiaries receiving benefits, and 8,603 active members of SCERS. There are an additional 2,037 terminated employees entitled to future benefits. From January 1, 2013, to January 1, 2014, the net number of active members increased by 1.6%, the net number of retirees receiving benefits increased by 2.4%, and the net number of vested terminated members increased by 3.2%.

Certain demographic data from the most recent Actuarial Valuation (as of January 1, 2014), which was completed on July 10, 2014 (the “2013 Actuarial Valuation”), is shown below:

**TABLE 10
PLAN MEMBER DEMOGRAPHIC INFORMATION**

<u>Age Range</u>	<u>Receiving Benefits</u>		<u>Active Employees</u>	
	<u>Number</u>	<u>Percent</u>	<u>Number</u>	<u>Percent</u>
<25	0	0.0%	95	1.1%
25-39	0	0.0%	1,881	21.9%
40-49	10 ⁽¹⁾	0.2% ⁽¹⁾	2,168	25.2%
50-59	341	5.9%	2,831	32.9%
60-69	2,306	39.8%	1,531	17.8%
70+	3,136	54.1%	97	1.1%

(1) Includes everyone under the age of 50.

Source: 2013 Actuarial Valuation

FINANCIAL CONDITION AND ACTUARIAL VALUATIONS. As a department of the City, SCERS is subject to the City’s internal control structure and is required by SMC 4.36.140.D to transmit a report to the City Council annually regarding the financial condition of SCERS. The most recent such audited report, the 2013 Annual Report, for the year ended December 31, 2013, was transmitted on June 19, 2014, by CliftonLarsonAllen LLP.

On July 17, 2014, the Washington State Auditor’s Office issued a finding of a significant deficiency in internal controls over financial reporting relating to SCERS account reconciliations. As described, the finding stated that general ledger accounts were not analyzed and reconciled with subsidiary information on a monthly basis. The City responded to this finding by stating that SCERS would work with the City’s central accounting unit to establish a common understanding of how investments and investment activities should be reflected in the City’s general ledger. A copy of that audit report is available on the State Auditor’s website (www.sao.wa.gov).

In addition, Milliman Consultants and Actuaries, as consulting actuary, evaluates the funding status of SCERS annually. The most recent actuarial report is the 2013 Actuarial Valuation. A valuation for calendar year 2014 (as of January 1, 2015) is expected to be completed by mid-2015. Historically, the City prepared actuarial valuations biennially, but in 2011 the City began preparing them annually.

As of January 1, 2014, the actuarial value of net assets available for benefits was \$2.094 billion and the actuarial accrued liability was \$3.260 billion. The 2014 valuation reflects the following assumptions:

Investment return	7.50%
Price inflation	3.25%
Expected annual average membership growth	0.50%
Wage inflation	4.00%
Interest on member contributions made prior to January 1, 2012 ⁽¹⁾	5.75%

(1) Contributions made on or after January 1, 2012, are assumed to accrue interest at 4.75%.

To the extent that actuarial accrued liability exceeds plan assets, an unfunded actuarial accrued liability (“UAAL”) exists. The UAAL increased from \$1,105.2 million as of January 1, 2013, to \$1,165.8 million as of January 1, 2014. The funded ratio increased from 63.5% as of January 1, 2013, to 64.2% as of January 1, 2014, which increase is primarily due to recognition of asset gains which were offset somewhat by the adoption of more conservative assumptions in the most recent actuarial valuation. Recognized asset gains in 2009, 2010, 2012, and 2013 more than offset the recognition of asset losses from 2011. Unlike most public pension systems, prior to January 1, 2011, all valuations were reported on a mark-to-market basis. Consequently, the full impact of annual asset gains or losses occurring in recent years was reflected in each actuarial valuation. To improve its ability to manage short-term market volatility, the City adopted a five-year asset smoothing methodology in 2011 that recognizes the asset gain or loss occurring in each year evenly over a five-year period.

The following table provides historical plan funding information:

TABLE 11
HISTORICAL SCERS ACTUARIAL VALUATION INFORMATION⁽¹⁾

Actuarial Valuation Date (January 1)⁽²⁾	Actuarial Value of Assets (AVA)	Actuarial Accrued Liability (AAL)⁽³⁾	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll⁽⁴⁾	UAAL as % of Covered Payroll
2004	\$ 1,527.5	\$ 1,778.9	\$ (251.4)	85.9%	\$ 424.7	59.2 %
2006	1,791.8	2,017.5	(225.7)	88.8%	447.0	50.5 %
2008	2,119.4	2,294.6	(175.2)	92.4%	501.9	34.9 %
2010	1,645.3	2,653.8	(1,008.5)	62.0%	580.9	173.6 %
2011 ⁽⁵⁾	2,013.7	2,709.0	(695.4)	74.3%	563.2	123.5 %
2012 ⁽⁵⁾	1,954.3	2,859.3	(905.0)	68.3%	557.0	162.5 %
2013 ⁽⁵⁾	1,920.1	3,025.3	(1,105.2)	63.5%	567.8	194.6 %
2014 ⁽⁵⁾	2,094.3	3,260.1	(1,165.8)	64.2%	597.9	195.0 %

(1) Dollar amounts shown in millions.

(2) Actuarial valuations were performed biennially until 2010, after which the City began performing an actuarial valuation annually.

(3) Actuarial present value of benefits less actuarial present value of future normal cost. Based on Entry Age Actuarial Cost Method, defined below under “SCERS Contribution Rates.”

(4) Covered Payroll shown for the prior calendar year; includes compensation paid to all active employees on which contributions are calculated.

(5) Beginning with the January 1, 2011, Actuarial Valuation, SCERS has used five-year asset smoothing.

Source: 2013 Actuarial Valuation

SCERS CONTRIBUTION RATES. Member and employer contribution rates are established by Chapter 4.36 of the SMC, which provides that the City contribution must match the normal contributions of members and does not permit the employer rate to drop below the employee rate. The SMC also requires that the City contribute, in excess of the matching contributions, the amount determined by the most recent actuarial valuation that is required to fully fund the plan. Contribution rates are recommended annually by

the Board, based on the system’s actuarial valuation. Benefit and contribution rates are set by the City Council.

The actuarially required contribution (“ARC”) rate is based on amortizing the required contribution over 30 years, meaning that the total contribution rate must be sufficient to pay for the costs of benefits earned during the current year, as well as the annual cost of amortizing the plan’s UAAL over 30 years. The City Council may from time to time set the amortization period by resolution, and in 2013, it passed a resolution to close the 30-year amortization period for calculating UAAL. As a result, for purposes of the 2013 Actuarial Valuation calculation, a 29-year amortization period was used. This policy may be revised by the City Council in future years. The 2013 Actuarial Valuation was prepared using the Entry Age Actuarial Cost Method. Under this method, the actuarial present value of the projected benefits of each individual included in the valuation is allocated as a level percent of the individual’s projected compensation between entry age into the system and assumed exit age (*e.g.*, termination or retirement).

Current and historical contribution rates, based on a percentage of employee compensation (exclusive of overtime), are shown in the table below:

**TABLE 12
EMPLOYER AND EMPLOYEE SCERS CONTRIBUTION RATES**

Calendar Years (beginning Jan. 1)	Employer Rate	Employee Rate	Total Contribution Rate	Total ARC⁽¹⁾	% of Total ARC Contributed	Total ARC per GASB 27⁽²⁾	% of Total ARC Contributed per GASB 27
2010	8.03%	8.03%	16.06%	16.06%	100%	25.03%	64%
2011	9.03%	9.03%	18.06%	25.03%	72%	22.14%	82%
2012	11.01%	10.03%	21.04%	21.04%	100%	21.87%	96%
2013	12.89%	10.03%	22.92%	22.92%	100%	24.05%	95%
2014	14.31%	10.03%	24.34%	24.34%	100%	25.63%	95%

(1) Reflects total actuarial required contribution (*i.e.*, employer plus employee contribution rates). Beginning November 21, 2011, this rate is used for City budgeting purposes per City Council Resolution 31334.

(2) The primary difference between the Total ARC calculation and that calculated under GASB Statement No. 27 is that the Total ARC calculation uses a 0.50% membership growth assumption, while GASB specifies no membership growth assumption. Beginning with calendar year 2011, the GASB rate calculations take into account the lag between the determination of the ARC and the expected contribution date associated with that determination (for example, contribution rates for calendar year 2012 were based on the ARC determined as part of the January 1, 2011, Actuarial Valuation).

Source: Seattle Municipal Code; 2014 Budget; Annual Actuarial Valuation Reports

In 2011, the City failed to increase contribution rates sufficiently to fund the ARC. The City limited its contribution to matching the employee contribution (which was capped pursuant to certain collective bargaining agreements described in the following paragraph), without regard to any amortization of UAAL. This resulted in an increase in unfunded liability, underfunded the pension obligations, and deferred pension funding. On November 21, 2011, the City Council adopted Resolution 31334 affirming the City’s intent to fully fund the annual ARC each year with its budget. See Table 12—Employer and Employee SCERS Contribution Rates and Table 13—Projected Actuarially Required Total Contribution Rates by Employer and Employee.”

The City’s contracts with all labor unions that represent SCERS members describe how contribution rates would be changed in the event that higher contributions are needed to improve the funding status of the system. Under these contracts, the City and employees will share in any contribution rate increase equally, up to a maximum increase of 2% in the employee contribution. The 2% employee contribution rate increase was implemented via 1% increases in 2011 and 2012. This contractual restriction shifts the risk of future increases to the City’s employer contribution. Most of the City’s existing collective bargaining contracts expired at the end of either 2013 or 2014 and the City is actively negotiating renewals. See “Labor Relations.” The negotiations include exploring options for managing the system more cost-effectively in the long term, including the creation of another system for new employees.

Projected total actuarially required contribution rates reported in the 2013 Actuarial Valuation are shown in the table below:

**TABLE 13
PROJECTED ACTUARIALY REQUIRED TOTAL CONTRIBUTION RATES
BY EMPLOYER AND EMPLOYEE**

Contribution Year⁽¹⁾	Assuming 7.50% Returns	Range (90% Confidence Interval)
2015	25.76%	25.76%-25.76%
2016	25.31%	24.52-25.98
2017	25.10%	23.29-26.71
2018	24.55%	21.45-27.36
2019	24.40%	19.80-28.41
2020	24.08%	18.04-29.20

(1) Contribution year lags valuation year by one. For example, contribution year 2015 is based on the 2013 Actuarial Valuation (as of January 1, 2014) results, amortized over 29 years beginning in 2014 if the contribution rate increase takes place in 2015.

Source: 2013 Actuarial Valuation

Employer contributions were approximately \$89.6 million in 2014, of which approximately 2.54% was from the Solid Waste Fund. The employer share for employees of each of the utility funds is allocated to and paid out of the funds of each respective utility.

INVESTMENT OF SCERS PLAN FUNDS. In accordance with chapter 35.39 RCW, the Board has established an investment policy for the systematic administration of SCERS funds. The investment of SCERS funds is governed primarily by the prudent investor rule, as set forth in RCW 35.39.060. SCERS invests retirement funds for the long term, anticipating both good and poor performing financial markets.

SCERS' net assets increased by \$265.5 million (13.6%) during 2013, including member and employer contributions of \$137.4 million and revenue from investment activity totaling \$289.8 million. Expenses increased by \$9.4 million in 2013, primarily attributed to a \$7.3 million increase in retiree benefit payments and an increase of \$1.7 million in administrative expenses.

Table 14 below shows the historical market value of SCERS' net assets (as of each December 31). Table 15 shows the revenue or loss from investment activity for the last ten years.

TABLE 14
MARKET VALUE OF ASSETS

Year (As of December 31)	Market Value of Assets (MVA)⁽¹⁾
2004	\$ 1,684.5
2005	1,791.8
2006	2,011.2
2007	2,119.4
2008	1,477.4
2009	1,645.3
2010	1,812.8
2011	1,753.5
2012	1,951.4
2013	2,216.9

(1) In millions.

Source: SCERS Actuarial Valuations

TABLE 15
SCERS INVESTMENT RETURNS

Year (As of December 31)	Net Investment Income (Loss)	
	Amount⁽¹⁾	%⁽²⁾
2004	\$ 171.3	11.5%
2005	129.6	8.1%
2006	242.7	13.9%
2007	138.8	7.3%
2008	(619.7)	-26.8%
2009	194.7	10.8%
2010	208.5	13.2%
2011	(15.8)	0.0%
2012	230.7	14.0%
2013	289.8	15.5%

(1) In millions.

(2) Represents one-year return on asset classes.

Source: SCERS Annual Reports

The table below shows the historical distribution of SCERS investments over the last five years:

TABLE 16
HISTORICAL SCERS DISTRIBUTION OF INVESTMENTS BY CLASS

Investment Categories (January 1)	2014	2013	2012	2011	2010
Fixed Income ⁽¹⁾	23.7%	23.1%	22.8%	15.5%	17.7%
Domestic Stocks	32.1%	30.4%	30.8%	41.9%	38.9%
International Stocks	28.7%	29.0%	25.5%	20.4%	18.8%
Real Estate	10.6%	11.3%	12.7%	10.3%	11.3%
Alternative Investments ⁽²⁾	4.9%	6.2%	8.1%	11.9%	13.3%
Total	100.0%	100.0%	100.0%	100.0%	100.0%

(1) Includes investments in U.S. government obligations, corporate bonds, mortgage-backed securities, and other government-related investments. Prior to 2011, SCERS tracked some of these categories separately.

(2) Includes investments in the “mezzanine debt” category prior to 2011. Prior to 2011, SCERS tracked investments in a category called “mezzanine debt,” which investments were reassigned to the “alternative investments” and a minor portion was assigned to the “real estate” category, as appropriate for each investment.

Source: SCERS Actuarial Valuations

In accordance with SCERS’ Investment Policy, the Board retains external investment managers to manage components of the SCERS portfolio. Managers have authority to determine investment strategy, security selection, and timing, subject to the Investment Policy, specific Manager Guidelines, legal restrictions, and other Board direction. Managers do not have authority to depart from their guidelines. These guidelines specify eligible investments, minimum diversification standards, and applicable investment restrictions necessary for diversification and risk control.

The investment policy defines eligible investments to include securities lending transactions. Through a custodial agent, SCERS participates in a securities lending program whereby securities are lent from the system’s investment portfolio on a collateralized basis to third parties (primarily financial institutions) for the purpose of generating additional income to the system. The market value of the required collateral must meet or exceed 102% of the market value of the securities lent. Lending is limited to a volume of less than \$75 million.

Firefighters’ Pension Fund; Police Relief and Pension Fund. The Firefighters’ Pension Fund and the Police Relief and Pension Fund are single-employer pension plans that were established by the City in compliance with chapters 41.18 and 41.20 RCW.

All City law enforcement officers and firefighters serving before March 1, 1970, are participants in these plans and may be eligible for a supplemental retirement benefit plus disability benefits under these plans. Some disability benefits may be available to such persons hired between March 1, 1970, and September 30, 1977. Since the effective date of LEOFF in 1970, no payroll for employees was covered under these City plans, and the primary liability for pension benefits for these City plans shifted from the City to the State LEOFF plan described below. The City remains liable for all benefits of employees in service at that time plus certain future benefits in excess of LEOFF benefits. Generally, benefits under the LEOFF system are greater than or equal to the benefits under the old City plan. However, because LEOFF benefits increase with the consumer price index (CPI-Seattle) while some City benefits increase with wages of current active members, the City’s projected liabilities vary according to differences between wage and CPI increase assumptions.

These pension plans provide retirement benefits, death benefits, and certain medical benefits for eligible active and retired employees. Retirement benefits are determined under chapters 41.18 and 41.26 RCW for the Firefighters’ Pension Fund and under chapters 41.20 and 41.26 RCW for the Police Relief and Pension Fund. As of December 31, 2013, membership in these plans consisted of 775 fire employees (27 of whom are active employees) and 790 police employees (21 of whom are active employees). See “Other Post-Employment Benefits” below for a discussion of medical benefits paid to retirees.

These pension plans do not issue separate financial reports. The most recent actuarial valuation, dated January 1, 2014, uses the Entry Age Normal Actuarial Cost Method, values plan assets at fair value, and uses the following actuarial assumptions: inflation rate (CPI), 2.50%; investment rate of return, 5.25%; and projected salary increases, 3.00%. Postretirement benefit increases are projected based on salary increase assumptions for benefits that increase based on salary and based on CPI assumptions for benefits based on CPI.

Since both pension plans were closed to new members effective October 1, 1977, the City is not required to adopt a plan to fund the actuarial accrued liability of these plans. In 1994, the City established an actuarial fund for the Firefighters' Pension Fund and adopted a policy of fully funding the actuarial accrued liability ("AAL") by the year 2018 (which was subsequently extended to 2023). For 2013, the City funded 100% of the ARC but only a portion of the projected payment necessary to fully fund the AAL by 2023. The City's 2014 budget also anticipates fully funding the ARC and making partial payments toward the full funding of the AAL. As of January 1, 2014, the actuarial value of net assets available for benefits in the Firefighters' Pension Fund was \$12.7 million, and the AAL was \$84.3 million. As a result, the UAAL was \$71.6 million and the funded ratio was 15.1%. The City's employer contribution to the fund in 2013 was \$6.5 million, representing 124% of the ARC; there were no current member contributions. Under State law, partial funding of the Firefighters' Pension Fund may be provided by an annual property tax levy of up to \$0.225 per \$1,000 of assessed value within the City. The City does not currently levy this additional property tax, but makes contributions out of the General Fund levy. The fund also receives a share of the State tax on fire insurance premiums.

The City funds the Police Relief and Pension Fund as benefits become due. As of January 1, 2014, the actuarial value of net assets available for benefits in the Police Relief and Pension Fund was \$3.2 million, and the AAL was \$92.6 million. As a result, the UAAL was \$89.4 million and the funded ratio was 3.5%. The City's employer contribution to the fund in 2013 was \$7.1 million, representing 111% of the ARC; there were no current member contributions. The fund also receives police auction proceeds of unclaimed property.

Law Enforcement Officers' and Fire Fighters' Retirement System. Substantially all of the City's current uniformed firefighters and police officers are enrolled in LEOFF. LEOFF is a defined benefit plan administered by the DRS. Contributions by employees, employers, and the State are based on gross wages. LEOFF participants who joined the system by September 30, 1977, are Plan 1 members. LEOFF participants who joined on or after October 1, 1977, are Plan 2 members. For all of the City's employees who are covered under LEOFF, the City contributed \$12.9 million in 2013 and \$12.5 million in 2012. The following table outlines the contribution rates of employees and employers under LEOFF.

TABLE 17
LEOFF CONTRIBUTION RATES EXPRESSED AS A PERCENTAGE OF COVERED PAYROLL
(As of September 30, 2014)

	Plan 1	Plan 2
Employer	0.18% ⁽¹⁾	5.23% ⁽¹⁾
Employee	0.00	8.41%
State	N/A	3.36%

(1) Includes a 0.18% (as of September 1, 2013) DRS administrative expense rate.

Source: Washington State Department of Retirement Systems

While the City's current contributions represent its full current liability under the retirement systems, any unfunded pension benefit obligations could be reflected in future years as higher contribution rates. The State Actuary's website includes information regarding the values and funding levels of LEOFF. For additional information, see Note 11 to the City's 2013 Comprehensive Annual Financial Report, which may be obtained from the Department of Finance and Administrative Services and is available at <http://www.seattle.gov/cafrs/default.htm>.

According to the Office of the State Actuary's June 1, 2013, valuation, LEOFF had no UAAL. LEOFF Plan 1 had a funded ratio of 125% and LEOFF Plan 2 had a funded ratio of 115%. The assumptions used by the State Actuary in

calculating the accrued actuarial assets and liabilities are a 7.8% annual rate of investment return for LEOFF Plan 1 and a 7.5% annual rate of investment return for LEOFF Plan 2, 3.75% general salary increases, and 3.0% consumer price index increase. Liabilities were valued using the “Projected Unit Credit” cost method and assets were valued using the actuarial value of assets, which defers a portion of the annual investment gains or losses over a period of up to eight years.

Other Post-Employment Benefits

The City has liability for two types of other post-employment benefits (“OPEB”): (i) an implicit rate subsidy for health insurance covering employees retiring under SCERS or LEOFF Plan 2 and dependents of employees retiring under LEOFF Plan 1, and (ii) medical benefits for eligible beneficiaries of the City’s Firefighters’ Pension Fund and Police Relief and Pension Fund. The implicit rate subsidy is the difference between (i) what retirees pay for their health insurance as a result of being included with active employees for rate-setting purposes, and (ii) the estimated required premiums if their rates were set based on claims experience of the retirees as a group separate from active employees. The City has assessed its OPEB liability in order to satisfy the expanded reporting requirements specified by the Governmental Accounting Standards Board Statement No. 45 (“GASB 45”). While GASB 45 requires reporting and disclosure of the unfunded OPEB liability, it does not require that it be funded. The City funds its OPEB on a pay-as-you-go basis.

The City commissions a biennial valuation report on its OPEB liabilities associated with the implicit rate subsidy for health insurance covering employees retiring under the SCERS or LEOFF plans. The last report was as of January 1, 2014, and showed the UAAL for the implicit rate subsidy was \$42.9 million; the City’s estimated contribution in 2014 was \$1.0 million. The valuation of the OPEB liability associated with the City’s Firefighters’ Pension Fund and Police Relief and Pension Fund is updated annually. As of January 1, 2014, the UAAL for OPEB in the City’s Firefighters’ Pension Fund was \$264.7 million; the estimated annual contribution for 2014 is \$11.0 million. As of January 1, 2014, the UAAL for OPEB in the Police Relief and Pension Fund was \$291.5 million; the estimated annual contribution for 2014 is \$12.7 million.

For additional information regarding the City’s OPEB, see Note 11 to the City’s Comprehensive Annual Financial Report for 2013, which may be obtained from the Department of Finance and Administrative Services and is available at <http://www.seattle.gov/cafrs/default.htm>.

Labor Relations

As of March 2015, the City had 34 separate departments and offices with approximately 12,900 regular and temporary employees. Twenty-six different unions and 49 bargaining units represent approximately 74% of the City’s regular employees. The agreements with the Seattle Police Management Association, Local 289 and Local 79 (machinists), and the Local 77 Construction Maintenance Equipment Operators all expired at the end of 2013. Contracts with the Seattle Police Officers’ Guild, the Seattle Fire Fighters Union, the Seattle Fire Chiefs’ Association, and the Coalition of City Unions (representing most other City employees) expired at the end of 2014. The City also has a collective bargaining agreement with IBEW Local 77 (electrical workers) that expires January 23, 2017. The City is currently in negotiations for all of the contracts that have expired. There is no expected date by which an agreement will be reached, and unions continue to operate under the expired contracts.

Emergency Management and Preparedness

The City’s Office of Emergency Management (“OEM”) is responsible for managing and coordinating the City’s resources and responsibilities in dealing with emergencies. The OEM prepares for emergencies, trains City staff in emergency response, provides education to the community about emergency preparedness, plans for emergency recovery, and works to mitigate known hazards. It has identified and assessed many types of hazards that may impact the City, including geophysical hazards (*e.g.*, earthquakes, landslides, tsunamis, seismic seiches, volcanic eruptions, and lahars), infectious disease outbreaks, intentional hazards (*e.g.*, terrorism, breaches in cybersecurity, and civil disorder), transportation incidents, fires, hazardous materials, and unusual weather conditions (*e.g.*, floods, snow, water shortages, and wind storms). However, the City cannot anticipate all potential hazards and their effects, including any potential impact on the economy of the City or the region.

Considerations Related to Alaskan Way Viaduct and Seawall Replacement Program

The Alaskan Way Viaduct and Seawall Replacement Program (“AWVSR Program”) consists of multiple projects to remove and replace the State Route 99 Alaskan Way Viaduct, replace an existing seawall, and carry out the redevelopment of the City’s central waterfront area. The various projects comprising the AWVSR Program are separate public projects by separate lead public agencies being implemented in a coordinated manner pursuant to a series of written agreements.

Many elements of the AWVSR Program are presently underway. The State’s project to replace the Alaskan Way Viaduct with a bored tunnel (the “SR99 Bored Tunnel Project” or the “State’s Project”) and the City’s project to replace the existing aging seawall along the waterfront (the “City’s Seawall Project”) are by far the largest projects in the AWVSR Program. There is also coordination between the AWVSR Program waterfront redevelopment elements (*e.g.*, the City’s “Waterfront Seattle” project) and redevelopment projects undertaken by other public agencies in the central waterfront area, such as the Pike Place Market Preservation and Development Authority’s MarketFront Project.

Status of State’s Project. The State’s Project has been delayed by approximately two years due to the malfunctioning of a deep bore tunneling machine (the “TBM”) and is currently scheduled for completion in 2017. The State’s Project is being undertaken pursuant to a contract between the State Department of Transportation (“WSDOT”) and a joint venture named Seattle Tunnel Partners. The City is not a party to that contract. Responsibility for direct cost overruns relating to the repair of the TBM, or any other reason, will be governed by that contract; the City has no direct contractual liability.

Additionally, the City has a series of agreements with WSDOT relating to the coordination of projects within the AWVSR Program. There are particular agreements governing each party’s responsibilities for issues such as the protection, repair, and relocation of the City’s utility infrastructure impacted by or constructed as part of the State’s Project. In general, the City is responsible for relocating utility infrastructure that conflicts with the State’s Project and the State is responsible for avoiding damage and repairing or replacing damaged utility infrastructure as defined in the agreements. Any increase in these indirect costs resulting from the TBM’s malfunction or delays are governed by these agreements.

Finally, the State statute that authorized the State’s Project (RCW 47.01.402) contains the following language: “The state’s contribution shall not exceed two billion four hundred million dollars. If costs exceed two billion four hundred million dollars, no more than four hundred million [dollars] of the additional costs shall be financed with toll revenue. Any costs in excess of two billion eight hundred million dollars shall be borne by property owners in the Seattle area who benefit from replacement of the existing viaduct with the deep bore tunnel.” This language does not require the City to cover the excess costs. It is unclear how this provision would be enforced. It does not clearly define the property owners responsible for the excess costs, nor does it define a mechanism by which the property owners would bear the excess costs. The State does not have authority under the State Constitution or other existing State law to directly impose or collect a property tax or other assessment on property owners in the Seattle area. The City cannot predict what, if any, enforcement mechanism the State could employ to implement this provision or whether any such mechanism would be upheld if challenged.

Status of City’s Seawall Project. The City’s Seawall Project is currently scheduled for completion in 2016. While the City’s Seawall Project is located in close proximity to the State’s Project and requires schedule and work sequencing and coordination, the State’s Project delays have not resulted in disruptions to the schedule and sequencing of the City’s Seawall Project to date. Whether additional delays in the State’s Project might result in future schedule disruptions or increased Seawall Project costs cannot be predicted at this time, but they are not anticipated.

INITIATIVE AND REFERENDUM

State-Wide Measures

Under the State Constitution, Washington voters may initiate legislation (either directly to the voters, or to the State Legislature and then, if not enacted, to the voters) and require that legislation passed by the State Legislature be

referred to the voters. Any law approved in this manner by a majority of the voters may not be amended or repealed by the State Legislature within a period of two years following enactment, except by a vote of two-thirds of all the members elected to each house of the State Legislature. After two years, the law is subject to amendment or repeal by the State Legislature in the same manner as other laws. The State Constitution may not be amended by initiative.

Initiatives and referenda are submitted to the voters upon receipt of a petition signed by at least 8% (initiative) and 4% (referenda) of the number of voters registered and voting for the office of Governor at the preceding regular gubernatorial election.

In recent years, several State-wide initiative petitions to repeal or reduce the growth of taxes and fees, including City taxes, have garnered sufficient signatures to reach the ballot. Some of those tax and fee initiative measures have been approved by the voters and, of those, some remain in effect while others have been invalidated by the courts. Tax and fee initiative measures continue to be filed, but it cannot be predicted whether any more such initiatives might gain sufficient signatures to qualify for submission to the State Legislature and/or the voters or, if submitted, whether they ultimately would become law.

Local Measures

Under the City Charter, Seattle voters may initiate City Charter amendments and local legislation, including modifications to existing legislation, and, through referendum, may prevent legislation passed by the City Council from becoming law.

LEGAL AND TAX INFORMATION

No Litigation Affecting the Bonds

There is no litigation pending with process properly served on the City questioning the validity of the Bonds or the power and authority of the City to issue the Bonds. There is no litigation pending or threatened which would materially affect the City's ability to meet debt service requirements on the Bonds.

Other Litigation

Because of the nature of its activities, SPU is subject to certain pending legal actions which arise in the ordinary course of business, including various lawsuits and claims for money damages against the Solid Waste Fund. See Appendix C—2014 Audited Financial Statements of the Solid Waste Fund—Note 7. Based on its past experience and the information currently known, SPU has concluded that its ability to pay principal of and interest on the Bonds on a timely basis will not be impaired by the aggregate amount of uninsured liabilities of the SPU Solid Waste Fund and the timing of any anticipated payments of judgments that might result from suits and claims.

Approval of Counsel

Legal matters incident to the authorization, issuance, and sale of the Bonds by the City are subject to the approving legal opinion of Foster Pepper PLLC, Seattle, Washington, Bond Counsel. The form of the opinion of Bond Counsel with respect to the Bonds is attached hereto as Appendix B. The opinion of Bond Counsel is given based on factual representations made to Bond Counsel and under existing law as of the date of initial delivery of the Bonds. Bond Counsel assumes no obligation to revise or supplement its opinion to reflect any facts or circumstances that may thereafter come to its attention or any changes in law that may thereafter occur. An opinion of Bond Counsel is an expression of its professional judgment on the matters expressly addressed in its opinion and does not constitute a guarantee of result. Bond Counsel will be compensated only upon the issuance and sale of the Bonds.

Limitations on Remedies and Municipal Bankruptcies

Any remedies available to the owners of the Bonds upon the occurrence of an event of default under the Bond Legislation are in many respects dependent upon judicial actions which are in turn often subject to discretion and delay and could be both expensive and time-consuming to obtain. If the City fails to comply with its covenants under the Bond Legislation or to pay principal of or interest on the Bonds, there can be no assurance that available remedies will be adequate to fully protect the interests of the owners of the Bonds.

In addition to the limitations on remedies contained in the Bond Legislation, the rights and obligations under the Bonds and the Bond Legislation may be limited by and are subject to bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium, and other laws relating to or affecting creditors' rights, to the application of equitable principles, and the exercise of judicial discretion in appropriate cases.

A municipality such as the City must be specifically authorized under state law in order to seek relief under Chapter 9 of the U.S. Bankruptcy Code (the "Bankruptcy Code"). Washington State law permits any "taxing district" (defined to include cities) to voluntarily petition for relief under a predecessor to the Bankruptcy Code. A creditor cannot bring an involuntary bankruptcy proceeding under the Bankruptcy Code against a municipality, including the City. The federal bankruptcy courts have broad discretionary powers under the Bankruptcy Code.

The opinion to be delivered by Foster Pepper PLLC, as Bond Counsel, concurrently with the issuance of the Bonds, will be subject to limitations regarding bankruptcy, reorganization, insolvency, fraudulent conveyance, moratorium, and other similar laws relating to or affecting creditors' rights. A copy of the proposed form of opinion of Bond Counsel is set forth in Appendix B.

Tax Exemption

Exclusion from Gross Income. In the opinion of Bond Counsel, under existing federal law and assuming compliance with applicable requirements of the Code that must be satisfied subsequent to the issue date of the Bonds, interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the alternative minimum tax applicable to individuals.

Continuing Requirements. The City is required to comply with certain requirements of the Code after the date of issuance of the Bonds in order to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes, including, without limitation, requirements concerning the qualified use of proceeds of the Bonds and the facilities financed or refinanced with proceeds of the Bonds, limitations on investing gross proceeds of the Bonds in higher yielding investments in certain circumstances, and the requirement to comply with the arbitrage rebate requirement to the extent applicable to the Bonds. The City has covenanted in the Bond Legislation to comply with those requirements, but if the City fails to comply with those requirements, interest on the Bonds could become taxable retroactive to the date of issuance of the Bonds. Bond Counsel has not undertaken and does not undertake to monitor the City's compliance with such requirements.

Corporate Alternative Minimum Tax. While interest on the Bonds also is not an item of tax preference for purposes of the alternative minimum tax applicable to corporations, under Section 55 of the Code, tax-exempt interest, including interest on the Bonds, received by corporations is taken into account in the computation of adjusted current earnings for purposes of the alternative minimum tax applicable to corporations (as defined for federal income tax purposes). Under the Code, alternative minimum taxable income of a corporation will be increased by 75% of the excess of the corporation's adjusted current earnings (including any tax-exempt interest) over the corporation's alternative minimum taxable income determined without regard to such increase. A corporation's alternative minimum taxable income, so computed, that is in excess of an exemption of \$40,000, which exemption will be reduced (but not below zero) by 25% of the amount by which the corporation's alternative minimum taxable income exceeds \$150,000, is then subject to a 20% minimum tax.

A small business corporation is exempt from the corporate alternative minimum tax for any taxable year beginning after December 31, 1997, if its average annual gross receipts during the three-taxable-year period beginning after December 31, 1993, did not exceed \$5,000,000, and its average annual gross receipts during each successive three-taxable-year period thereafter ending before the relevant taxable year did not exceed \$7,500,000.

Tax on Certain Passive Investment Income of S Corporations. Under Section 1375 of the Code, certain excess net passive investment income, including interest on the Bonds, received by an S corporation (a corporation treated as a partnership for most federal tax purposes) that has Subchapter C earnings and profits at the close of the taxable year may be subject to federal income taxation at the highest rate applicable to corporations if more than 25% of the gross receipts of such S corporation is passive investment income.

Foreign Branch Profits Tax. Interest on the Bonds may be subject to the foreign branch profits tax imposed by Section 884 of the Code when the Bonds are owned by, and effectively connected with a trade or business of, a United States branch of a foreign corporation.

Possible Consequences of Tax Compliance Audit. The Internal Revenue Service (the “IRS”) has established a general audit program to determine whether issuers of tax-exempt obligations, such as the Bonds, are in compliance with requirements of the Code that must be satisfied in order for interest on those obligations to be, and continue to be, excluded from gross income for federal income tax purposes. Bond Counsel cannot predict whether the IRS would commence an audit of the Bonds. Depending on all the facts and circumstances and the type of audit involved, it is possible that commencement of an audit of the Bonds could adversely affect the market value and liquidity of the Bonds until the audit is concluded, regardless of its ultimate outcome.

Original Issue Premium. The Bonds have been sold at prices reflecting original issue premium (“Premium Bonds”). An amount equal to the excess of the purchase price of a Premium Bond over its stated redemption price at maturity constitutes premium on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond’s term using constant yield principles, based on the purchaser’s yield to maturity. The amount of amortizable premium allocable to an interest accrual period for a Premium Bond will offset a like amount of qualified stated interest on such Premium Bond allocable to that accrual period, and may affect the calculation of alternative minimum tax liability described above. As premium is amortized, the purchaser’s basis in such Premium Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser’s basis is reduced, no federal income tax deduction is allowed. Purchasers of Premium Bonds, whether at the time of initial issuance or subsequent thereto, should consult with their own tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to state and local tax consequences of owning such Premium Bonds.

Certain Other Federal Tax Consequences

Bonds Not “Qualified Tax-Exempt Obligations” for Financial Institutions. Section 265 of the Code provides that 100% of any interest expense incurred by banks and other financial institutions for interest allocable to tax-exempt obligations acquired after August 7, 1986, will be disallowed as a tax deduction. However, if the tax-exempt obligations are obligations other than private activity bonds, are issued by a governmental unit that, together with all entities subordinate to it, does not reasonably anticipate issuing more than \$10,000,000 of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) in the current calendar year, and are designated by the governmental unit as “qualified tax-exempt obligations,” only 20% of any interest expense deduction allocable to those obligations will be disallowed.

The City is a governmental unit that, together with all subordinate entities, reasonably anticipates issuing more than \$10,000,000 of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) during the current calendar year and has not designated the Bonds as “qualified tax-exempt obligations” for purposes of the 80% financial institution interest expense deduction. Therefore, no interest expense of a financial institution allocable to the Bonds is deductible for federal income tax purposes.

Reduction of Loss Reserve Deductions for Property and Casualty Insurance Companies. Under Section 832 of the Code, interest on the Bonds received by property and casualty insurance companies will reduce tax deductions for loss reserves otherwise available to such companies by an amount equal to 15% of tax-exempt interest received during the taxable year.

Effect on Certain Social Security and Retirement Benefits. Section 86 of the Code requires recipients of certain Social Security and certain Railroad Retirement benefits to take receipts or accruals of interest on the Bonds into account in determining gross income.

Other Possible Federal Tax Consequences. Receipt of interest on the Bonds may have other federal tax consequences as to which prospective purchasers of the Bonds should consult their own tax advisors.

Potential Future Federal Tax Law Changes. From time to time, legislative proposals are introduced in Congress which, if enacted, could require changes in the description of federal tax matters relating to the Bonds set forth above or adversely affect the market value of the Bonds. It cannot be predicted whether future legislation may be proposed or enacted that would affect the federal tax treatment of interest received on the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors regarding any proposed or pending legislation that would change the federal tax treatment of interest on the Bonds.

Continuing Disclosure Undertaking

Basic Undertaking to Provide Annual Financial Information and Notice of Listed Events. To meet the requirements of United States Securities and Exchange Commission (“SEC”) Rule 15c2-12(b)(5) (“Rule 15c2-12”), as applicable to a participating underwriter for the Bonds, the City will undertake in the Bond Legislation (the “Undertaking”) for the benefit of holders of the Bonds, as follows.

Annual Financial Information. The City will 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:

- (i) annual financial information and operating data of the type included in this Official Statement as generally described below under “Type of Annual Financial Information Undertaken to be Provided”; and
- (ii) timely notice (not in excess of ten business days after the occurrence of the event) of the occurrence of any of the following events with respect to the Bonds:
 - (a) principal and interest payment delinquencies;
 - (b) non-payment related defaults, if material;
 - (c) unscheduled draws on debt service reserves reflecting financial difficulties;
 - (d) unscheduled draws on credit enhancements reflecting financial difficulties;
 - (e) substitution of credit or liquidity providers, or their failure to perform;
 - (f) 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), other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
 - (g) modifications to rights of holders of the Bonds, if material;
 - (h) Bond calls (other than scheduled mandatory redemptions of Term Bonds), if material, and tender offers;
 - (i) defeasances;
 - (j) release, substitution, or sale of property securing repayment of the Bonds, if material;
 - (k) rating changes;
 - (l) bankruptcy, insolvency, receivership, or similar event of the City, as such “Bankruptcy Events” are defined in Rule 15c2-12;
 - (m) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, 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
 - (n) appointment of a successor or additional trustee or the change of name of a trustee, if material.

The City also will provide or cause to be provided to the MSRB timely notice of a failure by the City to provide required annual financial information on or before the date specified below.

Type of Annual Financial Information Undertaken to be Provided. The annual financial information that the City undertakes to provide will consist of:

- (i) annual financial statements of the Solid Waste System, prepared in accordance with generally accepted accounting principles applicable to governmental units (except as otherwise noted therein), as such principles may be changed from time to time and as permitted by State law; which statements will not be audited, except that if and when audited financial statements are otherwise prepared and available to the City they will be provided;
- (ii) a statement of authorized, issued, and outstanding bonded debt secured by Net Revenue of the Solid Waste System;
- (iii) debt service coverage ratios;
- (iv) summary operating statistics for the Solid Waste System, including data of the type herein in the tables entitled "Solid Waste Tonnage," "Regional Comparison of Transfer Station Rates," and "Number of Customers by Class"; and
- (v) current solid waste rates.

Annual financial information, as described above, will be provided to the MSRB not later than the last day of the ninth month after the end of each fiscal year of the City (currently a fiscal year ending December 31), as such fiscal year may be changed as permitted or required by State law, commencing with the City's fiscal year ending December 31, 2015. The annual financial information may be provided in a single document or in 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.

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 any broker, dealer, municipal securities dealer, participating underwriter, rating agency, or the MSRB, under the circumstances and in the manner permitted by Rule 15c2-12.

The City 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 information will include a narrative explanation of the effect of that change on the type of information to be provided.

Termination of Undertaking. The City's obligations under the Undertaking will terminate upon the legal defeasance, prior repayment, or payment in full of all of the then outstanding Bonds. In addition, the City's obligations under the Undertaking will terminate if those provisions of Rule 15c2-12 that require the City to comply with the 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 City, and the City provides timely notice of such termination to the MSRB.

Remedy for Failure to Comply with Undertaking. The City has agreed to proceed with due diligence to cause any failure to comply with the Undertaking to be corrected as soon as practicable after the City learns of that failure. No failure by the City or any other obligated person to comply with the Undertaking will constitute a default in respect of the Bonds. The sole remedy of any holder of a Bond will be to take such actions as that holder deems necessary, including seeking an order of specific performance from an appropriate court, to compel the City or other obligated person to comply with the Undertaking.

Other Continuing Disclosure Undertakings of the City. The City has entered into undertakings to provide annual information and the notice of the occurrence of certain events with respect to all bonds issued by the City subject to Rule 15c2-12 and believes that in the last five years, it has not failed to comply in any material respect with such undertakings. Nonetheless, in connection with the City's Local Improvement District No. 6750 Bonds, 2006, certain supplemental information regarding the collection of special assessments was not timely filed. The City has since compiled this supplemental information and filed it with the MSRB.

OTHER BOND INFORMATION

Ratings on the Bonds

The Bonds have been rated “Aa3” and “AA” by Moody’s Investors Service, Inc. and Standard & Poor’s Ratings Services, respectively. The ratings reflect only the views of the rating agencies, and an explanation of the significance of the ratings may be obtained from each rating agency. No application was made to any other rating agency for the purpose of obtaining an additional rating on the Bonds. There is no assurance that the ratings will be retained for any given period of time or that the ratings will not be revised downward, suspended, or withdrawn entirely by the rating agencies if, in their judgment, circumstances so warrant. Any such downward revision, suspension, or withdrawal of the ratings will be likely to have an adverse effect on the market price of the Bonds.

Underwriting

The Bonds are being purchased by Janney Montgomery Scott LLC (the “Underwriter”) at a price of \$39,149,580.15, and will be reoffered at a price of \$39,273,778.75. The Underwriter may offer and sell the Bonds to certain dealers (including dealers depositing Bonds into investment trusts) and others at prices lower than the initial offering prices set forth on page i hereof, and such initial offering prices may be changed from time to time by the Underwriter. After the initial public offering, the public offering prices may be varied from time to time.

Conflicts of Interest

Some of the fees of the Financial Advisor and Bond Counsel are contingent upon the sale of the Bonds. From time to time Bond Counsel serves as counsel to the Financial Advisor and the Underwriter in matters unrelated to the Bonds. None of the members of the City Council or other officers of the City have any conflict of interest in the issuance of the Bonds that is prohibited by applicable law.

Official Statement

This Official Statement is not to be construed as a contract with the owners of any of the Bonds.

The City of Seattle

By: _____
/s/ Glen Lee
Glen Lee
Director of Finance

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APPENDIX A
BOND ORDINANCE

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CITY OF SEATTLE
ORDINANCE 124629
COUNCIL BILL 118230

AN ORDINANCE relating to the solid waste system of The City of Seattle; adopting a system or plan of additions and betterments to and extensions of the solid waste system; authorizing the issuance and sale of solid waste system revenue bonds, in one or more series, for the purposes of paying part of the cost of carrying out that system or plan, providing for the reserve requirement and paying the costs of issuance of the bonds; providing for certain terms, conditions, covenants and the manner of sale of the bonds; describing the lien of the bonds; creating certain accounts of the City relating to the bonds; and ratifying and confirming certain prior acts.

WHEREAS, The City of Seattle (the "City") owns, maintains and operates a solid waste collection and disposal system as part of Seattle Public Utilities (the "Solid Waste System"), which Solid Waste System has from time to time required various additions, improvements and extensions; and

WHEREAS, the City needs to acquire and construct certain additions and betterments to and extensions of the Solid Waste System as set forth in this ordinance (the "Plan of Additions"); and

WHEREAS, pursuant to the bond legislation described in Exhibit A, the City issued its solid waste revenue bonds described in Exhibit A, and provided for the issuance of additional bonds having a charge and lien on the net revenue of the Solid Waste System on a parity of lien with those bonds ("Parity Bonds") upon compliance with certain conditions; and

WHEREAS, the City has determined that it is in the best interest of the City to authorize the issuance and sale, subject to the provisions of this ordinance, of solid waste revenue bonds as Parity Bonds, to pay part of the cost of carrying out the Plan of Additions, to provide for the reserve requirement and to pay the costs of issuance of those bonds;
NOW, THEREFORE,

BE IT ORDAINED BY THE CITY OF SEATTLE AS FOLLOWS:

Section 1. Definitions. As used in this ordinance the following capitalized terms shall have the following meanings.

"Accreted Value" means with respect to any Capital Appreciation Bond (a) as of any Valuation Date, the amount set forth for such date in any Parity Bond Legislation authorizing such Capital Appreciation Bond, and (b) as of any date other than a Valuation Date, the sum of



1 (i) the Accreted Value on the preceding Valuation Date and (ii) the product of (A) a fraction, the
2 numerator of which is the number of days having elapsed from the preceding Valuation Date and
3 the denominator of which is the number of days from such preceding Valuation Date to the next
4 succeeding Valuation Date, calculated based on the assumption that Accreted Value accrues
5 during any semiannual period in equal daily amounts on the basis of a year of twelve 30-day
6 months, multiplied by (B) the difference between the Accreted Values for such Valuation Dates.

7 **“Adjusted Annual Debt Service”** for any fiscal year means Annual Debt Service minus
8 (a) an amount equal to earnings from investments in the Reserve Subaccount and (b) Annual
9 Debt Service provided for by Parity Bond proceeds.

10 **“Adjusted Gross Revenue”** for any period means Gross Revenue plus withdrawals from
11 the Rate Stabilization Account made during that period, and minus (a) earnings from investments
12 in the Reserve Subaccount and (b) deposits into the Rate Stabilization Account made during that
13 period.

14 **“Adjusted Net Revenue”** means Adjusted Gross Revenue less Maintenance and
15 Operation Expenses.

16 **“Annual Debt Service”** for any calendar year means the sum of the amounts required in
17 such calendar year to pay the interest due in such calendar year on all Parity Bonds outstanding,
18 excluding interest to be paid from the proceeds of the sale of Parity Bonds or other bonds; the
19 principal of all outstanding Serial Bonds due in such calendar year; and the Sinking Fund
20 Requirement, if any, for such calendar year.

21 (a) For purposes of this definition, the principal and interest portions of the Accreted
22 Value of Capital Appreciation Bonds becoming due at maturity or by virtue of a Sinking Fund
23 Requirement shall be included in the calculations of accrued and unpaid and accruing interest or
24 principal in such manner and during such period of time as is specified in any Parity Bond
25 Legislation authorizing such Capital Appreciation Bonds.



1 (b) For purposes of calculating and determining compliance with the Coverage
2 Requirement, the Reserve Requirement and the conditions for the issuance of Future Parity
3 Bonds and/or entering into Parity Payment Agreements, the following shall apply:

4 (i) **Generally.** Except as otherwise provided by paragraph (ii) of this subsection with
5 respect to Variable Interest Rate Bonds and by paragraph (iii) of this subsection
6 with respect to Parity Bonds with respect to which a Payment Agreement is in
7 force, interest on any issue of Parity Bonds shall be calculated based on the actual
8 amount of accrued, accreted or otherwise accumulated interest that is payable in
respect of that issue taken as a whole, at the rate or rates set forth in the applicable
Parity Bond Legislation.

9 (ii) **Interest on Variable Interest Rate Bonds.** The amount of interest deemed to be
10 payable on any issue of Variable Interest Rate Bonds shall be calculated on the
11 assumption that the interest rate on those bonds would be equal to the rate that is
12 90% of the average RBI during the four calendar quarters preceding the quarter in
which the calculation is made.

13 (iii) **Interest on Parity Bonds With Respect to Which a Payment Agreement is in**
14 **Force.** Debt service on Parity Bonds with respect to which a Payment Agreement
15 is in force shall be based on the net economic effect on the City expected to be
16 produced by the terms of the Parity Bonds and the terms of the Payment
17 Agreement, including but not limited to the effects produced by the following:
18 (A) Parity Bonds that would, but for a Payment Agreement, be treated as
19 obligations bearing interest at a Variable Interest Rate instead shall be treated as
20 obligations bearing interest at a fixed interest rate, and (B) Parity Bonds that
21 would, but for a Payment Agreement, be treated as obligations bearing interest at
22 a fixed interest rate instead shall be treated as obligations bearing interest at a
23 Variable Interest Rate. Accordingly, the amount of interest deemed to be payable
24 on any Parity Bonds with respect to which a Payment Agreement is in force shall
25 be an amount equal to the amount of interest that would be payable at the rate or
26 rates stated in those Parity Bonds plus Payment Agreement Payments minus
27 Payment Agreement Receipts. For the purposes of calculating as nearly as
28 practicable Payment Agreement Receipts and Payment Agreement Payments
under a Payment Agreement that includes a variable rate component determined
by reference to a pricing mechanism or index that is not the same as the pricing
mechanism or index used to determine the variable rate interest component on the
Parity Bonds to which the Payment Agreement is related, it shall be assumed that
the fixed rate used in calculating Payment Agreement Payments will be equal to
105% of the fixed rate specified by the Payment Agreement and that the pricing
mechanism or index specified by the Payment Agreement is the same as the
pricing mechanism or index specified by the Parity Bonds. Notwithstanding the
other provisions of this paragraph, the City shall not be required to (but may in its



1 discretion) take into account in determining Annual Debt Service the effects of
2 any Payment Agreement that has a term of ten years or less.

3 (iv) **Parity Payment Agreements.** No additional debt service shall be taken into
4 account with respect to a Parity Payment Agreement for any period during which
5 Payment Agreement Payments on that Parity Payment Agreement are taken into
6 account in determining Annual Debt Service on related Parity Bonds under
7 subsection (iii) of this definition. However, for any period during which Payment
8 Agreement Payments are not taken into account in calculating Annual Debt
9 Service on any outstanding Parity Bonds because the Parity Payment Agreement
10 is not then related to any outstanding Parity Bonds, payments on that Parity
11 Payment Agreement shall be taken into account by assuming:

12 (A) **City Obligated to Make Payments Based on Fixed Rate.** If the City is
13 obligated to make Payment Agreement Payments based on a fixed rate and
14 the Qualified Counterparty is obligated to make payments based on a
15 variable rate index, that payments by the City will be based on the
16 assumed fixed payor rate, and that payments by the Qualified
17 Counterparty will be based on a rate equal to the average rate determined
18 by the variable rate index specified by the Parity Payment Agreement
19 during the four calendar quarters preceding the quarter in which the
20 calculation is made, and

21 (B) **City Obligated to Make Payments Based on Variable Rate Index.** If
22 the City is obligated to make Payment Agreement Payments based on a
23 variable rate index and the Qualified Counterparty is obligated to make
24 payment based on a fixed rate, that payments by the City will be based on
25 a rate equal to the average rate determined by the variable rate index
26 specified by the Parity Payment Agreement during the four calendar
27 quarters preceding the quarter in which the calculation is made, and that
28 the Qualified Counterparty will make payments based on the fixed rate
specified by the Parity Payment Agreement.

“**Authorized Denomination**” means \$5,000 or any integral multiple thereof within a
maturity of a Series.

“**Beneficial Owner**” means, with regard to a Bond, the owner of any beneficial interest
in that Bond.

“**Bond Account**” means the Solid Waste System Revenue Bond Account, created in the
Solid Waste Fund by Ordinance 118975 for the payment of the principal of and interest on Parity
Bonds.



1 **“Bond Counsel”** means a lawyer or a firm of lawyers, selected by the City, of nationally
2 recognized standing in matters pertaining to bonds issued by states and their political
3 subdivisions.

4 **“Bond Insurance”** means any bond insurance, guaranty, surety bond or similar credit
5 enhancement device providing for or securing the payment of all or part of the principal of and
6 interest on any Parity Bonds.

7 **“Bond Purchase Contract”** means a written offer to purchase a Series, which offer has
8 been accepted by the City in accordance with this ordinance. In the case of a competitive sale,
9 the official notice of sale, the Purchaser’s bid and the award by the City shall comprise the offer
10 and the award by the City in accordance with this ordinance shall be deemed the acceptance of
11 that offer for purposes of this ordinance.

12 **“Bond Register”** means the books or records maintained by the Bond Registrar for the
13 purpose of identifying ownership of each Bond.

14 **“Bond Registrar”** means the Fiscal Agent (unless the Bond Resolution provides for a
15 different Bond Registrar with respect to a particular Series), or any successor bond registrar
16 selected in accordance with the Registration Ordinance.

17 **“Bond Resolution”** means a resolution of the City Council adopted pursuant to this
18 ordinance approving the Bond Sale Terms and taking other actions consistent with this
19 ordinance.

20 **“Bond Sale Terms”** means the terms and conditions for the sale of a Series including the
21 amount, date or dates, denominations, interest rate or rates (or mechanism for determining
22 interest rate or rates), payment dates, final maturity, redemption rights, price, and other terms or
23 covenants set forth in Section 5.

24 **“Bonds”** means the Solid Waste System revenue bonds issued pursuant to this ordinance.

25 **“Capital Appreciation Bond”** means any Parity Bond, all or a portion of the interest on
26 which is compounded and accumulated at the rates or in the manner, and on the dates, set forth in
27 the applicable Parity Bond Legislation and is payable only upon redemption or on the maturity
28



1 date of such Parity Bond. A Parity Bond issued as a Capital Appreciation Bond, but which later
2 converts to an obligation on which interest is paid periodically, shall be a Capital Appreciation
3 Bond until the conversion date and thereafter shall no longer be a Capital Appreciation Bond, but
4 shall be treated as having a principal amount equal to its Accreted Value on the conversion date.

5 **“CIP”** means those portions of the City’s “2013-2018 Capital Improvement Program”
6 relating to the Solid Waste System, adopted by the City in Ordinance 124058, together with any
7 previously adopted Capital Improvement Program of the City. For purposes of this ordinance,
8 the CIP includes all amendments, updates, supplements or replacements that may be adopted
9 from time to time by ordinance.

10 **“City”** means The City of Seattle, Washington, a municipal corporation duly organized
11 and existing under the laws of the State.

12 **“City Council”** means the City Council of the City, as duly and regularly constituted
13 from time to time.

14 **“Code”** means the Internal Revenue Code of 1986, or any successor thereto, as it has
15 been and may be amended from time to time, and regulations thereunder.

16 **“Construction Account”** means the “Solid Waste Construction Account 2015” created
17 in the Solid Waste Fund by this ordinance.

18 **“Contract Resource Obligation”** means an obligation of the City, designated as a
19 Contract Resource Obligation and entered into in accordance with Section 20.

20 **“Coverage Requirement”** in any fiscal year means the amount of Adjusted Net Revenue
21 equal to at least 1.25 times Adjusted Annual Debt Service in that year on all Parity Bonds then
22 outstanding.

23 **“Director of Finance”** means the Director of the Finance Division of the Department of
24 Finance and Administrative Services of the City, or any other officer who succeeds to
25 substantially all of the responsibilities of that office.

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

27 **“Event of Default”** shall have the meaning assigned to that term in Section 25(a).

28



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

3 **“Future Parity Bond Legislation”** means any ordinance or resolution passed or adopted
4 by the City Council providing for the issuance and sale of a series of Future Parity Bonds, and
5 any other ordinance or resolution amending or supplementing the provisions of any such
6 ordinance or resolution.

7 **“Future Parity Bonds”** means, with reference to any Series, all revenue bonds and
8 obligations of the Solid Waste System (other than that Series and any other Parity Bonds then
9 outstanding) issued or entered into after the Issue Date of such Series, the payment of which
10 constitutes a charge and lien on the Net Revenue equal in rank with the charge and lien upon
11 such revenue required to be paid into the Bond Account in accordance with Section 15. Future
12 Parity Bonds may include Parity Payment Agreements and any other obligations issued in
13 compliance with Section 17.

14 **“Government Obligations”** has the meaning given in RCW 39.53.010, as now in effect
15 or as may hereafter be amended.

16 **“Gross Revenue”** means (a) all income, revenues, receipts and profits derived by the
17 City through the ownership and operation of the Solid Waste System; (b) Payment Agreement
18 Receipts, to the extent that such receipts are not offset by Payment Agreement Payments; and
19 (c) the investment income earned on money held in any fund or account of the City, including
20 any bond redemption funds and the accounts therein, in connection with the ownership and
21 operation of the Solid Waste System. Gross Revenue does not include: (a) income derived from
22 investments irrevocably pledged to the payment of any defeased bonds payable from Gross
23 Revenue; (b) investment income earned on money in any fund or account created or maintained
24 solely for the purpose of complying with the arbitrage rebate provisions of the Code; (c) any
25 gifts, grants, donations or other funds received by the City from any State or federal agency or
26 other person if such gifts, grants, donations or other funds are the subject of any limitation or
27 reservation imposed by the donor or grantor or imposed by law or administrative regulation to
28



1 which the donor or grantor is subject, limiting the application of such funds in a manner
2 inconsistent with the application of Gross Revenue hereunder; (d) the proceeds of any borrowing
3 for capital improvements (or the refinancing thereof); (e) the earnings of any separate utility
4 system acquired or constructed by the City pursuant to Section 19; and (f) the proceeds of any
5 liability or other insurance, including but not limited to insurance proceeds compensating the
6 City for the loss of a capital asset, but excluding business interruption insurance or other
7 insurance of like nature insuring against the loss of revenues.

8 **“Independent Utility Consultant”** means an independent person or firm having a
9 favorable reputation for skill and experience with solid waste systems of comparable size and
10 character to the Solid Waste System in such areas as are relevant to the purpose for which they
11 were retained.

12 **“Issue Date”** means, with respect to a Bond, the date, as determined by the Director of
13 Finance, on which that Bond is issued and delivered to the Purchaser in exchange for its
14 purchase price.

15 **“Letter of Representations”** means the Blanket Issuer Letter of Representations
16 between the City and DTC dated October 4, 2006, as it may be amended from time to time, or an
17 agreement with a substitute or successor Securities Depository.

18 **“Maintenance and Operation Expenses”** means all expenses incurred by the City in
19 causing the Solid Waste System to be operated and maintained in good repair, working order and
20 conditions, including without limitation: deposits, premiums, assessments or other payments for
21 insurance (other than payments out of proceeds of Parity Bonds), if any, on the Solid Waste
22 System; payments into pension funds; State-imposed taxes; amounts due under Contract
23 Resource Obligations (but only at the times described in Section 20); payments made to any
24 other person or entity for the collection, transportation, treatment or disposal of solid waste or
25 other commodity or service related to the Solid Waste System; and payments with respect to any
26 other expenses of the Solid Waste System that are properly treated as operation and maintenance
27 expenses under generally accepted accounting principles. Maintenance and Operation Expenses
28



1 does not include any depreciation, amortization, or taxes levied or imposed by the City or
2 payments to the City in lieu of taxes, or capital additions or capital replacement.

3 **“Maximum Annual Debt Service”** means, at the time of calculation, the maximum
4 amount of Annual Debt Service which shall become due in the current calendar year or in any
5 future calendar year on the Parity Bonds then outstanding.

6 **“MSRB”** means the Municipal Securities Rulemaking Board.

7 **“Net Revenue”** means, for any period, the Gross Revenue less Maintenance and
8 Operation Expense.

9 **“Outstanding Parity Bonds”** means, with reference to any Series, the then outstanding
10 solid waste revenue bonds described in Exhibit A.

11 **“Owner”** means, without distinction, the Registered Owner and the Beneficial Owner of
12 a Bond.

13 **“Parity Bond Legislation”** means any ordinance or resolution passed or adopted by the
14 City Council providing for the issuance and sale of a series of Parity Bonds, and any other
15 ordinance or resolution amending or supplementing the provisions of any Parity Bond
16 Legislation.

17 **“Parity Bonds”** means the Outstanding Parity Bonds, the Bonds and any outstanding
18 Future Parity Bonds.

19 **“Parity Conditions”** means the conditions for issuing Future Parity Bonds under the
20 Parity Bond Legislation.

21 **“Parity Payment Agreement”** means a Payment Agreement under which the City’s
22 payment obligations are expressly stated to constitute a charge and lien on the Net Revenue
23 equal in rank with the charge and lien upon such revenue required to be paid into the Bond
24 Account to pay interest on Parity Bonds.

25 **“Payment Agreement”** means a written agreement for the purpose of managing or
26 reducing the City’s exposure to fluctuations or levels of interest rates or for other interest rate,
27 investment, asset or liability management purposes, entered into on either a current or forward
28



1 basis by the City and a Qualified Counterparty as authorized by any applicable laws of the State
2 in connection with, or incidental to, the issuance, incurring or carrying of particular bonds, notes,
3 bond anticipation notes, commercial paper or other obligations for borrowed money, or lease,
4 installment purchase or other similar financing agreements or certificates of participation therein,
5 that provides for an exchange of payments based on interest rates, ceilings or floors on such
6 payments, options on such payments, or any combination thereof or any similar device.

7 **“Payment Agreement Payments”** means the amounts periodically required to be paid
8 by the City to the Qualified Counterparty pursuant to a Payment Agreement.

9 **“Payment Agreement Receipts”** means the amounts periodically required to be paid by
10 the Qualified Counterparty to the City pursuant to a Payment Agreement.

11 **“Permitted Investments”** means any investments or investment agreements permitted
12 for the investment of City funds under the laws of the State, as amended from time to time.

13 **“Plan of Additions”** means the CIP, as it may be modified from time to time. The Plan
14 of Additions includes the purchase and installation of all materials, supplies, appliances,
15 equipment and facilities, the acquisition of all permits, franchises, property and property rights,
16 other capital assets and all engineering, consulting and other professional services and studies
17 (whether performed by the City or by other public or private entities) necessary or convenient to
18 carry out the Plan of Additions. The Plan of Additions includes all amendments, updates,
19 supplements or replacements to the CIP, all of which automatically shall constitute amendments
20 to the Plan of Additions. The Plan of Additions also may be modified to include other
21 improvements, without amending the CIP if the City determines by ordinance that those
22 amendments or other improvements constitute a system or plan of additions to or betterments or
23 extensions of the Solid Waste System.

24 **“Principal and Interest Subaccount”** means the subaccount of that name created in the
25 Bond Account by Ordinance 118975 for the payment of the principal of and interest on Parity
26 Bonds.



1 **“Purchaser”** means the entity or entities who have been selected in accordance with this
2 ordinance to serve as underwriter, purchaser or successful bidder in a sale of any Series.

3 **“Qualified Counterparty”** means a party (other than the City or a party related to the
4 City) who is the other party to a Payment Agreement, (a)(i) whose senior debt obligations are
5 rated in one of the three highest rating categories of each Rating Agency (without regard to any
6 gradations within a rating category), or (ii) whose obligations under the Payment Agreement are
7 guaranteed for the entire term of the Payment Agreement by a bond insurer or other institution
8 which has been assigned a credit rating in one of the two highest rating categories of each Rating
9 Agency; and (b) who is otherwise qualified to act as the other party to a Payment Agreement
10 under any applicable laws of the State.

11 **“Qualified Insurance”** means any municipal bond insurance policy or surety bond
12 issued by any insurance company licensed to conduct an insurance business in any state of the
13 United States (or by a service corporation acting on behalf of one or more such insurance
14 companies) which insurance company or companies, as of the time of issuance of such policy or
15 surety bond, are rated in one of the two highest rating categories by Moody’s Investors Service
16 and Standard & Poor’s Ratings Services or their comparably recognized business successors.

17 **“Qualified Letter of Credit”** means any letter of credit issued by a financial institution
18 for the account of the City in connection with the issuance of Parity Bonds, which institution
19 maintains an office, agency or branch in the United States and as of the time of issuance of such
20 letter of credit is rated in one of the two highest rating categories by Moody’s Investors Service
21 and Standard & Poor’s Ratings Services or their comparably recognized business successors.

22 **“Rate Stabilization Account”** means the account of that name originally established by
23 Ordinance 118975.

24 **“Rating Agency”** means any nationally recognized rating agency then maintaining a
25 rating on a series of Parity Bonds at the request of the City.



1 **“RBI”** means *The Bond Buyer* Revenue Bond Index or comparable index, or, if no
2 comparable index can be obtained, 80% of the interest rate for actively traded 30 year United
3 States Treasury obligations.

4 **“Record Date”** means, unless otherwise defined in the Bond Resolution, in the case of
5 each interest or principal payment date, the Bond Registrar’s close of business on the 15th day of
6 the month preceding the interest or principal payment date. With regard to redemption of a Bond
7 prior to its maturity, the Record Date shall mean the Bond Registrar’s close of business on the
8 day prior to the date on which the Bond Registrar sends the notice of redemption.

9 **“Registered Owner”** means, with regard to a Bond, the person in whose name that Bond
10 is registered on the Bond Register. For so long as the City uses a book-entry only system under
11 the Letter of Representations, the Registered Owner shall mean the Securities Depository.

12 **“Registration Ordinance”** means City Ordinance 111724 establishing a system of
13 registration for the City’s bonds and other obligations pursuant to Seattle Municipal Code
14 Chapter 5.10, as that chapter now exists or may hereafter be amended.

15 **“Reserve Requirement”** means, at any time, the lesser of (a) Maximum Annual Debt
16 Service; or (b) the maximum amount permitted by the Code as a “reasonably required reserve or
17 replacement fund.”

18 **“Reserve Security”** means any Qualified Insurance or Qualified Letter of Credit
19 obtained by the City to satisfy part or all of the Reserve Requirement, and which is not
20 cancelable on less than three years’ notice.

21 **“Reserve Subaccount”** means the subaccount of that name created in the Bond Account
22 by Ordinance 118975 for the purpose of securing the payment of the principal of and interest on
23 Parity Bonds.

24 **“Rule 15c2-12”** means Rule 15c2-12 promulgated by the SEC under the Securities
25 Exchange Act of 1934, as amended.

26 **“SEC”** means the United States Securities and Exchange Commission.
27
28



1 **“Securities Depository”** means DTC, any successor thereto, any substitute securities
2 depository selected by the City, or the nominee of any of the foregoing. Any successor or
3 substitute Securities Depository must be qualified under applicable laws and regulations to
4 provide the services proposed to be provided by it.

5 **“Serial Bonds”** means Parity Bonds maturing in specified years, for which no Sinking
6 Fund Requirements are mandated.

7 **“Series”** means a series of the Bonds issued pursuant to this ordinance.

8 **“Sinking Fund Requirement”** means, for any calendar year, the principal amount and
9 premium, if any, of Term Bonds required to be purchased, redeemed, paid at maturity or paid
10 into any Bond Account for such calendar year, as established by the Parity Bond Legislation
11 authorizing the issuance of such Term Bonds.

12 **“Solid Waste Fund”** means the “Garbage Collection and Disposal Fund” of the City
13 created by Ordinance 90379 and subsequently renamed the “Solid Waste Fund.”

14 **“Solid Waste System”** means the entire solid waste collection, transportation and
15 disposal system of the City, created by Ordinance 90379, as amended, together with all additions
16 thereto and betterments and extensions thereof at any time made, acquired or constructed,
17 together with any other utility systems of the City hereafter combined with the Solid Waste
18 System. The Solid Waste System shall not include any separate utility system acquired or
19 constructed by the City pursuant to Section 19.

20 **“State”** means the State of Washington.

21 **“State Auditor”** means the office of the Auditor of the State or such other department or
22 office of the State authorized and directed by State law to make audits.

23 **“Tax Credit Subsidy Bond”** means any bond that is designated by the City as a tax
24 credit bond pursuant to the Code, and which is further designated as a “qualified bond” under
25 Section 6431 or similar provision of the Code, and with respect to which the City is eligible to
26 claim a tax credit subsidy payment.



1 **“Tax Credit Subsidy Payment”** means a payment by the federal government with
2 respect to a Tax Credit Subsidy Bond.

3 **“Tax-Exempt Bond”** means any Bond, the interest on which is intended on the Issue
4 Date to be excluded from gross income for federal income tax purposes.

5 **“Term Bond”** means any Bond that is issued subject to mandatory redemption prior to
6 its maturity in periodic mandatory redemption payments.

7 **“Undertaking”** means the undertaking to provide continuing disclosure entered into
8 pursuant to Section 23, in substantially the form attached as Exhibit B.

9 **“Valuation Date”** means, with respect to any Capital Appreciation Bond, the date or
10 dates set forth in the relevant Parity Bond Legislation or Bond Purchase Contract on which
11 specific Accreted Values are assigned to that Capital Appreciation Bond.

12 **“Variable Interest Rate”** means any variable interest rate or rates to be borne by any
13 Parity Bonds. The method of computing such a variable interest rate shall be set in accordance
14 with the applicable Parity Bond Legislation, which shall specify either (a) the particular period or
15 periods of time or manner of determining such period or periods of time for which each value of
16 such variable interest rate shall remain in effect or (b) the time or times upon which any change
17 in such variable interest rate shall become effective.

18 **“Variable Interest Rate Bond”** means, for any period of time, any Parity Bond that
19 bears a Variable Interest Rate during that period, except that a Parity Bond shall not be treated as
20 a Variable Interest Rate Bond if the net economic effect of interest rates on particular Parity
21 Bonds of a series and interest rates on other Parity Bonds of the same series, as set forth in the
22 applicable Parity Bond Legislation, or the net economic effect of a Payment Agreement with
23 respect to a particular Parity Bond, in either case is to produce obligations that bear interest at a
24 fixed interest rate; and a Parity Bond with respect to which a Payment Agreement is in force
25 shall be treated as a Variable Interest Rate Bond if the net economic effect of the Payment
26 Agreement is to produce an obligation that bears interest at a Variable Interest Rate.



1 **Section 2. Adoption of Plan of Additions.** The City specifies, adopts and orders the
2 Plan of Additions to be carried out as generally provided for in the documents comprising the
3 Plan of Additions. The estimated cost of the Plan of Additions, as near as may be determined, is
4 declared to be \$56,000,000, of which approximately \$39,000,000 is expected to be financed from
5 the proceeds of the Bonds and investment earnings thereon.

6 **Section 3. Authorization of Bonds.** The City is authorized to borrow money and
7 issue Solid Waste System revenue bonds, payable from the sources described in Section 13, in
8 the maximum principal amount stated in Section 5 to (a) pay part of the cost of carrying out the
9 Plan of Additions; (b) provide for the Reserve Requirement; (c) capitalize interest on, if
10 necessary, and pay the costs of issuance of the Bonds; and (d) for other Solid Waste System
11 purposes approved by ordinance. The Bonds may be issued in one or more Series and may be
12 combined with other Solid Waste System revenue bonds (including refunding bonds) authorized
13 separately. The Bonds shall be designated Solid Waste System revenue bonds and shall be
14 numbered separately and shall have any name, year and series or other label as deemed necessary
15 or appropriate by the Director of Finance.

16 **Section 4. Manner of Sale of Bonds.** The Director of Finance may provide for the
17 sale of each Series (or any portion thereof) by public sale, or by a negotiated sale, limited
18 offering or private placement with a Purchaser chosen through a selection process acceptable to
19 the Director of Finance. The Director of Finance is authorized to specify a date and time of sale
20 of and a date and time for delivery of each Series; to give notice of that sale; to determine any
21 bid parameters or other bid requirements and criteria for determining the award of the bid; to
22 provide for the use of an electronic bidding mechanism; and to specify other matters in his or her
23 determination necessary, appropriate, or desirable in order to carry out the sale of each Series.
24 Each Series must be sold on Bond Sale Terms in accordance with Section 5.

25 **Section 5. Bond Sale Terms; Bond Resolution.** The Director of Finance is
26 appointed to serve as the City's designated representative in connection with the issuance and
27 sale of the Bonds in accordance with RCW 39.46.040(2) and this ordinance. The Director of
28



1 Finance is authorized to accept, on behalf of the City, an offer to purchase the Bonds on Bond
2 Sale Terms consistent with the parameters set forth in this section. No such acceptance shall be
3 effective until adoption of a Bond Resolution approving the Bond Sale Terms. Once adopted, the
4 Bond Resolution shall be deemed a part of this ordinance as if set forth herein.

5 (a) **Maximum Principal Amount.** The Bonds may be issued in one or more Series
6 and shall not exceed the aggregate principal amount of \$39,000,000.

7 (b) **Date or Dates.** Each Bond shall be dated its Issue Date, as determined by the
8 Director of Finance, which Issue Date may not be later than December 31, 2017.

9 (c) **Denominations.** The Bonds shall be issued in Authorized Denominations.

10 (d) **Interest Rate(s); Payment Dates.** Each Bond shall bear interest from the Issue
11 Date or from the most recent date to which interest has been paid or duly provided for,
12 whichever is later, and shall be payable on dates determined by the Director of Finance. One or
13 more rates of interest shall be established for each maturity of each Series, which rate or rates
14 may be fixed interest rates or Variable Interest Rates. Fixed interest rates shall be computed on
15 the basis of a 360-day year of twelve 30-day months and the net interest cost shall not exceed a
16 weighted average rate of 10% per annum. Principal payments shall commence on a date and
17 shall be payable at maturity or have Sinking Fund Requirements on dates determined by the
18 Director of Finance.

19 (e) **Final Maturity.** The Bonds shall mature no later than 40 years after the Issue
20 Date.

21 (f) **Redemption Rights.** The Bond Sale Terms may include provisions for the
22 optional and mandatory redemption of Bonds determined by the Director of Finance, subject to
23 the following:

24 (i) **Optional Redemption.** Any Bond may be designated as being (A) subject to
25 redemption at the option of the City prior to its maturity date on the dates and at
26 the redemption prices set forth in the Bond Purchase Contract; or (B) not subject
27 to redemption prior to its maturity date. If a Bond is subject to optional
28 redemption prior to its maturity, it must be subject to such redemption on one or
more dates occurring not more than 10½ years after the Issue Date.



1 (ii) **Mandatory Redemption.** Any Bond may be designated as a Term Bond, subject
2 to mandatory redemption prior to its maturity on the dates and in Sinking Fund
Requirements consistent with Section 8(b).

3 (g) **Price.** The purchase price for each Series shall be acceptable to the Director of
4 Finance.

5 (h) **Other Terms and Conditions.**

6 (i) As of the Issue Date of each Series, the average expected life of the capital
7 facilities to be financed with the proceeds (or allocable share of proceeds) of that
8 Series must exceed the weighted average maturity of the Series (or share thereof)
allocated to financing those capital facilities.

9 (ii) As of the Issue Date of each Series, (A) the Finance Director must determine that
10 the Parity Conditions have been met or satisfied, so that such Series may be
11 issued as Parity Bonds, and (B) the City Council must find the Bond Resolution
12 that, in creating the Bond Account and in fixing the amounts to be paid into it in
13 accordance with this ordinance, the City Council has had due regard for the cost
14 of maintenance and operation of the Solid Waste System, and is not setting aside
into the Bond Account a greater amount than in the judgment of the City Council,
based on the rates to be established from time to time consistent with Section
16(a), will be available over and above such cost of maintenance and operation.

15 (iii) The Bond Sale Terms for any Series may provide for Bond Insurance, a Reserve
16 Security or other credit enhancement, or for a Parity Payment Agreement. To that
17 end, the Bond Sale Terms may include such additional terms, conditions and
18 covenants as may be necessary or desirable, including but not limited to:
restrictions on investment of Bond proceeds and pledged funds, and requirements
19 to give notice to or obtain the consent of a credit enhancement provider or a
Qualified Counterparty.

20 (iv) The Bond Sale Terms must establish the method of providing for the Reserve
Requirement, consistent with Section 15(d).

21 (v) Any Series may be designated or qualified as Tax-Exempt Bonds, Tax Credit
22 Subsidy Bonds, or other taxable bonds, and may include such additional terms
23 and covenants relating to federal tax matters as the Director of Finance deems
necessary or appropriate, consistent with Section 22.

24 **Section 6. Bond Registrar; Registration and Transfer of Bonds.**

25 (a) **Registration of Bonds.** The Bonds shall be issued only in registered form as to
26 both principal and interest and shall be recorded on the Bond Register.



1 **(b) Bond Registrar; Transfer and Exchange of Bonds.** The Bond Registrar shall
2 keep, or cause to be kept, sufficient books for the registration and transfer of the Bonds, which
3 shall be open to inspection by the City at all times. The Bond Register shall contain the name and
4 mailing address of the Registered Owner of each Bond and the principal amount and number of
5 each of the Bonds held by each Registered Owner.

6 The Bond Registrar is authorized, on behalf of the City, to authenticate and deliver Bonds
7 transferred or exchanged in accordance with the provisions of the Bonds and this ordinance, to
8 serve as the City's paying agent for the Bonds and to carry out all of the Bond Registrar's powers
9 and duties under this ordinance and the Registration Ordinance.

10 The Bond Registrar shall be responsible for its representations contained in the Bond
11 Registrar's certificate of authentication on the Bonds. The Bond Registrar may become an
12 Owner of Bonds with the same rights it would have if it were not the Bond Registrar and, to the
13 extent permitted by law, may act as depository for and permit any of its officers or directors to
14 act as members of, or in any other capacity with respect to, any committee formed to protect the
15 rights of Owners.

16 Bonds surrendered to the Bond Registrar may be exchanged for Bonds in any Authorized
17 Denomination of an equal aggregate principal amount and of the same Series, interest rate and
18 maturity. Bonds may be transferred only if endorsed in the manner provided thereon and
19 surrendered to the Bond Registrar. Any exchange or transfer shall be without cost to the Owner
20 or transferee. The Bond Registrar shall not be obligated to exchange or transfer any Bond during
21 the period between the Record Date and the corresponding interest payment or redemption date.

22 **(c) Securities Depository; Book-Entry Form.** The Bonds initially shall be
23 registered in the name of the Securities Depository. The Bonds so registered shall be held fully
24 immobilized in book-entry form by the Securities Depository in accordance with the provisions
25 of the Letter of Representations. Neither the City nor the Bond Registrar shall have any
26 responsibility or obligation to participants of the Securities Depository or the persons for whom
27 they act as nominees with respect to the Bonds regarding accuracy of any records maintained by
28



1 the Securities Depository or its participants of any amount in respect of principal of or interest on
2 the Bonds, or any notice which is permitted or required to be given to Owners hereunder (except
3 such notice as is required to be given by the Bond Registrar to the Securities Depository).
4 Registered ownership of a Bond initially held in book-entry form, or any portion thereof, may
5 not be transferred except: (i) to any successor Securities Depository; (ii) to any substitute
6 Securities Depository appointed by the City or such substitute Securities Depository's successor;
7 or (iii) to any person if the Bond is no longer held in book-entry form.

8 Upon the resignation of the Securities Depository from its functions as depository, or
9 upon a City determination to discontinue services of the Securities Depository, the City may
10 appoint a substitute Securities Depository. If (i) the Securities Depository resigns from its
11 functions as depository, and no substitute Securities Depository can be obtained, or (ii) the City
12 determines that the Bonds are to be in certificated form, then ownership of Bonds may be
13 transferred to any person as provided herein and the Bonds no longer shall be held in book-entry
14 form.

15 **Section 7. Payment of Bonds.** Principal of and interest on each Bond shall be
16 payable solely out of the Bond Account, in lawful money of the United States. Principal of and
17 interest on each Bond registered in the name of the Securities Depository is payable in the
18 manner set forth in the Letter of Representations. Interest on each Bond not registered in the
19 name of the Securities Depository is payable by electronic transfer on the interest payment date,
20 or by check or draft of the Bond Registrar mailed on the interest payment date to the Registered
21 Owner at the address appearing on the Bond Register on the Record Date. However, the City is
22 not required to make electronic transfers except pursuant to a request by a Registered Owner in
23 writing received at least ten days prior to the Record Date and at the sole expense of the
24 Registered Owner. Principal of each Bond not registered in the name of the Securities
25 Depository is payable upon presentation and surrender of the Bond by the Registered Owner to
26 the Bond Registrar. The Bonds are not subject to acceleration under any circumstances.



1 **Section 8. Redemption and Purchase of Bonds.**

2 **(a) Optional Redemption.** All or some of the Bonds may be subject to redemption
3 prior to their stated maturity dates at the option of the City at the times and on the terms
4 approved in accordance with Section 5.

5 **(b) Mandatory Redemption.** If not redeemed or purchased at the City's option prior
6 to maturity, Term Bonds (if any) shall be redeemed, at a price equal to the principal amount
7 thereof to be redeemed plus accrued interest, on the dates and in the Sinking Fund Requirements
8 as set forth in the Bond Resolution. If the City redeems or purchases Term Bonds at the City's
9 option prior to maturity, the Term Bonds so redeemed or purchased (irrespective of their
10 redemption or purchase prices) shall be credited at the par amount thereof against the remaining
11 Sinking Fund Requirements as determined by the Director of Finance. In the absence of a
12 determination by the Director of Finance or other direction in the Bond Resolution, credit shall
13 be allocated on a pro rata basis.

14 **(c) Selection of Bonds for Redemption; Partial Redemption.** If fewer than all of
15 the outstanding Bonds are to be redeemed at the option of the City, the Director of Finance shall
16 select the Series and maturity or maturities to be redeemed. If fewer than all of the outstanding
17 Bonds of a maturity of a Series are to be redeemed, the Securities Depository shall select Bonds
18 registered in the name of the Securities Depository to be redeemed in accordance with the Letter
19 of Representations, and the Bond Registrar shall select all other Bonds to be redeemed randomly
20 in such manner as the Bond Registrar shall determine. All or a portion of the principal amount of
21 any Bond that is to be redeemed may be redeemed in any Authorized Denomination. If less than
22 all of the outstanding principal amount of any Bond is redeemed, upon surrender of that Bond to
23 the Bond Registrar, there shall be issued to the Registered Owner, without charge, a new Bond
24 (or Bonds, at the option of the Registered Owner) of the same Series, maturity and interest rate in
25 any Authorized Denomination in the aggregate principal amount to remain outstanding.



1 **(d) Purchase.** The City reserves the right and option to purchase any or all of the
2 Bonds offered to the City at any time at any price acceptable to the City plus accrued interest to
3 the date of purchase.

4 **Section 9. Notice of Redemption.** The City shall cause notice of any intended
5 redemption of Bonds to be given not less than 20 nor more than 60 days prior to the date fixed
6 for redemption by first class mail, postage prepaid, to the Registered Owner of any Bond to be
7 redeemed at the address appearing on the Bond Register on the Record Date, and the
8 requirements of this sentence shall be deemed to have been fulfilled when notice has been mailed
9 as so provided, whether or not it is actually received by the Owner of any Bond. Interest on
10 Bonds called for redemption shall cease to accrue on the date fixed for redemption unless the
11 Bond or Bonds called are not redeemed when presented pursuant to the call.

12 In the case of an optional redemption, the notice may state that the City retains the right
13 to rescind the redemption notice and the related optional redemption of Bonds by giving a notice
14 of rescission to the affected Registered Owners at any time prior to the scheduled optional
15 redemption date. Any notice of optional redemption that is rescinded by the Director of Finance
16 shall be of no effect, and the Bonds for which the notice of optional redemption has been
17 rescinded shall remain outstanding.

18 **Section 10. Failure to Pay Bonds.** If any Bond is not paid when properly presented
19 at its maturity or redemption date, the City shall be obligated to pay, solely from the Bond
20 Account and the other sources pledged in this ordinance, interest on that Bond at the same rate
21 provided in that Bond from and after its maturity or redemption date until that Bond, principal,
22 premium, if any and interest, is paid in full or until sufficient money for its payment in full is on
23 deposit in the Bond Account and that Bond has been called for payment by giving notice of that
24 call to the Registered Owner of that Bond.

25 **Section 11. Form and Execution of Bonds.** The Bonds shall be typed, printed or
26 reproduced in a form consistent with the provisions of this ordinance, the Bond Resolution and
27 State law, shall be signed by the Mayor and Director of Finance, either or both of whose
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1 signatures may be manual or in facsimile, and the seal of the City or a facsimile reproduction
2 thereof shall be impressed or printed thereon.

3 Only Bonds bearing a certificate of authentication in substantially the following form
4 (with the designation, year, and Series adjusted consistent with this ordinance), manually signed
5 by the Bond Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of
6 this ordinance: "This Bond is one of the fully registered The City of Seattle, Washington, [Solid
7 Waste Revenue Bonds], [Year], [Series], described in [this ordinance]." The authorized signing
8 of a certificate of authentication shall be conclusive evidence that the Bond so authenticated has
9 been duly executed, authenticated and delivered and is entitled to the benefits of this ordinance.

10 If any officer whose manual or facsimile signature appears on a Bond ceases to be an
11 officer of the City authorized to sign bonds before the Bond bearing his or her manual or
12 facsimile signature is authenticated or delivered by the Bond Registrar or issued by the City, that
13 Bond nevertheless may be authenticated, delivered and issued and, when authenticated, issued
14 and delivered, shall be as binding on the City as though that person had continued to be an
15 officer of the City authorized to sign bonds. Any Bond also may be signed on behalf of the City
16 by any person who, on the actual date of signing of the Bond, is an officer of the City authorized
17 to sign bonds, although he or she did not hold the required office on the date of issuance of the
18 Bonds.

19 **Section 12. Construction Account; Deposit of Proceeds.** An account to be known as
20 the "Solid Waste Construction Account 2015" is created in the Solid Waste Fund. The principal
21 proceeds of the sale of the Bonds remaining after the deposit of accrued interest on the Bonds, if
22 any, into the Principal and Interest Subaccount and the deposit of any proceeds as determined by
23 the Bond Resolution into the Reserve Subaccount, shall be deposited into the Construction
24 Account, unless otherwise specified in the Bond Resolution or directed by the Director of
25 Finance, to be used for the purpose of paying part of the costs of carrying out the Plan of
26 Additions and to pay capitalized interest on, if necessary, and the costs of issuance of the Bonds.
27 Until needed to pay such costs, the City may invest principal proceeds and interest thereon
28



1 temporarily in any Permitted Investment, and the investment earnings may, as determined by the
2 Director of Finance, be retained in the Construction Account and be spent for the purposes of
3 that account or deposited in the Bond Account.

4 **Section 13. Security for the Bonds.** The Bonds shall be special limited obligations of
5 the City payable from and secured solely by the Net Revenue and by money in the Bond
6 Account, including the Reserve Subaccount. The Net Revenue is pledged to make the payments
7 into the Bond Account and the Reserve Subaccount required by subsections (b) and (d) of
8 Section 15, which pledge shall constitute a lien and charge upon such Net Revenue prior and
9 superior to all other liens and charges whatsoever.

10 The Bonds shall not in any manner or to any extent constitute general obligations of the
11 City, the State or any political subdivision of the State or a lien or charge upon any general fund
12 or upon any money or other property of the City, the State or any political subdivision of the
13 State not specifically pledged thereto by this ordinance.

14 **Section 14. Flow of Funds.** The Gross Revenue of the Solid Waste System shall be
15 used for the following purposes only and shall be applied in the following order of priority:

- 16 (a) To pay Maintenance and Operations Expenses;
- 17 (b) To pay interest on Parity Bonds and Payment Agreement Payments when due;
- 18 (c) To pay the principal of Parity Bonds as it comes due at maturity or as the
19 principal is required to be paid pursuant to mandatory redemption requirements applicable to
20 Term Bonds;
- 21 (d) To make all payments required to be made into the Reserve Subaccount;
- 22 (e) To make all payments required to be made into any revenue bond, note, warrant
23 or other revenue obligation redemption fund, debt service account or reserve account created to
24 pay or secure the payment of the principal of and interest on any revenue bonds, notes, warrants
25 or other obligations of the City having a lien upon the Net Revenue junior and inferior to the lien
26 thereon for the payment of the principal of and interest on the Parity Bonds; and



1 (f) To retire by redemption or purchase any outstanding revenue bonds or other
2 revenue obligations of the Solid Waste System, to make necessary additional betterments,
3 improvements and repairs to or extensions and replacements of Solid Waste System, to make
4 deposits into the Rate Stabilization Account, or for any other lawful purposes of the Solid Waste
5 System.

6 The City may transfer any money from any funds or accounts of the Solid Waste System
7 legally available therefor, except bond redemption funds, refunding escrow funds or defeasance
8 funds, to meet the required payments to be made into the Bond Account.

9 **Section 15. Bond Account.** A special account of the City known as the “Bond
10 Account” has been created and shall be maintained as a separate account within the Solid Waste
11 Fund, for the sole purpose of paying the principal of and premium, if any, and interest on the
12 Parity Bonds as the same shall become due. The Bond Account consists of the Principal and
13 Interest Subaccount and the Reserve Subaccount and such additional subaccounts as the Director
14 of Finance may deem necessary. The Parity Bonds shall be payable, principal, premium, if any,
15 and interest, out of the Bond Account.

16 (a) **Required Payments Into Bond Account.** From and after the issuance of the
17 Bonds, and so long thereafter as any Parity Bonds are outstanding against the Bond Account
18 (including any Payment Agreement Payments required to be made under any Parity Payment
19 Agreements), the Director of Finance shall set aside and pay into the Principal and Interest
20 Subaccount on or prior to the respective dates on which the interest on or principal of and
21 interest on the Parity Bonds shall become due and payable certain fixed amounts out of the Net
22 Revenue sufficient to pay such interest or principal and interest as the same shall become due.

23 (b) **Reserve Subaccount.** The Reserve Subaccount previously has been created and
24 maintained as a subaccount within the Bond Account for the purpose of securing the payment of
25 the principal of and interest on all Parity Bonds outstanding (including amounts due under any
26 Parity Payment Agreements if required under such agreement).



1 **(c) Investment of Money in Bond Account.** Money in the Principal and Interest
2 Subaccount shall, to the fullest extent practicable and reasonable, be invested and reinvested at
3 the direction of the Director of Finance solely in, and obligations deposited in such accounts
4 shall consist of, Permitted Investments. Earnings on money and investments in the Principal and
5 Interest Subaccount shall be deposited in and used for the purposes of that subaccount. Money
6 held in the Reserve Subaccount shall, to the fullest extent practicable and reasonable, be invested
7 and reinvested at the direction of the Director of Finance solely in, and obligations deposited in
8 such accounts shall consist of, Permitted Investments. Earnings on money and investments in
9 the Reserve Subaccount shall be deposited in that fund and credited against amounts required to
10 be deposited therein until the Reserve Subaccount is fully funded, and thereafter such earnings
11 shall be deposited in the Principal and Interest Subaccount.

12 **(d) Funding of Reserve Requirement.** The City shall provide in the Bond
13 Resolution with respect to the Bonds or in the Parity Bond Legislation authorizing the issuance
14 of any Future Parity Bonds for the deposit into the Reserve Subaccount out of the Net Revenue
15 (or out of any other funds of the City on hand and legally available therefor, including proceeds
16 of the Bonds or of the Future Parity Bonds being issued or any other Future Parity Bonds) of
17 periodic payments so that by five years from the date of such Future Parity Bonds there will have
18 been paid into the Reserve Subaccount an amount which, together with the money already on
19 deposit therein, will be at least equal to the Reserve Requirement for all Parity Bonds
20 outstanding at the end of that five-year period.

21 Notwithstanding the foregoing, the Bond Resolution or any Parity Bond Legislation may
22 provide for the City to obtain Qualified Insurance or a Qualified Letter of Credit for specific
23 amounts required to be paid into the Reserve Subaccount. The amount available to be drawn
24 upon under such Qualified Insurance or Qualified Letter of Credit shall be credited against the
25 amounts required to be maintained in the Reserve Subaccount by this subsection.

26 Such Qualified Letter of Credit or Qualified Insurance shall not be cancelable on less
27 than three years' notice. If the City receives any such notice of cancellation, the City shall
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1 substitute Qualified Insurance or a Qualified Letter of Credit in the amount required pursuant to
2 this subsection or in the alternative shall create a special account in the Solid Waste Fund and
3 deposit therein, on or before the 25th day of each of the 36 succeeding calendar months, 1/36th
4 of the amount sufficient, together with other money and investments on deposit in the Reserve
5 Subaccount, to equal the Reserve Requirement on the date any such cancellation shall become
6 effective. Such amounts shall be transferred from money in the Solid Waste Fund (after making
7 provision for payment of Maintenance and Operation Expenses and for the required payments
8 into the Principal and Interest Subaccount). Amounts on deposit in such special account shall
9 not be available to pay debt service on Parity Bonds or for any other purpose of the City, and
10 shall be transferred to the Reserve Subaccount on the effective date of any cancellation of a
11 Qualified Letter of Credit or Qualified Insurance to make up the deficiency caused thereby.

12 If the amount in the Reserve Subaccount shall be less than the Reserve Requirement
13 (taking into account the five year period referred to in this subsection, the City shall transfer to
14 the Reserve Subaccount money in an amount sufficient to restore the Reserve Subaccount to the
15 Reserve Requirement within 12 months after the date of such deficiency. The City shall transfer
16 such amounts from money in the Solid Waste Fund (after making provision for payment of
17 Maintenance and Operation Expenses and for the required payments into the Principal and
18 Interest Subaccount). If the amount in the Reserve Subaccount shall be greater than the Reserve
19 Requirement, then and only then may the City withdraw such excess from the Reserve
20 Subaccount and deposit such excess in the Solid Waste Fund to be used for any lawful purpose.

21 **(e) Use of Reserve Subaccount for Refunding Bonds.** If any Parity Bonds are
22 refunded, the money set aside in the Reserve Subaccount to secure the payment of such Parity
23 Bonds may be used to retire such Parity Bonds or may be transferred to any Reserve Subaccount
24 or account which may be created to secure the payment of any bonds issued to refund such Parity
25 Bonds, as long as the money left remaining in the Reserve Subaccount is at least equal, together
26 with any Qualified Insurance or Qualified Letters of Credit, to the Reserve Subaccount
27 Requirement.



1 **(f) Use of Reserve Subaccount for Payment of Debt Service.** If the money in the
2 Principal and Interest Subaccount is insufficient to meet maturing installments of either interest
3 on or principal of and interest on the Parity Bonds payable out of the Bond Account (including
4 amounts payable under any Parity Payment Agreement), such deficiency shall be made up from
5 the Reserve Subaccount by the withdrawal of money or proceeds of Qualified Insurance or
6 Qualified Letters of Credit therefrom, as the case may be. Any deficiency created in the Reserve
7 Subaccount by reason of any such withdrawal or claim against Qualified Insurance or a Qualified
8 Letter of Credit shall then be made up out of the Net Revenue, after making necessary provision
9 for the payments required to be made for debt service on any outstanding Parity Bonds consistent
10 with Section 14.

11 **(g) Withdrawals From Reserve Subaccount.** Money in the Reserve Subaccount
12 may be withdrawn by the City for any lawful purpose as long as the aggregate of any money,
13 Qualified Insurance and Qualified Letters of Credit left remaining on deposit in the Reserve
14 Subaccount is at least equal to the Reserve Requirement for the Parity Bonds then outstanding.

15 The City reserves the right to substitute Qualified Insurance or a Qualified Letter of
16 Credit for money previously deposited in the Reserve Subaccount and to withdraw such money
17 to the extent described in the preceding paragraph.

18 Any withdrawals from subaccounts within the Reserve Subaccount shall be made on a
19 pro rata basis except when the provider of a Qualified Letter of Credit or Qualified Insurance
20 requires all cash and investments in the Reserve Subaccount to be withdrawn before draws on
21 the Qualified Letter of Credit or Qualified Insurance, or unless the City receives an opinion of
22 Bond Counsel to the effect that such pro rata withdrawal is not required to maintain the exclusion
23 of interest on the Parity Bonds then outstanding from gross income for federal income tax
24 purposes.



1 **Section 16. Parity Bond Covenants.**

2 **(a) Establishment and Collection of Rates and Charges.** The City will establish,
3 maintain and collect rates and charges for services and facilities provided by the Solid Waste
4 System and will adjust those rates and charges from time to time so that:

- 5 (i) Gross Revenue will be sufficient to (A) pay all Maintenance and Operation
6 Expenses, (B) pay when due all amounts that the City is obligated to pay into the
7 Bond Account and the subaccounts therein, and (C) pay all taxes, assessments or
8 other governmental charges lawfully imposed on the Solid Waste System or the
9 revenue therefrom or payments in lieu thereof and any and all other amounts
10 which the City may now or hereafter become obligated to pay from the Gross
11 Revenue by law or contract; and
- 12 (ii) Adjusted Net Revenue in each fiscal year will be at least equal to the Coverage
13 Requirement; and
- 14 (iii) Except to aid the poor or infirm, it will not furnish or supply or permit the
15 furnishing or supplying of any service or facility in connection with the operation
16 of the Solid Waste System free of charge to any person, firm or corporation,
17 public or private.

18 The failure of the City to comply with paragraphs (i) and (ii) of this subsection shall not
19 be an Event of Default under this ordinance if the City promptly retains an Independent Utility
20 Consultant to recommend to the City Council adjustments in the rates of the Solid Waste System
21 necessary to meet the requirements of those paragraphs and if the City Council adopts the
22 recommended modifications within 180 days of the date the failure became known to the City
23 Council.

24 **(b) Maintenance and Operation of the Solid Waste System.** The City will operate
25 the properties of the Solid Waste System in an efficient manner and at a reasonable cost, and will
26 maintain, preserve and keep, or cause to be maintained, preserved and kept, the properties of the
27 Solid Waste System in good repair, working order and condition; and from time to time will
28 make or cause to be made all necessary and proper repairs, renewals and replacements thereto so
that at all times the business carried on in connection therewith will be properly and
advantageously conducted.



1 **(c) Liens Upon the Solid Waste System.** Except as otherwise provided in this
2 ordinance, the City will not at any time create or permit to accrue or to exist any lien or other
3 encumbrance or indebtedness upon the Gross Revenue or any part thereof, prior or superior to
4 the lien thereon for the payment of the Parity Bonds, and will pay and discharge, or cause to be
5 paid and discharged, any and all lawful claims for labor, materials or supplies which, if unpaid,
6 might become a lien or charge upon the Gross Revenue or any part thereof, prior or superior to,
7 or on a parity with, the lien of the Parity Bonds, or which might impair the security of the Parity
8 Bonds.

9 **(d) Books and Accounts.** The City will keep proper books, records and accounts
10 with respect to the operations, income and expenditures of the Solid Waste System in accordance
11 with generally accepted accounting practices applicable to governmental utilities and any
12 applicable rules and regulations prescribed by the State. The City will prepare or cause to be
13 prepared annual financial and operating statements as soon as practicable after the close of each
14 fiscal year showing in reasonable detail the financial condition of the Solid Waste System as of
15 the close of the previous year, and the income and expenses for such year, including the amounts
16 paid into the Bond Account and into any and all special funds or accounts created pursuant to the
17 provisions of this ordinance, the status of all funds and accounts as of the end of such year, and
18 the amounts expended for maintenance, renewals, replacements and capital additions to the Solid
19 Waste System. A copy of such annual financial statements shall be sent to any owner of Parity
20 Bonds upon written request therefor being made to the City. The City may charge a reasonable
21 cost for providing such financial statements.

22 **(e) Collection of Delinquent Accounts.** On at least an annual basis, the City will
23 determine all accounts that are delinquent and will take such actions as the City determines are
24 reasonably necessary to enforce payment of those delinquent accounts.

25 **(f) Maintenance of Insurance.** The City at all times will carry fire and extended
26 coverage, public liability and property damage and such other forms of insurance with
27 responsible insurers and with policies payable to the City on such of the buildings, equipment,
28



1 works, plants, facilities and properties of the Solid Waste System as are ordinarily carried by
2 municipal or privately owned utilities engaged in the operation of the like systems, and against
3 such claims for damages as are ordinarily carried by municipal or privately owned utilities
4 engaged in the operation of like systems, or, in the City's sole discretion, it will self-insure or
5 will participate in an insurance pool or pools with reserves adequate, in the reasonable judgment
6 of the City, to protect the Solid Waste System against loss.

7 **(g) Condemnation Awards and Insurance Proceeds.** If the City receives any
8 condemnation awards or proceeds of an insurance policy in connection with any loss of or
9 damage to any property of the Solid Waste System, the City shall apply the condemnation award
10 or insurance proceeds, in the City's sole discretion, either (i) to the cost of replacing or repairing
11 the lost or damaged properties, (ii) to the payment, purchase or redemption of Parity Bonds, or
12 (iii) to the cost of improvements to the Solid Waste System.

13 **(h) Sale of System.** The City will sell, transfer or otherwise dispose of all or any part
14 of the works, plant, properties, facilities or other component of the Solid Waste System or any
15 real or personal property comprising a part of the Solid Waste System only consistent with one
16 or more of the following:

17 (i) The City in its discretion may carry out such a sale, transfer or disposition (each,
18 as used in this subsection, a "transfer") if the facilities or property transferred are
19 not material to the operation of the Solid Waste System, or shall have become
20 unserviceable, inadequate, obsolete or unfit to be used in the operation of the
Solid Waste System or are no longer necessary, material or useful to the operation
of the Solid Waste System; or

21 (ii) The City in its discretion may carry out such a transfer if the aggregate
22 depreciated cost value of the facilities or property being transferred under this
23 paragraph in any fiscal year comprises no more than 5% of the total assets of the
Solid Waste System; or

24 (iii) The City in its discretion may carry out such a transfer if the proceeds from such
25 transfer are used to acquire new useful operating facilities or properties of the
26 Solid Waste System, or are used to retire outstanding Parity Bonds or other
27 revenue obligations of the Solid Waste System, if, at the time of such transfer,
28 there is on file with the City Clerk a certificate of the Director of Finance and the
Director of Seattle Public Utilities demonstrating that in his or her professional



1 opinion, upon such transfer and the use of proceeds of the transfer as proposed by
2 the City, the remaining facilities of the Solid Waste System will retain their
3 operational integrity and, based on the financial statements for the most recent
4 fiscal year available, the proposed transfer would not prevent the Solid Waste
5 System from complying with the rate covenants contained in Section 16(a) during
6 the five fiscal years following the fiscal year in which the transfer is to occur.
7 The Director of Finance and the Director of Seattle Public Utilities shall take into
8 account (A) the reduction in revenue and expenses, if any, resulting from the
9 transfer, (B) the use of any proceeds of the transfer for the redemption of Parity
10 Bonds, (C) the Director of Finance and the Director of Seattle Public Utilities'
11 estimate of revenue from customers anticipated to be served by any additions to
and betterments and extensions of the Solid Waste System financed in part by the
proposed portion of the proceeds of the transfer and (D) any other adjustment
permitted in the preparation of a certificate under Section 17(a)(ii). Before such a
transfer, the City also must obtain confirmation from each of the Rating Agencies
to the effect that the rating then in effect will not be reduced or withdrawn upon
such transfer.

12 **Section 17. Future Parity Bonds.**

13 (a) Except as provided in subsection (b) of this section for the issuance of refunding
14 Parity Bonds, Future Parity Bonds may be issued (and Parity Payment Agreements may be
15 entered into), from time to time in one or more series for any lawful purpose of the Solid Waste
16 System, only if at the time of the delivery of each series of Future Parity Bonds to the initial
17 purchasers thereof (or on the effective date of the Parity Payment Agreement):

18 (i) There is no deficiency in the Bond Account or in any of the accounts therein and
19 provision has been made to meet the Reserve Requirement for all Parity Bonds
then outstanding plus such proposed series of Future Parity Bonds; and

20 (ii) There shall have been filed with the City either:

21 (A) A certificate of both the Director of Finance and the Director of Seattle
22 Public Utilities demonstrating that during any 12 consecutive calendar
23 months out of the immediately preceding 24 calendar months Adjusted
24 Net Revenue was at least equal to the Coverage Requirement of all Parity
25 Bonds plus the Future Parity Bonds proposed to be issued (and assuming
that the debt service of the proposed Future Parity Bonds for that 12
month period was the average Annual Debt Service for those proposed
bonds); or

26 (B) a certificate of both the Director of Finance and the Director of Seattle
27 Public Utilities (or any officer who succeeds to substantially all of the
28



1 responsibilities of either office) that in their opinion the Adjusted Net
2 Revenue for the five fiscal years next following the earlier of (i) the end of
3 the period during which interest on those Future Parity Bonds is to be
4 capitalized or, if no interest is capitalized, the fiscal year in which the
5 Future Parity Bonds are issued, or (ii) the date on which the substantially
6 all new facilities financed with those Future Parity Bonds are expected to
7 commence operations, such Adjusted Net Revenue further adjusted as
8 provided in paragraphs (1) through (4) below, will be at least equal to the
9 Coverage Requirement. That certificate may take into account the
10 following adjustments.

- 11 (1) Any changes in rates in effect and being charged, or rates expected
12 to be charged in accordance with a program of specific rates, rate
13 levels or increases in overall rate revenue approved by ordinance
14 or resolution;
- 15 (2) Net revenue from customers of the Solid Waste System who have
16 become customers during the 12 consecutive month period or
17 thereafter, and their estimate of net revenue from any customers to
18 be connected to the Solid Waste System who have paid the
19 required connection charges, adjusted to reflect one year's net
20 revenue from those customers;
- 21 (3) Their estimate of net revenue from customers anticipated to be
22 served by facilities or improvements financed in substantial part by
23 those Future Parity Bonds (or additional Parity Bonds expected to
24 be issued during the five-year period); and
- 25 (4) Net revenue from any person, firm, corporation or municipal
26 corporation under any executed contract for solid waste disposal or
27 other utility service, which revenue was not included in the
28 historical Net Revenue of the Solid Waste System.

(b) Without complying with the provisions of subsection (a) of this section, the City may at any time and from time to time issue one or more series of refunding Parity Bonds, but only if there shall have been filed with the City a certificate of the Director of Finance stating that immediately after the issuance of such refunding Parity Bonds the Annual Debt Service in any calendar year that Parity Bonds (other than such refunding Parity Bonds) are then outstanding shall not be increased by more than \$5,000 by reason of the issuance of such refunding Parity Bonds.



1 Parity Bonds of any one or more series or one or more maturities within a series may be
2 refunded by a single series of refunding Parity Bonds, which Parity Bonds to be refunded shall
3 be specified in the Parity Bond Legislation providing for the issuance of the refunding Parity
4 Bonds, and the principal amount of such refunding Parity Bonds may include amounts necessary
5 to pay the principal of the Parity Bonds to be refunded, interest thereon to the date of payment or
6 redemption thereof, any premium payable thereon upon such payment or redemption, the costs
7 of issuance of such refunding Parity Bonds and an amount, if any, required to fund the Reserve
8 Requirement. The proceeds of the refunding Parity Bonds shall be held and applied in such
9 manner as is provided in the Parity Bond Legislation providing for the issuance of such
10 refunding Parity Bonds, so that upon the delivery of such refunding Parity Bonds the Parity
11 Bonds to be refunded thereby shall be deemed to be no longer outstanding in accordance with the
12 provisions of the Parity Bond Legislation providing for the issuance of those bonds.

13 Refunding Parity Bonds may also be issued upon compliance with the provisions of
14 subsection (a) of this section.

15 Nothing contained in this ordinance shall prohibit or prevent, or be deemed or construed
16 to prohibit or prevent, the City from issuing refunding Parity Bonds to fund or refund maturing
17 Parity Bonds of the City for the payment of which money is not otherwise available without
18 complying with this section.

19 (c) Nothing in this ordinance shall prevent the City from issuing revenue bonds or
20 other obligations having a lien and charge on the Net Revenue subordinate to the lien and charge
21 of the Parity Bonds.

22 **Section 18. Rate Stabilization Account.** There has been created in the Solid Waste
23 Fund a separate account known as the Rate Stabilization Account. The City may at any time, as
24 determined by the City and as consistent with Section 14, deposit in the Rate Stabilization
25 Account Gross Revenue and any other money received by the Solid Waste System and available
26 to be used therefor. The City may withdraw any or all of the money from the Rate Stabilization
27 Account for inclusion in the Adjusted Gross Revenue for any fiscal year of the City. Such
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1 deposits or withdrawals may be made up to and including the date 90 days after the end of the
2 fiscal year for which the deposit or withdrawal will be included as Adjusted Gross Revenue. No
3 deposit of Gross Revenue shall be made into the Rate Stabilization Account to the extent that
4 such deposit would prevent the City from meeting the Coverage Requirement in the relevant
5 fiscal year.

6 **Section 19. Separate Utility Systems.** The City may create, acquire, construct,
7 finance, own and operate one or more additional systems for solid waste collection,
8 transportation, treatment or disposal, or other commodity or service related to the Solid Waste
9 System. The revenue of that separate utility system shall not be included in the Gross Revenue
10 of the Solid Waste System and may be pledged to the payment of revenue obligations issued to
11 purchase, construct, condemn or otherwise acquire or expand the separate utility system. Neither
12 the Gross Revenue nor the Net Revenue of the Solid Waste System shall be pledged by the City
13 to the payment of any obligations of a separate utility system except (1) as a Contract Resource
14 Obligation upon compliance with Section 20 and/or (2), with respect to the Net Revenue, on a
15 basis subordinate to the lien of the Parity Bonds on that Net Revenue.

16 **Section 20. Contract Resource Obligations.** The City may at any time enter into one
17 or more Contract Resource Obligations for the acquisition, from facilities to be constructed, of
18 solid waste collection, transportation, treatment or disposal, or other commodity or service
19 relating to the Solid Waste System. The City may determine that, and may agree under a
20 Contract Resource Obligation to provide that, all payments under that Contract Resource
21 Obligation (including payments prior to the time that the solid waste collection, transportation,
22 treatment or disposal or other commodity or service is being provided, or during a suspension or
23 after termination of commodity or service) shall be Maintenance and Operation Expenses if the
24 following requirements are met at the time such a Contract Resource Obligation is entered into:

25 (a) No event of default under any Parity Bond Legislation has occurred and is
26 continuing.



1 (b) There shall be on file a certificate of an Independent Utility Consultant stating
2 that (i) the payments to be made by the City in connection with the Contract Resource Obligation
3 are reasonable for the commodities provided or services rendered; (ii) the source of any new
4 commodities or services, and any facilities to be constructed to provide the commodities or
5 services, are sound from a solid waste collection, transportation, treatment and disposal, or other
6 commodity or service planning standpoint, are technically and economically feasible in
7 accordance with prudent utility practice, and are likely to provide commodities or services no
8 later than a date set forth in the Independent Utility Consultant's certification; and (iii) the
9 Adjusted Net Revenue (further adjusted by the Independent Utility Consultant's estimate of the
10 payments to be made in accordance with the Contract Resource Obligation) for the five fiscal
11 years following the year in which the Contract Resource Obligation is incurred, as such Adjusted
12 Net Revenue is estimated by the Independent Utility Consultant in accordance with the
13 provisions of and adjustments permitted in Section 17(a)(ii), will be at least equal to the
14 Coverage Requirement.

15 Payments required to be made under Contract Resource Obligations shall not be subject
16 to acceleration. Nothing in this section shall be deemed to prevent the City from entering into
17 other agreements for the acquisition of solid waste collection, transportation, treatment or
18 disposal, or other commodity or service, from existing facilities and from treating those
19 payments as Maintenance and Operation Expenses. Nothing in this section shall be deemed to
20 prevent the City from entering into other agreements for the acquisition of solid waste collection,
21 transportation, treatment or disposal, or other commodity or service, from facilities to be
22 constructed and from agreeing to make payments with respect thereto, such payments
23 constituting a lien and charge on Net Revenue subordinate to that of Parity Bonds.

24 **Section 21. Refunding and Defeasance of the Bonds.** The Bonds are hereby
25 designated "Refundable Bonds" for purposes of Ordinance 121940, as it may be amended from
26 time to time. The City may issue refunding bonds pursuant to the laws of the State or use money
27 available from any other lawful source to pay when due the principal of, premium, if any, and
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1 interest on any Bond, or portion thereof, included in a refunding or defeasance plan, and to
2 redeem and retire, release, refund or defease those Bonds (the "defeased Bonds") and to pay the
3 costs of such refunding or defeasance. If money and/or Government Obligations maturing at a
4 time or times and in an amount sufficient, together with known earned income from the
5 investment thereof, to redeem and retire, release, refund or defease the defeased Bonds in
6 accordance with their terms, are set aside in a special trust fund or escrow account irrevocably
7 pledged to such redemption, retirement or defeasance (the "trust account"), then all right and
8 interest of the Owners of the defeased Bonds in the covenants of this ordinance and in the Net
9 Revenue and the funds and accounts pledged to the payment of such defeased Bonds, other than
10 the right to receive the funds so set aside and pledged, thereafter shall cease and become void.
11 Such Registered Owners thereafter shall have the right to receive payment of the principal of and
12 interest or redemption price on the defeased Bonds from the trust account. After establishing and
13 fully funding such a trust account, the defeased Bonds shall be deemed as no longer outstanding,
14 and the Director of Finance then may apply any money in any other fund or account established
15 for the payment or redemption of the defeased Bonds to any lawful purposes. Notice of
16 refunding or defeasance shall be given, and selection of Bonds for any partial refunding or
17 defeasance shall be conducted, in the manner set forth in this ordinance for the redemption of
18 Bonds.

19 If the refunding or defeasance plan provides that the defeased Bonds or the refunding
20 bonds to be issued be secured by money and/or Government Obligations pending the prior
21 redemption of the defeased Bonds and if such refunding or defeasance plan also provides that
22 certain money and/or Government Obligations are pledged irrevocably for the prior redemption
23 of the defeased Bonds included in that refunding or defeasance plan, then only the debt service
24 on the Bonds which are not defeased Bonds and the refunding bonds, the payment of which is
25 not so secured by the refunding plan, shall be included in the computation of the Coverage
26 Requirement for the issuance of Future Parity Bonds and the annual computation of the
27 Coverage Requirement for determining compliance with the rate covenants.



1 **Section 22. Provisions Relating to Certain Federal Tax Consequences of the**
2 **Bonds.**

3 **(a) Tax-Exempt Bonds.** The City covenants that it will take all actions, consistent
4 with the terms of any Series issued as Tax-Exempt Bonds, this ordinance, and the Bond
5 Resolution, reasonably within its power and necessary to prevent interest on that Series from
6 being included in gross income for federal income tax purposes, and the City will neither take
7 any action nor make or permit any use of proceeds of that Series or other funds of the City
8 treated as gross proceeds of that Series at any time during the term of such Series which will
9 cause interest on such Series to be included in gross income for federal income tax purposes. The
10 City also covenants that it will, to the extent the arbitrage rebate requirement of Section 148 of
11 the Code is applicable to any Series issued as Tax-Exempt Bonds, take all actions necessary to
12 comply (or to be treated as having complied) with that requirement in connection with that
13 Series, including the calculation and payment of any penalties that the City has elected to pay as
14 an alternative to calculating rebatable arbitrage, and the payment of any other penalties if
15 required under Section 148 of the Code to prevent interest on such Series from being included in
16 gross income for federal income tax purposes.

17 **(b) Tax-Credit Subsidy Bonds or other Taxable Bonds.** The Director of Finance
18 may, without further action by the City Council, make provision in the Bonds or other written
19 document for such additional covenants of the City as may be necessary or appropriate in order
20 for the City to receive from the United States Treasury the applicable Tax Credit Subsidy
21 Payments in respect of any Series issued as Tax Credit Subsidy Bonds, or otherwise become and
22 remain eligible for tax benefits under the Code.

23 **Section 23. Official Statement; Continuing Disclosure.**

24 **(a) Preliminary Official Statement.** The Director of Finance and other appropriate
25 City officials are directed to cause the preparation of and review the form of a preliminary
26 official statement in connection with each sale of one or more Series to the public. For the sole
27 purpose of the Purchaser's compliance with paragraph (b)(1) of Rule 15c2-12, the Director of
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1 Finance is authorized to deem that preliminary official statement final as of its date, except for
2 the omission of information permitted to be omitted by Rule 15c2-12. The City approves the
3 distribution to potential purchasers of the Bonds of a preliminary official statement that has been
4 deemed final in accordance with this subsection.

5 (b) **Final Official Statement.** The City approves the preparation of a final official
6 statement for each sale of one or more Series to be sold to the public in the form of the
7 preliminary official statement with such modifications and amendments as the Director of
8 Finance deems necessary or desirable, and further authorizes the Director of Finance to execute
9 and deliver such final official statement to the Purchaser. The City authorizes and approves the
10 distribution by the Purchaser of that final official statement to purchasers and potential
11 purchasers of the Bonds.

12 (c) **Undertaking to Provide Continuing Disclosure.** To meet the requirements of
13 paragraph (b)(5) of Rule 15c2-12, as applicable to a participating underwriter for a Series, the
14 Director of Finance is authorized to execute the Undertaking in substantially the form attached as
15 Exhibit B.

16 **Section 24. Supplemental or Amendatory Ordinances.**

17 (a) This ordinance shall not be supplemented or amended in any respect subsequent
18 to the Issue Date, except as provided in and in accordance with and subject to the provisions of
19 this section.

20 (b) The City may, from time to time and at any time, without the consent of or notice
21 to the owners of the Parity Bonds, pass supplemental or amendatory ordinances for any of the
22 following purposes:

- 23 (i) To cure any formal defect, omission, inconsistency or ambiguity in this ordinance
24 in a manner not adverse to the owners of any Parity Bonds;
- 25 (ii) To impose upon the Bond Registrar (with its consent) for the benefit of the
26 owners of any Parity Bonds any additional rights, remedies, powers, authority,
27 security, liabilities or duties which may lawfully be granted, conferred or imposed
28 and which are not contrary to or inconsistent with this ordinance as theretofore in
effect;

- 1 (iii) To add to the covenants and agreements of, and limitations and restrictions upon,
2 the City in this ordinance other covenants, agreements, limitations and restrictions
3 to be observed by the City which are not contrary to or inconsistent with this
4 ordinance as theretofore in effect;
- 5 (iv) To confirm, as further assurance, any pledge under, and the subjection to any
6 claim, lien or pledge created or to be created by this ordinance of any other
7 money, securities or funds;
- 8 (v) To authorize different denominations of the Bonds and to make correlative
9 amendments and modifications to this ordinance regarding exchangeability of
10 Bonds of different authorized denominations, redemptions of portions of Bonds of
11 particular authorized denominations and similar amendments and modifications of
12 a technical nature;
- 13 (vi) To comply with any future federal law or interpretation to preserve the exclusion
14 of the interest on the Tax-Exempt Bonds from gross income for federal income
15 tax purposes and the entitlement of the City to receive from the United States
16 Treasury the applicable Tax Credit Subsidy Payments in respect of any Series
17 sold and issued as Tax Credit Subsidy Bonds;
- 18 (vii) To modify, alter, amend or supplement this ordinance in any other respect which
19 is not materially adverse to the owners of the Parity Bonds and which does not
20 involve a change described in subsection (c) of this section; and
- 21 (viii) To add to the covenants and agreements of, and limitations and restrictions upon,
22 the City in this ordinance, other covenants, agreements, limitations and
23 restrictions to be observed by the City which are requested by a provider of Bond
24 Insurance or provider of a Reserve Security and which are not materially adverse
25 to the owners of the Parity Bonds.

19 Before the City may pass any such supplemental or amendatory ordinance pursuant to
20 this subsection, there must be delivered to the City an opinion of Bond Counsel, stating that such
21 supplemental or amendatory ordinance is authorized or permitted by this ordinance and will,
22 upon the effective date thereof, be valid and binding upon the City in accordance with its terms,
23 and will not adversely affect the exclusion from gross income for federal income tax purposes of
24 interest on any Tax-Exempt Bonds.

25 (c) Except for any supplemental or amendatory ordinance passed pursuant to
26 subsection (b) of this section, subject to the terms and provisions contained in this subsection and
27 not otherwise:
28

- 1 (i) With the consent of registered owners of not less than 60% in aggregate principal
2 amount of the Parity Bonds then outstanding, the City Council may pass any
3 supplemental or amendatory ordinance deemed necessary or desirable by the City
4 for the purpose of modifying, altering, amending, supplementing or rescinding, in
5 any particular, any of the terms or provisions contained in this ordinance.
6 However, unless approved in writing by the registered owner of each Parity Bond
7 then outstanding, nothing contained in this section shall permit, or be construed as
8 permitting (A) a change in the times, amounts or currency of payment of the
9 principal of or interest on any outstanding Parity Bond, or a reduction in the
10 principal amount or redemption price of any outstanding Parity Bond or a change
11 in the method of determining the rate of interest thereon, (B) a preference or
12 priority of any Parity Bond over any other Parity Bond, or (C) a reduction in the
13 aggregate principal amount of Parity Bonds.
- 14 (ii) If at any time the City Council passes a supplemental or amendatory ordinance for
15 any of the purposes of this subsection, the Bond Registrar shall cause notice of the
16 proposed supplemental or amendatory ordinance to be given by first class United
17 States mail to all registered owners of the then outstanding Parity Bonds, to each
18 provider of Bond Insurance or a Reserve Security, and to each Rating Agency.
19 Such notice shall briefly set forth the nature of the proposed supplemental or
20 amendatory ordinance and shall state that a copy is on file at the office of the City
21 Clerk for inspection by all owners of the outstanding Parity Bonds.
- 22 (iii) Within two years after the date of the mailing of such notice, such supplemental
23 or amendatory ordinance, substantially as described in such notice, may go into
24 effect, but only if there shall have first been delivered to the Bond Registrar
25 (A) the required consents, in writing, of registered owners of the Parity Bonds,
26 and (B) an opinion of Bond Counsel stating that such supplemental or amendatory
27 ordinance is authorized or permitted by this ordinance and, upon the effective date
28 thereof, will be valid and binding upon the City in accordance with its terms, will
not adversely affect the exclusion from gross income for federal income tax
purposes of interest on any Tax-Exempt Bonds.
- (iv) If registered owners of not less than the percentage of Parity Bonds required by
this subsection shall have consented to and approved the passage of such a
supplemental or amendatory ordinance, no owner of a Parity Bond shall have any
right to object to the passage of such supplemental ordinance, or to object to any
of the terms and provisions contained therein or the operation thereof, or in any
manner to question the propriety of the passage thereof, or to enjoin or restrain the
City from passing the same or the City, any authorized official thereof, or the
Bond Registrar from taking any action pursuant to the provisions thereof.
- (d) The Registered Owners from time to time of the outstanding Bonds, by taking and
holding the same, shall be deemed to have consented to the adoption by the City of any



1 supplemental or amendatory ordinance or resolution passed pursuant to the provisions of this
2 section for any one or more of the following purposes:

- 3 (i) When calculating "Annual Debt Service," to permit or require Tax Credit Subsidy
4 Payments expected to be received by the City in any period to be credited against
5 amounts required to be paid in respect of interest on the Parity Bonds in that
6 period; and
- 7 (ii) To permit or require Tax Credit Subsidy Payments to be deposited into the
8 Principal and Interest Subaccount and credited against the Net Revenue otherwise
9 required to be deposited into the Principal and Interest Subaccount.
- 10 (e) Upon the effective date of any supplemental or amendatory ordinance pursuant to
11 the provisions of this section, this ordinance shall be, and be deemed to be, modified and
12 amended in accordance therewith, and the respective rights, duties and obligations under this
13 ordinance of the City, the Bond Registrar and all owners of Parity Bonds then outstanding shall
14 thereafter be determined, exercised and enforced under this ordinance subject in all respects to
15 such modifications and amendments.

14 **Section 25. Defaults and Remedies.**

15 (a) **Events of Default.** The following shall constitute Events of Default with respect
16 to the Bonds:

- 17 (i) If a default is made in the payment of the principal of or interest on any of the
18 Bonds when the same shall become due and payable; or
- 19 (ii) If the City defaults in the observance and performance of any other of the
20 covenants, conditions and agreements on the part of the City set forth in this
21 ordinance or in any Parity Bond Legislation (except as otherwise provided herein
22 or in such Parity Bond Legislation) and such default or defaults have continued
23 for a period of six months after the City has received from the Bond Owners'
24 Trustee (as defined below) or from the registered owners of not less than 25% in
25 principal amount of the Parity Bonds, a written notice specifying and demanding
26 the cure of such default. However, if the default in the observance and
27 performance of any other of the covenants, conditions and agreements is one
28 which cannot be completely remedied within the six months after written notice
has been given, it shall not be an Event of Default with respect to the Bonds as
long as the City has taken active steps within the six months after written notice
has been given to remedy the default and is diligently pursuing such remedy.



1 Notwithstanding anything in this section to the contrary, the failure of the City or any obligated
2 person to comply with the Undertaking shall not constitute an Event of Default under this
3 ordinance, the Bond Resolution or the Bonds, and the sole remedy of any holder of a Bond shall
4 be to seek an order of specific performance from an appropriate court to compel the City to
5 comply with the Undertaking.

6 (b) **Bond Owners' Trustee.** So long as such Event of Default has not been remedied,
7 a trustee (the "Bond Owners' Trustee") may be appointed by the registered owners of 25% in
8 principal amount of the then outstanding Parity Bonds, by an instrument or concurrent
9 instruments in writing signed and acknowledged by such registered owners of the Parity Bonds
10 or by their attorneys-in-fact duly authorized and delivered to such Bond Owners' Trustee,
11 notification thereof being given to the City. That appointment shall become effective
12 immediately upon acceptance thereof by the Bond Owners' Trustee. Any Bond Owners' Trustee
13 appointed under the provisions of this subsection shall be a bank or trust company organized
14 under the laws of the State of Washington or the State of New York or a national banking
15 association. The bank or trust company acting as Bond Owners' Trustee may be removed at any
16 time, and a successor Bond Owners' Trustee may be appointed, by the registered owners of a
17 majority in principal amount of the Parity Bonds, by an instrument or concurrent instruments in
18 writing signed and acknowledged by such registered owners of the Parity Bonds or by their
19 attorneys-in-fact duly authorized. The Bond Owners' Trustee may require such security and
20 indemnity as may be reasonable against the costs, expenses and liabilities that may be incurred in
21 the performance of its duties.

22 In the event that any Event of Default in the sole judgment of the Bond Owners' Trustee
23 is cured and the Bond Owners' Trustee furnishes to the City a certificate so stating, that Event of
24 Default shall be conclusively deemed to be cured and the City, the Bond Owners' Trustee and
25 the registered owners of the Parity Bonds shall be restored to the same rights and position which
26 they would have held if no Event of Default had occurred.



1 The Bond Owners' Trustee appointed in the manner herein provided, and each successor
2 thereto, is declared to be a trustee for the registered owners of all the Parity Bonds and is
3 empowered to exercise all the rights and powers herein conferred on the Bond Owners' Trustee.

4 **(c) Suits at Law or in Equity.** Upon the happening of an Event of Default and
5 during the continuance thereof, the Bond Owners' Trustee may, and upon the written request of
6 the registered owners of not less than 25% in principal amount of the Parity Bonds outstanding
7 shall, take such steps and institute such suits, actions or other proceedings, all as it may deem
8 appropriate for the protection and enforcement of the rights of the registered owners of the Parity
9 Bonds, to collect any amounts due and owing to or from the City, or to obtain other appropriate
10 relief, and may enforce the specific performance of any covenant, agreement or condition
11 contained in this ordinance or in any of the Parity Bonds.

12 Nothing contained in this section shall, in any event or under any circumstance, be
13 deemed to authorize the acceleration of maturity of principal on the Parity Bonds, and the
14 remedy of acceleration is expressly denied to the registered owners of the Parity Bonds under
15 any circumstances including, without limitation, upon the occurrence and continuance of an
16 Event of Default.

17 Any action, suit or other proceedings instituted by the Bond Owners' Trustee hereunder
18 shall be brought in its name as the Bond Owners' Trustee and all such rights of action upon or
19 under any of the Parity Bonds or the provisions of this ordinance may be enforced by the Bond
20 Owners' Trustee without the possession of any of those Parity Bonds and without the production
21 of the same at any trial or proceedings relative thereto except where otherwise required by law.
22 Any such suit, action or proceeding instituted by the Bond Owners' Trustee shall be brought for
23 the ratable benefit of all of the registered owners of those Parity Bonds, subject to the provisions
24 of this ordinance. The respective registered owners of the Parity Bonds, by taking and holding
25 the same, shall be conclusively deemed irrevocably to appoint the Bond Owners' Trustee the true
26 and lawful trustee of the respective registered owners of those Parity Bonds, with authority to
27 institute any such action, suit or proceeding; to receive as trustee and deposit in trust any sums
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1 becoming distributable on account of those Parity Bonds; to execute any paper or documents for
2 the receipt of money; and to do all acts with respect thereto that the registered owner himself or
3 herself might have done in person. Nothing herein shall be deemed to authorize or empower the
4 Bond Owners' Trustee to consent to accept or adopt, on behalf of any registered owner of the
5 Parity Bonds, any plan of reorganization or adjustment affecting the Parity Bonds or any right of
6 any registered owner thereof, or to authorize or empower the Bond Owners' Trustee to vote the
7 claims of the registered owners thereof in any receivership, insolvency, liquidation, bankruptcy,
8 reorganization or other proceeding to which the City is a party.

9 **(d) Application of Money Collected by Bond Owners' Trustee.** Any money
10 collected by the Bond Owners' Trustee at any time pursuant to this section shall be applied in the
11 following order of priority:

- 12 (i) to the payment of the charges, expenses, advances and compensation of the Bond
13 Owners' Trustee and the charges, expenses, counsel fees, disbursements and
14 compensation of its agents and attorneys; and
- 15 (ii) to the payment to the persons entitled thereto of all installments of interest then
16 due on the Parity Bonds in the order of maturity of such installments and, if the
17 amount available shall not be sufficient to pay in full any installment or
18 installments maturing on the same date, then to the payment thereof ratably,
19 according to the amounts due thereon to the persons entitled thereto, without any
20 discrimination or preference; and
- 21 (iii) to the payment to the persons entitled thereto of the unpaid principal amounts of
22 any Parity Bonds which shall have become due (other than Parity Bonds
23 previously called for redemption for the payment of which money is held pursuant
24 to the provisions hereto), whether at maturity or by proceedings for redemption or
25 otherwise, in the order of their due dates and, if the amount available shall not be
26 sufficient to pay in full the principal amounts due on the same date, then to the
27 payment thereof ratably, according to the principal amounts due thereon to the
28 persons entitled thereto, without any discrimination or preference.

24 **(e) Duties and Obligations of Bond Owners' Trustee.** The Bond Owners' Trustee
25 shall not be liable except for the performance of such duties as are specifically set forth herein.
26 During an Event of Default, the Bond Owners' Trustee shall exercise such of the rights and
27 powers vested in it hereby, and shall use the same degree of care and skill in its exercise, as a
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1 prudent person would exercise or use under the circumstances in the conduct of his or her own
2 affairs. The Bond Owners' Trustee shall have no liability for any act or omission to act
3 hereunder except for the Bond Owners' Trustee's own negligent action, its own negligent failure
4 to act or its own willful misconduct. The duties and obligations of the Bond Owners' Trustee
5 shall be determined solely by the express provisions of this ordinance, and no implied powers,
6 duties or obligations of the Bond Owners' Trustee shall be read into this ordinance.

7 The Bond Owners' Trustee shall not be required to expend or risk its own funds or
8 otherwise incur individual liability in the performance of any of its duties or in the exercise of
9 any of its rights or powers as the Bond Owners' Trustee, except as may result from its own
10 negligent action, its own negligent failure to act or its own willful misconduct.

11 The Bond Owners' Trustee shall not be bound to recognize any person as a registered
12 owner of any Parity Bond until his or her title thereto, if disputed, has been established to its
13 reasonable satisfaction.

14 The Bond Owners' Trustee may consult with counsel and the opinion of such counsel
15 shall be full and complete authorization and protection in respect of any action taken or suffered
16 by it hereunder in good faith and in accordance with the opinion of such counsel. The Bond
17 Owners' Trustee shall not be answerable for any neglect or default of any person, firm or
18 corporation employed and selected by it with reasonable care.

19 **(f) Suits by Individual Parity Bond Owners Restricted.** No owner of any one or
20 more Parity Bonds shall have any right to institute any action, suit or proceeding at law or in
21 equity for the enforcement of same unless:

- 22 (i) an Event of Default has happened and is continuing; and
23 (ii) a Bond Owners' Trustee has been appointed; and
24 (iii) such owner previously shall have given to the Bond Owners' Trustee written
25 notice of the Event of Default on account of which such suit, action or proceeding
26 is to be instituted; and
27 (iv) the registered owners of 25% in principal amount of the Parity Bonds, after the
28 occurrence of such Event of Default, have made written request of the Bond



1 Owners' Trustee and have afforded the Bond Owners' Trustee a reasonable
2 opportunity to institute such suit, action or proceeding; and

3 (v) there have been offered to the Bond Owners' Trustee security and indemnity
4 satisfactory to it against the costs, expenses and liabilities to be incurred therein or
thereby; and

5 (vi) the Bond Owners' Trustee has refused or neglected to comply with such request
6 within a reasonable time.

7 No owner of any Parity Bond shall have any right in any manner whatever by his or her action to
8 affect or impair the obligation of the City to pay from the Net Revenue the principal of and
9 interest on such Parity Bonds to the respective registered owners thereof when due.

10 **Section 26. General Authorization.** In addition to the specific authorizations in this
11 ordinance, the Mayor and the Director of Finance and each of the other appropriate officers of
12 the City are each authorized and directed to do everything as in his or her judgment may be
13 necessary, appropriate, or desirable in order to carry out the terms and provisions of, and
14 complete the transactions contemplated by, this ordinance. In particular and without limiting the
15 foregoing:

16 (a) The Director of Finance may, in his or her discretion and without further action
17 by the City Council: (i) issue requests for proposals for underwriting or financing facilities and
18 execute engagement letters with underwriters, bond insurers or other financial institutions based
19 on responses to such requests, (ii) change the Bond Registrar or Securities Depository for the
20 Bonds; and (iii) take such actions on behalf of the City as are necessary or appropriate for the
21 City to designate, qualify or maintain the tax-exempt treatment with respect to any Series issued
22 as Tax-Exempt Bonds, to receive from the United States Treasury the applicable Tax Credit
23 Subsidy Payments in respect of any Series issued as Tax-Credit Subsidy Bonds and to otherwise
24 receive any other federal tax benefits relating to the Bonds that available to the City; and

25 (b) Each of the Mayor and the Director of Finance is separately authorized to execute
26 and deliver (i) any and all contracts or other documents as are consistent with this ordinance and
27 for which the City's approval is necessary or to which the City is a party (including but not
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1 limited to agreements with escrow agents, refunding trustees, providers of Bond Insurance or
2 Reserve Securities, remarketing agents, underwriters, lenders, fiscal agents, Qualified
3 Counterparties, custodians, and the Bond Registrar); and (ii) such other contracts or documents
4 incidental to the issuance and sale of a Series; the establishment of the initial interest rate or rates
5 on a Bond; or the tender, purchase, remarketing, or redemption of a Bond, as may in his or her
6 judgment be necessary or appropriate.

7 **Section 27. Severability.** The provisions of this ordinance are declared to be separate
8 and severable. If a court of competent jurisdiction, all appeals having been exhausted or all
9 appeal periods having run, finds any provision of this ordinance to be invalid or unenforceable as
10 to any person or circumstance, such offending provision shall, if feasible, be deemed to be
11 modified to be within the limits of enforceability or validity. However, if the offending provision
12 cannot be so modified, it shall be null and void with respect to the particular person or
13 circumstance, and all other provisions of this ordinance in all other respects, and the offending
14 provision with respect to all other persons and all other circumstances, shall remain valid and
15 enforceable.

16 **Section 28. Ratification of Prior Acts.** Any action taken consistent with the authority
17 of this ordinance, after its passage but prior to the effective date, is ratified, approved and
18 confirmed.

19 **Section 29. Section Headings.** Section headings in this ordinance are used for
20 convenience only and shall not constitute a substantive portion of this ordinance.



EXHIBIT A
CITY OF SEATTLE

OUTSTANDING SOLID WASTE PARITY BONDS

Issue Name	Dated Date	Original Par Amount	Outstanding Balance	Bond Legislation
Solid Waste Revenue and Refunding Bonds, 2007	12/12/2007	\$82,175,000	\$28,665,000	Ordinance 121940, Ordinance 122498, and Resolution 31032
Solid Waste Revenue Bonds, 2011	6/22/2011	\$45,750,000	\$42,860,000	Ordinance 123576 and Resolution 31301
Solid Waste Revenue and Refunding Bonds, 2014	6/12/2014	\$95,350,000	\$95,350,000	Ordinance 121940 as amended by Ordinance 122498, Ordinance 123567, Ordinance 124046 and Resolution 31528



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EXHIBIT B

FORM OF UNDERTAKING TO PROVIDE CONTINUING DISCLOSURE

The City of Seattle, Washington (the “City”) makes the following written Undertaking for the benefit of the holders of the City’s Solid Waste Revenue Bonds, 2015 (the “Bonds”), for the sole purpose of assisting the Purchaser in meeting the requirements of paragraph (b)(5) of Rule 15c2-12, as applicable to a participating underwriter for the Bonds. Capitalized terms used but not defined below shall have the meanings given in Ordinance _____ and Resolution _____ (together, the “Bond Legislation”).

(a) Undertaking to Provide Annual Financial Information and Notice of Listed Events. The City undertakes to provide or cause to be provided, either directly or through a designated agent, to 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, or other material events affecting 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 City, as such “Bankruptcy Events” are defined in Rule 15c2-12; (13) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City 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 City to provide required annual financial information on or before the date specified in subsection (b) of this section.



1 (b) Type of Annual Financial Information Undertaken to be Provided. The annual
2 financial information and operating data regarding the Solid Waste System that the City
undertakes to provide in subsection (a) of this section:

3 (i) Shall consist of: (1) annual financial statements of the Solid Waste
4 System, prepared in accordance with generally accepted accounting principles applicable to
5 governmental units (except as otherwise noted therein), as such principles may be changed
6 from time to time and as permitted by State law, which financial statements will not be audited,
7 except, that if and when audited financial statements are otherwise prepared and available to
8 the City they will be provided; (2) a statement of authorized, issued and outstanding bonded
9 debt secured by the Net Revenue of the Solid Waste System; (3) debt service coverage ratios;
(4) summary operating statistics for the Solid Waste System, including data of the type
included in the Official Statement for the Bonds dated _____, 20__ in the tables entitled
"Solid Waste Tonnage," "Regional Comparison of Transfer Station Rates," and "Number of
Customers by Class;" and (5) current solid waste rates;

10 (ii) Shall be provided not later than the last day of the ninth month after the
11 end of each fiscal year of the City (currently, a fiscal year ending December 31), as such fiscal
12 year may be changed as required or permitted by State law, commencing with the City's fiscal
year ending December 31, 20__; and

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

15 (c) Amendment of Undertaking. The Undertaking is subject to amendment after the
16 primary offering of the Bonds without the consent of any holder of any Bond, or of any broker,
17 dealer, municipal securities dealer, participating underwriter, rating agency or the MSRB,
under the circumstances and in the manner permitted by Rule 15c2-12. The City will give
18 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
19 annual financial information to be provided, the annual financial information containing the
20 amended financial information will include a narrative explanation of the effect of that change
on the type of information to be provided.

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

23 (e) Termination of Undertaking. The City's obligations under this Undertaking
24 shall terminate upon the legal defeasance, prior redemption, or payment in full of all of the
25 outstanding Bonds. In addition, the City's obligations under this Undertaking shall terminate if
26 those provisions of Rule 15c2-12 which require the City to comply with this Undertaking
become legally inapplicable in respect of the Bonds for any reason, as confirmed by an opinion



1 of nationally recognized bond counsel or other counsel familiar with federal securities laws
delivered to the City, and the City provides timely notice of such termination to the MSRB.

2 (f) Remedy for Failure to Comply with Undertaking. As soon as practicable after
3 the City learns of any failure to comply with the Undertaking, the City will proceed with due
4 diligence to cause such noncompliance to be corrected. No failure by the City or other
5 obligated person to comply with the Undertaking shall constitute a default in respect of the
6 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 City or other obligated person to comply with the Undertaking.

7 (g) Designation of Official Responsible to Administer Undertaking. The Director
8 of Finance of the City (or such other officer of the City who may in the future perform the
9 duties of that office) or his or her designee is the person designated, in accordance with the
10 Bond Legislation, to carry out the Undertaking of the City in respect of the Bonds set forth in
this section and in accordance with Rule 15c2-12, including, without limitation, the following
actions:

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

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

15 (iii) Determining whether any person other than the City is an "obligated
16 person" within the meaning of Rule 15c2-12 with respect to the Bonds, and obtaining from
17 such person an undertaking to provide any annual financial information and notice of listed
events for that person in accordance with Rule 15c2-12;

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

20 (v) Effecting any necessary amendment of the Undertaking.
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APPENDIX B
FORM OF BOND COUNSEL OPINION

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[FORM OF APPROVING LEGAL OPINION]

The City of Seattle, Washington

Re: The City of Seattle, Washington
\$35,830,000 Solid Waste Revenue Bonds, 2015

We have served as bond counsel to The City of Seattle, Washington (the “City”), in connection with the issuance of the above referenced bonds (the “Bonds”), and in that capacity have examined such law and such certified proceedings and other documents as we have deemed necessary to render this opinion. As to matters of fact material to this opinion and of which attorneys within the firm involved with the issuance of the Bonds have no independent knowledge, we have relied upon representations contained in the certified proceedings and other certifications of public officials furnished to us.

The Bonds are issued by the City pursuant to the laws of the State of Washington and pursuant to Ordinance 124629 and Resolution 31589 (together, the “Bond Legislation”) to (i) provide the funds to pay the cost of various projects of the City’s Solid Waste System, (ii) fund a portion of the reserve requirement, and (iii) pay the costs of issuance of the Bonds, all as set forth in the Bond Legislation.

Reference is made to the Bond Legislation for the definitions of capitalized terms used and not otherwise defined herein.

Under the Internal Revenue Code of 1986, as amended (the “Code”), the City is required to comply with certain requirements after the date of issuance of the Bonds in order to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes, including, without limitation, requirements concerning the qualified use of Bond proceeds and the facilities financed or refinanced with Bond proceeds, limitations on investing gross proceeds of the Bonds in higher yielding investments in certain circumstances and the arbitrage rebate requirement to the extent applicable to the Bonds. The City has covenanted in the Bond Legislation to comply with those requirements, but if the City fails to comply with those requirements, interest on the Bonds could become taxable retroactive to the date of issuance of the Bonds. We have not undertaken and do not undertake to monitor the City’s compliance with such requirements.

Based upon the foregoing, as of the date of initial delivery of the Bonds to the purchaser thereof and full payment therefor, it is our opinion that under existing law:

1. The City is a duly organized and legally existing first class city under the laws of the State of Washington.

2. The City has duly authorized and approved the Bond Legislation, and the Bonds are issued in full compliance with the provisions of the Constitution and laws of the State of Washington, the Bond Legislation and the ordinances of the City relating thereto.

3. The Bonds constitute valid and binding obligations of the City payable solely out of the Net Revenue of the Solid Waste System and money in the Bond Account (including the Reserve Subaccount therein), except only to the extent that enforcement of payment may be limited by bankruptcy, insolvency or other laws affecting creditors' rights and by the principles of equity if equitable remedies are sought.

4. The Bonds are not general obligations of the City.

5. Assuming compliance by the City after the date of issuance of the Bonds with applicable requirements of the Code, the interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the alternative minimum tax applicable to individuals; however, while interest on the Bonds also is not an item of tax preference for purposes of the alternative minimum tax applicable to corporations, interest on the Bonds received by corporations is to be taken into account in the computation of adjusted current earnings for purposes of the alternative minimum tax applicable to corporations, interest on the Bonds received by certain S corporations may be subject to tax, and interest on the Bonds received by foreign corporations with United States branches may be subject to a foreign branch profits tax. We express no opinion regarding any other federal tax consequences of receipt of interest on the Bonds.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

We express no opinion herein concerning the completeness or accuracy of any official statement, offering circular or other sales or disclosure material relating to the issuance of the Bonds or otherwise used in connection with the Bonds.

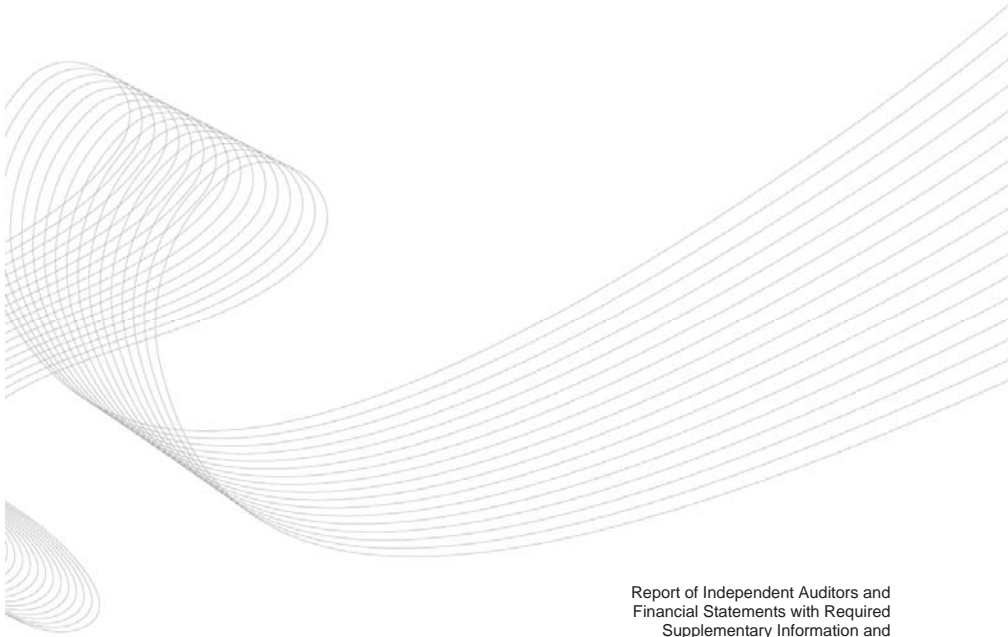
We bring to your attention the fact that the foregoing opinions are expressions of our professional judgment on the matters expressly addressed and do not constitute guarantees of result.

Respectfully submitted,

APPENDIX C

2014 AUDITED FINANCIAL STATEMENTS OF THE SOLID WASTE FUND

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Report of Independent Auditors and
Financial Statements with Required
Supplementary Information and
Other Information for

Seattle Public Utilities -
Solid Waste Fund
(An Enterprise Fund of the City of Seattle)

December 31, 2014 and 2013

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REPORT OF INDEPENDENT AUDITORS

To the Director of Seattle Public Utilities
Solid Waste Fund
Seattle, Washington

Report on Financial Statements

We have audited the accompanying financial statements of Seattle Public Utilities - Solid Waste Fund (the "Fund"), which comprise the statements of net position as of December 31, 2014 and 2013, and the related statements of revenues, expenses, and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Seattle Public Utilities - Solid Waste Fund as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

The accompanying management discussion and analysis is not part of the financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. This information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements taken as a whole. The other information on pages 39-41 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion or provide any assurance on it.

Moss Adams LLP

Seattle, Washington
April 30, 2015

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SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

As management of Seattle Public Utilities ("SPU"), a department of the City of Seattle (the "City"), we offer readers of SPU's financial statements this narrative overview and analysis of the financial activities of the Solid Waste Fund (the "Fund") for the fiscal years ended December 31, 2014 and 2013. The revenues, expenses, assets, deferred outflows of resources, liabilities, and deferred inflows of resources of the City of Seattle's solid waste system are recorded in the Solid Waste Fund, the functions of which are primarily supported by user fees and charges charged to customers. The financial situation of other aspects of Seattle City government, including other utility services and general government operations, are reported elsewhere.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Fund's financial statements. The financial statements include management's discussion and analysis and basic financial statements with accompanying notes.

Basic Financial Statements - The basic financial statements of the Fund report information similar to the presentation used by private sector companies. These statements offer short-term and long-term financial information about its activities. The basic financial statements begin on page 13 of this report and are comprised of three components: (1) statements of net position, (2) statements of revenues, expenses, and changes in net position, and (3) statements of cash flows.

The Statement of Net Position presents information, as of December 31, 2014 and 2013, on all of the Fund's assets, deferred outflows of resources, liabilities and deferred inflows of resources. The difference between assets combined with deferred outflows of resources and liabilities combined with deferred inflows of resources is reported as net position. They also provide information about the nature and amounts of investments in resources (assets and deferred outflows of resources), obligations to the Fund's creditors (liabilities and deferred inflows of resources), and provide the basis for assessing the liquidity and financial flexibility of the Fund.

The Statements of Revenues, Expenses, and Changes in Net Position present changes in the Fund's net position for the years ended December 31, 2014 and 2013. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. These statements reflect the results of the Fund's operations for the years identified to provide information about the Fund's credit worthiness and its ability to successfully recover all its costs through service fees and other charges.

The Statements of Cash Flows are required to provide information about the Fund's cash receipts and cash payments during the years ended December 31, 2014 and 2013. To provide answers to questions about sources, uses, and impacts to cash, these statements report cash receipts, cash payments, and net changes in cash resulting from operations, investing and financing activities for the reporting period.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW OF THE FINANCIAL STATEMENTS (CONTINUED)

Notes to the Financial Statements - The notes are an integral part of the financial statements. They provide additional disclosures that are essential to a full understanding of the data provided in the financial statements, such as for certain estimates and financing details. The notes to the financial statements begin on page 18 of this report.

FINANCIAL ANALYSIS

Increases or decreases in net position may serve over time as a useful indicator of whether the Fund's financial position is improving or deteriorating. At December 31, 2014, the Fund had a surplus in total net position of \$34.2 million compared to a surplus of \$32.3 million in 2013. During the year ended December 31, 2014, the Fund's overall position improved, with an increase in net position of \$1.9 million (5.9%), compared to a \$3.3 million (11.2%) increase in 2013. The following summary statement of net position presents the assets and deferred outflows of resources of the Fund and shows the mix of liabilities and deferred inflows of resources and net position used to acquire these assets.

Summary Statement of Net Position

	2014	2013	2012
ASSETS			
Current assets	\$ 47,111,384	\$ 35,707,827	\$ 35,271,768
Capital assets, net	156,746,013	133,408,920	129,075,810
Other	66,139,112	32,250,621	33,775,231
Total assets	<u>269,996,509</u>	<u>201,367,368</u>	<u>198,122,809</u>
DEFERRED OUTFLOWS OF RESOURCES	<u>3,146,435</u>	<u>139,393</u>	<u>162,625</u>
Total assets and deferred outflows of resources	<u>\$ 273,142,944</u>	<u>\$ 201,506,761</u>	<u>\$ 198,285,434</u>
LIABILITIES			
Current liabilities	\$ 27,268,527	\$ 24,729,801	\$ 25,254,791
Revenue bonds	177,521,599	117,805,270	121,556,375
Other	18,347,523	21,432,459	22,443,217
Total liabilities	<u>223,137,649</u>	<u>163,967,530</u>	<u>169,254,383</u>
DEFERRED INFLOWS OF RESOURCES	<u>15,795,424</u>	<u>5,246,536</u>	<u>-</u>
NET POSITION			
Net investment in capital assets	10,747,626	18,079,526	15,152,680
Restricted	-	147,149	254,409
Unrestricted	23,462,245	14,066,020	13,623,962
Total net position	<u>34,209,871</u>	<u>32,292,695</u>	<u>29,031,051</u>
Total net position, liabilities and deferred inflows of resources	<u>\$ 273,142,944</u>	<u>\$ 201,506,761</u>	<u>\$ 198,285,434</u>

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL ANALYSIS (CONTINUED)

2014 Compared to 2013

Assets - Current assets increased by \$11.4 million (31.9%) from the prior year due to an \$11.5 million increase in operating cash. The increase in operating cash was primarily the result of underspending in operations, the sale of a parcel of land and transfers from the construction cash account for reimbursements of 2013 construction costs paid out of operating cash. Balances in accounts receivable, unbilled receivables, and amounts due from other City funds and other governments remained essentially unchanged from 2013.

Restricted cash and equity in pooled investments increased \$36.7 million (294.8%) from the prior year. This increase is mostly attributable to the \$10.5 million transfer of operating cash to a rate stabilization account and the issuance of revenue bonds in 2014 resulting in a \$26.6 million increase in the construction cash account and a \$1.9 million increase in bond reserve accounts. These increases were offset by a \$2.3 million retainage payment to a contractor.

Capital assets increased \$23.3 million (17.5%) over the prior year. Utility plant decreased \$16.6 million due to the closure and retirement of the old North Transfer Station. Construction in progress and other property, net increased \$29.1 million due to costs for the North Transfer Station rebuild project. Offsetting these changes were \$10.8 million in accumulated depreciation.

Other noncurrent assets decreased \$2.8 million (14.3%) mainly as a result of amortization of Landfill Closure/Post Closure Costs and Environmental Costs. Assets, in total, increased \$68.6 million (34.1%) over the prior year.

Liabilities - Current liabilities increased \$2.5 million (10.3%) from the prior year. This is mostly attributed to increases of \$2.1 million related to the accrual of 2014 expenses and \$1.4 million for revenue bonds due within one year. These increases were offset by a \$1.0 million decrease related to environmental liabilities, accrued interest and tax expenses.

Noncurrent and other liabilities increased \$56.6 million (40.7%) from 2013. The most significant factor affecting this change was a \$49.6 million increase in revenue bond related liabilities and a \$10.1 million addition to bond premiums, both due to a revenue bond issued in 2014. Offsetting these increases was a \$3.2 million reduction in the noncurrent portion of the accrued landfill closure/postclosure costs, environmental liabilities, net of current portion and retainage payable.

Net Position - A portion of the Fund's net position (\$10.7 million) reflects the Fund's investment in capital assets such as land, buildings, and equipment, less any related outstanding debt used to acquire those assets. The Fund uses these assets to provide services to customers. Consequently, these assets are not available for future spending. Although the Fund's investment in its capital assets is reported net of related debt, the resources needed to repay the debt are provided by fees paid by customers for services provided by these assets. During 2014, net position invested in capital assets decreased \$7.3 million due to an increase in debt related to investment in capital.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL ANALYSIS (CONTINUED)

The Fund's restricted net position represent resources that are subject to restrictions on how they may be used. This portion of net position decreased \$0.1 million due to reductions in other charges.

The remaining portion of the Fund's net position (\$23.5 million) represents resources that are unrestricted. The unrestricted portion of net position increased \$9.4 million from the prior year primarily due to increased residential and commercial collection revenues.

2013 Compared to 2012

Assets - Current assets increased slightly by 1.2% from the prior year. Restricted cash and equity in pooled investments increased \$1.4 million (12.7%) from the prior year mostly attributable to the \$5.2 million transfer of operating cash to a rate stabilization account and the payment of construction costs related to the design phase of the North Transfer Station rebuild project and to the South Transfer Station project, which was completed in April 2013. These payments resulted in a \$3.9 million reduction in the construction cash account bringing the account balance to zero.

Capital assets increased \$4.3 million (3.4%) over the prior year. Utility plant increased \$4.7 million due the transfer of construction costs related to the South Transfer Station from Construction in Progress. Construction in Progress increased \$4.9 million mainly due to costs incurred for the South Transfer Station as it was completed in early 2013 and the North Transfer Station rebuild project. Offsetting these additions to capital assets was \$5.2 million in related depreciation expense.

Other noncurrent assets decreased \$2.9 million mainly as a result of amortization of Landfill Closure/Post Closure Costs and Environmental Costs. Assets, in total, increased \$3.2 million (1.6%) over the prior year.

Liabilities - Current liabilities decreased \$0.5 million (2.1%) from the prior year. This is mostly attributed to the unearned revenue and other credits balances decreasing \$1.4 million (25.2%). Furthermore, there was a \$0.9 million decrease related to environmental liabilities and landfill closure/postclosure costs. These decreases were offset by increases of \$1.8 million related to the accrual of 2013 expenses.

Noncurrent and other liabilities decreased \$4.8 million (3.3%) from 2012. The most significant factor affecting this change was a \$3.8 million decrease in revenue bond related liabilities, primarily due to principal payments made during 2013. In addition, the noncurrent portion of the accrued landfill closure/postclosure costs and environmental liabilities, net of current portion decreased \$1.3 million.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL ANALYSIS (CONTINUED)

Net Position - A portion of the Fund's net position (\$18.1 million) reflects the Fund's investment in capital assets such as land, buildings, and equipment, less any related outstanding debt used to acquire those assets. The Fund uses these assets to provide services to customers. Consequently, these assets are not available for future spending. Although the Fund's investment in its capital assets is reported net of related debt, the resources needed to repay the debt are provided by fees paid by customers for services provided by these assets. During 2013, net position invested in capital assets increased \$2.9 million due to an increase in capital assets placed in service, net of depreciation offset by related debt.

The Fund's restricted net position represent resources that are subject to restrictions on how they may be used. This portion of net position decreased \$107,260 due to reductions in other charges balances.

The remaining portion of the Fund's net position (\$14.1 million) represents resources that are unrestricted. The unrestricted portion of net position increased \$0.4 million from the prior year primarily due to increased residential collection revenues.

The following summary statements of revenues, expenses, and changes in net position present the annual surplus (or deficit) of revenues over expenses (the change in net position):

Summary Statements of Revenues, Expenses, and Changes in Net Position

	2014	2013	2012
Operating revenues	\$ 157,497,819	\$ 159,741,503	\$ 156,926,774
Operating expenses	<u>(155,691,325)</u>	<u>(152,272,278)</u>	<u>(147,496,962)</u>
Net operating income	1,806,494	7,469,225	9,429,812
Other expenses, net of other revenues	(919,739)	(4,799,990)	(2,510,918)
Fees, contributions, and grants	<u>1,030,421</u>	<u>592,409</u>	<u>754,146</u>
Change in net position	<u>\$ 1,917,176</u>	<u>\$ 3,261,644</u>	<u>\$ 7,673,040</u>

2014 Compared to 2013

Current year operating revenues decreased \$2.2 million (1.4%) compared to the prior year. There were several key factors affecting this change. There was an approximate 4.1% rate increase for residential and commercial garbage, and composting services effective April 1, 2014. This resulted in residential and commercial solid waste collection service revenue gains of \$5.9 million including \$2.9 million in residential garbage collection and \$3.1 million in increased commercial collection revenue. The gains in residential and commercial revenues were offset by a transfer to the rate stabilization fund of \$10.5 million, a \$5.3 million increase in the transfer amount versus 2013. In addition, solid waste disposal services revenue from City transfer stations decreased by \$2.9 million due to the closure of the North Transfer Station, which closed January 2014 to facilitate the rebuilding of a new transfer facility.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL ANALYSIS (CONTINUED)

Seattle City Council enacted legislation in 2012 instructing the Fund to make contributions to a Rate Stabilization Account if the balance of operating cash on hand at year-end met certain targets. The legislation dictates that Seattle Public Utilities shall deposit cash into the Solid Waste Fund's Rate Stabilization Account and defer revenues equal to the amount that the Fund's operating cash balances at the end of each fiscal year exceed the following balances: \$21.8 million in 2014; \$17.8 million in 2015; and \$15.9 million in 2016. The deposits will be limited to cash and revenues that are not required to meet financial policy targets for the Fund with respect to debt service coverage, net income, or cash-financed capital expense. The fund may withdraw revenues from the Fund's Rate Stabilization Account provided that: such a withdrawal will allow the Fund to meet one or more financial policy targets that it would not have otherwise met in the absence of such a withdrawal; or to reduce the size of any adjustment to 2015 or 2016 solid waste rates, if such a reduction to the rates would not jeopardize the Fund's ability to meet operating cash balances specified in the legislation and the financial policy targets for debt service coverage, net income, and cash-financed capital projects. The \$21.8 million operating cash target was exceeded in 2014 and \$10.5 million of revenue was deferred and deposited into the Rate Stabilization Account.

2014 operating expenses increased \$3.4 million (2.2%) compared to 2013. The largest operating expense increase was related to contractual solid waste collection costs, which increased \$1.5 million due to inflation adjustments specified in the contracts. Taxes paid to the City and State increased \$0.4 million due to higher tax rates. While branch related operational expenses increased \$0.6 million overall in 2014, there were substantial increases and decreases in expenses within the branch categories. General and administrative expenses increased \$2.3 million while the other branch expenses decreased \$1.7 million. These shifts in expenses were mostly attributable to reorganizations of work groups within the branches and realignment of the project and delivery and customer service branch to the corporate asset management division. Depreciation expense increased \$0.9 million due to the addition of the new South Transfer Station in 2013.

Nonoperating expenses decreased \$4.3 million (102.6%). The interest expense adjustment for capitalized interest relating to construction costs increased by \$0.6 million as the South Transfer Station construction was completed and the North Transfer Station construction had begun. In 2014, the Clean Cities Program revenues collected through tonnage taxes exceeded the Clean Cities Program expenses by \$1.3 million. A portion of the historical landfill located at Kent-Highlands was sold for a gain of \$2.6 million.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL ANALYSIS (CONTINUED)

2013 Compared to 2012

Current year operating revenues increased \$2.8 million, or 1.8%, compared to the prior year. The key factor affecting this change was an approximate 6.4% rate increase for residential and commercial garbage, and composting services. This rate change was effective April 1, 2013. Residential solid waste collection service experienced the largest portion of revenue gains with a \$6.4 million increase in revenues including \$4.7 million in residential garbage collection and \$1.7 million in increased yard waste collection revenue. There were no rate increases related to solid waste disposal services in 2013 and as a result revenue generated at the transfer stations was flat compared to 2012.

Seattle City Council enacted legislation in 2012 instructing the Fund to make contributions to a Rate Stabilization Account if the balance of operating cash on hand at year-end met certain targets. The \$21.0 million operating cash target was exceeded in 2013 and \$5.2 million of revenue was deferred and deposited into the Rate Stabilization Account.

The \$21.0 million operating cash target was exceeded in 2013 and \$5.2 million of revenue was deferred and deposited into the Rate Stabilization Account.

2013 operating expenses increased \$4.8 million (3.2%) compared to 2012. The largest operating expense increase was related to contractual solid waste collection costs, which increased \$3.5 million (3.9%) due to inflation adjustments specified in the contracts. Taxes paid to the City rose \$1.3 million due to higher tax rates.

Nonoperating expenses increased \$2.5 million (140%). The interest expense adjustment for capitalized interest relating to construction costs was reduced by \$2.5 million as the South Transfer Station construction was completed and the North Transfer Station construction had been delayed and was still in the design phase. In 2013, the Clean Cities Program revenues collected through tonnage taxes exceeded the Clean Cities Program expenses by \$0.2 million.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

CAPITAL ASSETS

The following table summarizes capital assets, net of accumulated depreciation, by major asset category as of December 31, 2014, 2013, and 2012:

Summary of Capital Assets, Net of Accumulated Depreciation

	2014	2013	2012
Land and land rights	\$ 15,217,643	\$ 15,217,643	\$ 14,565,140
Buildings	50,315,541	51,751,428	50,726,548
Structures	3,597,853	3,496,534	3,481,093
Machinery and equipment	27,068,379	30,730,505	34,101,644
Computer systems	4,557,616	5,397,181	4,305,965
Construction in progress	53,945,406	24,554,012	19,633,803
Other property	2,043,575	2,261,617	2,261,617
Capital assets, net of accumulated depreciation	<u>\$ 156,746,013</u>	<u>\$ 133,408,920</u>	<u>\$ 129,075,810</u>

Additional information about the Fund's capital assets can be found in Note 3 of this report.

2014 Compared to 2013

The Fund's capital assets (net of accumulated depreciation) for the year ended December 31, 2014 is \$156.7 million. This represents an increase of approximately \$23.3 million (17.5%) compared to 2013. The Fund spent \$30.9 million for construction projects in 2014. The construction projects were multi-year projects and \$1.5 million related to these projects was capitalized as assets and other charges in 2014. Also, there was an adjustment to accumulated depreciation of \$17.8 million attributed to asset retirements in 2014. This increase in assets was offset by \$19.9 million for asset retirements and transfers out and \$7.0 million for depreciation.

Highlights of the Fund's capital assets placed in service during 2014 include the following:

- \$0.6 million for the new South Transfer Station placed in service in 2014.
- \$1.0 million for IT infrastructure upgrades.

The Fund's construction in progress activity at year end included \$37.0 million for the North Transfer Station rebuild.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

CAPITAL ASSETS (CONTINUED)

2013 Compared to 2012

The Fund's capital assets (net of accumulated depreciation) for the year ended December 31, 2013 is \$133.4 million. This represents an increase of approximately \$4.3 million (3.4%) compared to 2012. The Fund spent \$10.4 million for construction projects in 2013. The construction projects were multi-year projects and \$6.0 million related to these projects was capitalized as assets and other charges in 2013. This increase in assets was offset by \$1.3 million for asset retirements and \$6.3 million for depreciation.

Highlights of the Fund's capital assets placed in service during 2013 include the following:

- \$2.0 million for the new South Transfer Station placed in service in 2013.
- \$0.7 million for the purchase of land at the South Transfer Station.
- \$1.7 million for IT infrastructure upgrades.

The Fund's construction in progress activity at year end included \$22.8 million for the North Transfer Station rebuild.

DEBT ADMINISTRATION

The Fund's debt primarily consists of bonded debt, which is secured solely by solid waste revenues and provides financing for capital improvements. The Fund upgraded the credit rating on its bonds to AA- by Standard & Poor's Rating Service and maintained the Aa3 rating from Moody's Investors Service. Additional information about the Fund's long-term debt can be found in Note 4 of this report.

2014 Compared to 2013

At the end of 2014, the Fund had \$166.9 million in bonded debt, as compared to \$115.9 million in 2013, all of which was secured solely by solid waste revenues. This increase of \$51.0 million is attributed to the issuance of \$95.4 million in new debt, refunding \$44.3 million of debt related to a 2007 bond issue, and scheduled principal payments for existing bond debt. The Fund has used all spendable bond proceeds mostly for the completion of the South Transfer Station and the North Transfer Station rebuild projects. The Fund retains bond reserves of \$6.8 million.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
MANAGEMENT'S DISCUSSION AND ANALYSIS

DEBT ADMINISTRATION (CONTINUED)

2013 Compared to 2012

At the end of 2013, the Fund had \$115.9 million in bonded debt, as compared to \$119.2 million in 2012, all of which was secured solely by solid waste revenues. This decrease of \$3.3 million is attributed to scheduled principal payments of the 2011 bond issue. The Fund has used all spendable bond proceeds mostly for the completion of the South Transfer Station and the North Transfer Station design phase. The Fund retained a bond reserve balance of \$4.9 million.

ECONOMIC FACTORS AFFECTING NEXT YEAR

Effective April 1, 2015, the Fund adopted a rate increase of approximately 5.9% for residential and commercial services. This rate increase is expected to bring an additional \$4.7 million in operating revenues to the Fund in 2015.

REQUESTS FOR INFORMATION

The Fund's financial statements are designed to provide a general overview of the Fund's finances, as well as to demonstrate the Fund's accountability to its customers, investors, creditors, and other interested parties. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Seattle Public Utilities, Finance and Administration Branch, Finance Division, PO Box 34018, Seattle, WA 98124-4018, telephone: (206) 684-3000.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
STATEMENTS OF NET POSITION

	December 31,	
	2014	2013
ASSETS		
CURRENT ASSETS		
Operating cash and equity in pooled investments	\$ 32,395,205	\$ 20,863,492
Receivables		
Accounts, net of allowance	12,933,310	13,068,457
Unbilled revenues	416,943	410,369
Due from other funds	244,192	286,899
Due from other governments	966,687	931,815
Materials and supplies inventory	68,265	107,587
Prepayments and other current assets	86,782	39,208
Total current assets	<u>47,111,384</u>	<u>35,707,827</u>
NONCURRENT ASSETS		
Restricted cash and equity in pooled investments	49,172,618	12,456,154
Prepayments long-term	324,545	342,575
Regulatory landfill closure and postclosure costs	13,003,795	14,740,896
Regulatory assets, net	3,026,000	3,987,154
Other charges	612,154	723,842
Capital assets		
Land and land rights	15,217,643	15,217,643
Plant in service, excluding land	132,527,951	149,170,917
Less accumulated depreciation	(46,988,562)	(57,795,269)
Construction in progress	53,945,406	24,554,012
Other property, net	2,043,575	2,261,617
Total noncurrent assets	<u>222,885,125</u>	<u>165,659,541</u>
Total assets	269,996,509	201,367,368
DEFERRED OUTFLOWS OF RESOURCES		
Unamortized loss on refunded debt	3,146,435	139,393
Total assets and deferred outflows of resources	<u>\$ 273,142,944</u>	<u>\$ 201,506,761</u>

See accompanying notes.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
STATEMENTS OF NET POSITION (CONTINUED)

	December 31,	
	2014	2013
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	\$ 10,975,517	\$ 8,905,996
Salaries, benefits and payroll taxes payable	804,903	730,565
Compensated absences payable	148,705	145,582
Due to other funds	1,246,004	1,660,857
Interest payable	2,149,241	2,337,341
Taxes payable	470,632	592,313
Revenue bonds due within one year	4,895,000	3,495,000
Claims payable	242,510	249,696
Environmental liabilities	568,800	1,316,000
Landfill closure and postclosure liability	1,063,506	986,973
Other	4,703,709	4,309,478
Total current liabilities	<u>27,268,527</u>	<u>24,729,801</u>
NONCURRENT LIABILITIES		
Compensated absences payable	1,541,748	1,509,380
Claims payable	643,692	633,956
Environmental liabilities	256,742	89,279
Landfill closure and postclosure liability	14,990,322	15,973,828
Unfunded other post retirement benefits	894,715	870,147
Other noncurrent liabilities	20,304	2,355,869
Revenue bonds	166,875,000	115,875,000
Less bonds due within one year	(4,895,000)	(3,495,000)
Bond premium	15,541,599	5,425,270
Total noncurrent liabilities	<u>195,869,122</u>	<u>139,237,729</u>
Total liabilities	<u>223,137,649</u>	<u>163,967,530</u>
DEFERRED INFLOWS OF RESOURCES		
Rate stabilization	15,795,424	5,246,536
NET POSITION		
Net investment in capital assets	10,747,626	18,079,526
Restricted	-	147,149
Unrestricted	23,462,245	14,066,020
Total net position	<u>34,209,871</u>	<u>32,292,695</u>
Total liabilities and net position	<u>\$ 273,142,944</u>	<u>\$ 201,506,761</u>

See accompanying notes.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION

	Years Ended December 31,	
	2014	2013
OPERATING REVENUES		
Charges for services and other revenues	\$ 157,497,819	\$ 159,741,503
OPERATING EXPENSES		
Solid waste collection	96,866,898	95,324,997
Planning and development	163,228	85,885
Utility systems management	1,661,161	2,256,440
Field operations	7,215,969	7,644,214
Project delivery	546,351	690,653
Customer services	5,035,333	5,649,423
General and administrative	14,492,820	12,190,340
City taxes	17,715,992	16,838,354
Other taxes	2,505,432	2,933,995
Depreciation and amortization	8,187,392	7,317,891
Amortization of landfill closure and postclosure costs	1,300,749	1,340,086
Total operating expenses	155,691,325	152,272,278
OPERATING INCOME	1,806,494	7,469,225
NONOPERATING REVENUES (EXPENSES)		
Investment income	750,477	(71,840)
Interest expense	(5,797,849)	(5,225,670)
Amortization of bond premiums	478,042	256,105
Amortization of bond refunding loss	(108,570)	(23,232)
Gain (loss) on sale of capital assets	2,419,883	(52,054)
Contributions and grants	1,030,421	592,409
Other, net	1,338,278	316,701
Total nonoperating revenues (expenses)	110,682	(4,207,581)
CHANGE IN NET POSITION	1,917,176	3,261,644
NET POSITION		
Beginning of year	32,292,695	29,031,051
End of year	\$ 34,209,871	\$ 32,292,695

See accompanying notes.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
STATEMENTS OF CASH FLOWS

	Years Ended December 31,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from customers	\$ 175,239,493	\$ 167,645,776
Cash paid to suppliers	(109,583,599)	(108,635,447)
Cash paid to employees	(22,086,803)	(20,673,246)
Cash paid for taxes	(20,642,447)	(18,756,526)
Net cash provided by operating activities	22,926,644	19,580,558
CASH FLOW FROM NON-CAPITAL FINANCING ACTIVITIES		
Operating grants received	838,473	895,721
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Proceeds from sale of bonds	107,496,201	-
Proceeds from sale of fixed assets	2,419,883	202,539
Principal payments on revenue bonds	(49,017,442)	(3,330,000)
Capital expenditures and other charges	(29,589,557)	(10,522,245)
Interest paid on long-term debt	(6,976,549)	(5,708,695)
Capital grants received	77,840	-
Debt issuance costs	(630,220)	-
Net cash used in capital and related financing activities	23,780,156	(19,358,401)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net gain (loss) on investments	702,904	(77,578)
NET INCREASE IN CASH AND EQUITY IN POOLED INVESTMENTS	48,248,177	1,040,299
CASH AND EQUITY IN POOLED INVESTMENTS		
Beginning of year	33,319,646	32,279,347
End of year	\$ 81,567,823	\$ 33,319,646
CASH AT THE END OF THE YEAR CONSISTS OF		
Operating cash and equity in pooled investments	\$ 32,395,205	\$ 20,863,492
Noncurrent restricted cash and equity in pooled investments	49,172,618	12,456,154
Total cash at the end of the year	\$ 81,567,823	\$ 33,319,646

See accompanying notes.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
STATEMENTS OF CASH FLOWS (CONTINUED)

	Years Ended December 31,	
	2014	2013
RECONCILIATION OF NET OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Net operating income	\$ 1,806,494	\$ 7,469,225
Adjustments to reconcile net operating income to net cash provided by operating activities		
Depreciation and amortization	8,187,392	7,317,891
Other receipts and payments	2,115,042	919,080
Changes in operating assets and liabilities		
Unbilled revenues	(6,574)	(89,560)
Accounts receivable	360,147	(813,672)
Due from other City funds	42,708	(37,380)
Due from other governments	79,237	(311,271)
Materials and supplies inventory	39,322	40,911
Other assets	1,512,101	1,474,482
Accounts payable	2,069,521	567,742
Accrued payroll and payroll taxes payable	74,337	120,895
Taxes payable	(121,682)	303,206
Compensated absences payable	35,491	45,174
Due to other City funds	(414,854)	738,709
Claims payable	2,550	24,996
Accrued landfill closure and post-closure costs	(906,973)	(1,655,982)
Environmental liability	(579,737)	(549,168)
Rate stabilization	10,548,888	5,246,536
Other liabilities	(1,916,766)	(1,231,258)
Total adjustments	21,120,150	12,111,333
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 22,926,644	\$ 19,580,558

See accompanying notes.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations and Summary of Significant Accounting Policies

Operations - The City of Seattle, Seattle Public Utilities - Solid Waste Fund (the "Fund") is a public utility enterprise fund of the City of Seattle (the "City"). The Fund was established to account for the solid waste activities of Seattle Public Utilities ("SPU"). These activities include the collection and disposal of residential and commercial garbage, recycling, and organic material, operation of the City's two transfer stations and two household hazardous waste facilities, and management of the post closure maintenance and environmental monitoring of the City's two closed landfills. The collection, disposal and/or processing of garbage, recycling, and organic materials is performed by private contractors, under contract with the Fund.

On January 1, 1997, the City created SPU, which brought together under one administrative umbrella the water, solid waste, and drainage and wastewater functions of the City. The Fund (as well as SPU's other funds) remains separate for accounting purposes.

SPU receives certain services from other departments and agencies of the City, including some that are normally considered to be general and administrative. The Fund is charged a share of these costs and additionally pays a business and occupation tax to the City's General Fund. During 2014 and 2013, the Fund paid \$3,868,903 and \$3,827,688, respectively, to the City for its share of general and administrative services. Additionally, the Fund paid \$13,343,416 and \$13,400,087 in 2014 and 2013, respectively, to the City for business and occupation taxes, as well as \$4,372,576 and \$3,438,267, respectively, in tonnage taxes on waste collected and transferred in the City for disposal.

Solid waste collection and disposal services provided to other City departments and agencies are billed at rates prescribed by City ordinances. The Fund collected \$792,203 in 2014 and \$779,183 in 2013 from the City for solid waste services provided.

The utility billing function is co-managed by both SPU and Seattle City Light ("SCL"). SPU provides customer service through the call center and walk-in center. SCL operates and manages the billing system, Combined Customer Services System ("CCSS"). SPU and SCL billed and reimbursed each other for these services in 2014 and 2013. Within SPU, the cost and reimbursements were shared among its three utility funds (Water, Drainage and Wastewater, and Solid Waste). The Fund received reimbursements related to the call center and walk-in center of \$1,742,130 in 2014 and \$1,604,865 in 2013. The Fund paid \$158,550 and \$220,537 for CCSS services in 2014 and 2013, respectively, which does not include reimbursements to SCL for the Fund's share of capital costs to upgrade the CCSS system.

The Fund is subject to regulation by the City and the State of Washington. Service rates are authorized by ordinances passed by the Seattle City Council. Financial reporting is reviewed by the Washington State Auditor's Office, and conforms to accounting principles generally accepted in the United States of America as applied to governmental units. The Governmental Accounting Standards Board ("GASB") is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations and Summary of Significant Accounting Policies (Continued)

Basis of Accounting - The Fund is accounted for on a flow of economic resources measurement focus. Its financial statements are prepared in accordance with accounting principles generally accepted in the United States of America as applied to governmental units using the accrual basis of accounting. With the flow of economic resources measurement focus, all assets, deferred outflows of resources, liabilities, and deferred inflows of resources associated with the Fund's operations are included on the Statement of Net Position. The operating statements present increases (revenues) and decreases (expenses) in total net position.

Cash and Equity in Pooled Investments - Cash resources of the Fund are combined with cash resources of the City to form a pool of cash that is managed by the City's Finance and Administration Services Department. Under the City's investment policy, the Finance and Administration Services Department invests all temporary cash surpluses either directly or through a "sweep account." Interest earned on the pooled investments is prorated to individual funds at the end of each month on the basis of their average daily cash balances during the month when interest was earned. The Fund's share of the pool is included in the accompanying Statement of Net Position under the caption "cash and equity in pooled investments." The pool operates like a demand deposit account in that all City departments may deposit cash at any time and can also withdraw cash out of the pool without prior notice or penalty. Accordingly, the Statements of Cash Flows reconcile to cash and equity in pooled investments. Cash and equity in pooled investments are reported at fair market value. The restricted cash and equity in pooled investments are comprised of unexpended bond proceeds, bond reserve funds, vendor's escrow deposits and a rate stabilization fund.

Receivables and Unbilled Revenues - Customer accounts receivable consist of amounts owed by private individuals and organizations for goods delivered or services rendered in the regular course of business operations. Receivables are shown net of allowances for doubtful accounts. The Fund also accrues an amount for services that have been provided but not billed.

Allowance for Doubtful Accounts - A reserve has been established for uncollectible accounts receivable based on actual historical write-off trends and knowledge of specific circumstances that indicate collection of an account may be unlikely. As of December 31, 2014 and 2013, the Fund's allowance for doubtful accounts was \$1,128,348 and \$999,564, respectively.

Due From/To Other Funds and Governments - Activity between other funds and governments that is outstanding at the end of the year, not related to the provision of utility services, is reported as due from other funds and governments.

Materials and Supplies Inventory - The Fund values its inventory based on a moving average method. The most recent total cost of an inventory item is divided by the total units of the item that remain in inventory to determine the moving average cost of the item. The moving average cost is then applied to all the units of the inventory item.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations and Summary of Significant Accounting Policies (Continued)

Regulatory Assets - GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, allows for certain costs to be capitalized as a regulatory asset instead of charged to expense. A regulatory asset is recorded when it is probable that future revenue in an amount at least equal to the capitalized costs will be recovered through customer rates over some future period. The Fund uses regulatory accounting for debt issuance costs because these costs are consistent with the rate methodology and, as such, will continue to be amortized over the life of the associated bond issues. GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, would have required these costs to be expensed in the period incurred unless the Fund executed GASB 62. In addition, the Fund also uses regulatory accounting for future reasonably estimable cleanup costs related to the remediation the South Park Bus Barn site located near the South Park Landfill.

Other Charges - Other charges primarily include costs related to leasehold improvements and plans such as the Comprehensive Solid Waste plan. The Fund amortizes these charges over a 5 to 30 year period.

Capital Assets - Capital assets are stated at cost or, if contributed, at fair value at the date of contribution. Costs include direct materials, labor, and indirect costs such as engineering, supervision, payroll taxes, pension benefits, and interest relating to the financing of projects under construction. The cost of current repairs and maintenance is charged to expense, while the cost of improvements is capitalized. SPU's policy is to capitalize assets with a cost of \$5,000 or more.

Construction in Progress - Capitalizable costs incurred on projects that are not in use or ready for use are held in construction in progress. When the asset is ready for use, related costs are transferred to capital assets. Upon determining that a project will be abandoned, the related costs are charged to expense.

Other Property - Other property is stated at cost, or if contributed, the fair value at the date of contribution. In 1990, the Fund purchased 350 acres of land surrounding the Kent-Highlands landfill. A portion of this land will become part of the landfill area, with the excess held for sale. During 2014, 7.4 acres of excess land was sold. This property is carried at cost as other property on the statements of net position. Other property also includes artwork acquired through the City's "One Percent for Art" program, which supports the City ordinance established to direct the inclusion of works of art in public spaces within the City.

Depreciation - Capital assets are depreciated on the straight-line method over estimated useful lives as follows:

Buildings	10-75 years
Transfer stations, scale houses, and related improvements	5-33 years
Machinery and equipment	3-20 years
Structures	10-15 years
Computer systems	3-11 years

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations and Summary of Significant Accounting Policies (Continued)

For most assets, it is SPU's policy to begin depreciation in the year following acquisition and to record a full year's depreciation in the year of disposition. This does not apply to heavy equipment, for which depreciation begins in the month following the equipment's in-service date to more accurately allocate equipment costs to various activities.

Deferred Outflows/Inflows of Resources - In addition to assets, the Statement of Net Position, when applicable, will report a separate section for deferred outflows of resources. It represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense) until then. The Fund has deferred loss on refunding debt, which qualifies for reporting in this category. A deferred loss on refunding bonds results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt.

In addition to liabilities, the Statement of Net Position, when applicable, will report a separate section for deferred inflows of resources. It represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until then. In 2014, the Seattle City Council authorized the Fund to deposit \$10.5 million into the rate stabilization account. These funds will be used in future periods to lessen the impact of rate increases.

Environmental Liabilities - The Fund has accrued a liability for pollution remediation activities in accordance with GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. GASB 49 outlines five specific obligating events that give rise to estimating expected pollution remediation outlays. These outlays may be accrued as a liability and expensed or if appropriate, capitalized.

The Fund will accrue a liability if any of the following obligating events occurs:

- The Fund is compelled to take pollution remediation action because of an imminent endangerment.
- The Fund violates a pollution prevention-related permit or license.
- The Fund is named, or evidence indicates it will be named, by a regulator as a potentially responsible party ("PRP") for remediation.
- The Fund is named, or evidence indicates that it will be named, in a lawsuit to compel participation in pollution remediation.
- The Fund commences or legally obligates itself to commence pollution remediation.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
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NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations and Summary of Significant Accounting Policies (Continued)

Most pollution remediation outlays do not qualify for capitalization and the Fund does not anticipate significant capitalized costs in the future. More information about environmental liabilities can be found in Note 10 of this report.

Compensated Absences - Employees earn vacation based upon their date of hire and years of service, and may accumulate earned vacation up to a maximum of 480 hours. Unused vacation at retirement or normal termination is considered vested and payable to the employee. Earned but unused vacation is accrued as a liability of the Fund. Employees also earn up to 12 days of sick leave per year and may accumulate sick leave balances without limit.

Employees who submit the required documentation to be represented by the Coalition of City Unions are paid 35% of the value of unused sick leave upon retirement as part of the Health Reimbursement Arrangement - Voluntary Employees' Beneficiary Association ("HRA-VEBA") program. If the employee fails to submit the required documentation by their last working day of employment, their sick leave balance is forfeited.

Retiring employees who are ineligible to participate in the HRA-VEBA program may elect to receive 25% of the value of unused sick leave upon retirement or defer receipt of 35% of the value of their sick leave balance to the City's 457 Plan and Trust, subject to the year-to-date or life-to-date limitations on deferrals and contributions. If the 35% value of the sick leave balance exceeds the maximum amount deferred to the City's 457 Plan and Trust, the employee shall receive a taxable cash payment. The cash payment is equal to the amount by which the 25% value of the sick leave balance exceeds the 35% that was allowed to be deferred. The Fund records a liability for estimated sick leave payments.

Operating Revenues - Revenues are recorded through cycle billings rendered to customers monthly or bimonthly. Amounts billed but not earned at year-end are recorded as unearned revenues on the Fund's statement of net position. The Fund accrues and records unbilled collection service revenues in the financial statements for services provided from the date of the last billing to year end.

Other operating revenues include revenues generated from the Fund's two transfer stations. Transfer station revenues are collected from self-haul customers who deliver their garbage, yard waste, wood waste, appliances, and tires for a fee to the two transfer stations.

Operating Expenses - Certain expenses of the Fund are reported on the Statement of Revenues, Expenses, and Changes in Net Position by functional category. The types of work performed within each category are as follows:

- **Planning and development** - Provides planning services and other related costs prior to the start of capital projects.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations and Summary of Significant Accounting Policies (Continued)

- **Utility systems management** - Accounts for the overall management of the Fund's infrastructure assets, assuring they are properly designed, constructed, operated, and protected.
- **Field operations** - Operates and maintains the Fund's solid waste systems.
- **Project delivery** - Provides project management and engineering services to the Fund and executes the Fund's capital projects from start to completion.
- **Customer services** - Invoices the Fund's customers for services provided and is the primary point of contact for customers.

Taxes - The Fund paid an 11.5% City utility tax on residential and commercial revenues, net of yard waste, recycling, and other costs related to waste reduction. The Fund also is charged two taxes by the City based on solid waste tonnage for operating transfer stations and collecting garbage within the City of Seattle. The tonnage tax rate increased to \$13.27 per ton from \$11.69 per ton in 2013. In addition, the Fund paid a 1.5% business and occupation tax, a 0.484% wholesale tax, and a 0.471% retail tax to the State on the services provided to residential, commercial, and transfer station customers. The State refuse tax rates remained the same at 3.60% for 2014.

Nonoperating Revenues and Expenses - This includes the nonoperating revenues and expenses that arise from transactions not related directly to the major income-earning operations of the utility and are of a recurring nature. Major items are the Clean Cities Program revenue and expenses, investment and interest income, interest expense, amortization of debt expenses, amortization of debt discounts, premiums and refunding losses, sale of capital assets, and rental income. Clean Cities revenue is earned through tonnage fees collected from businesses engaged in operating transfer stations and collecting garbage and that are then used for the City's Clean Cities program. Other, Net includes \$6.4 million in Clean Cities revenue and \$5.1 million in Clean Cities expense for 2014 compared to \$5.4 million in Clean Cities revenue and \$5.2 million in Clean Cities expense for 2013.

Net Position - The Statement of Net Position reports all financial and capital resources. Assets and deferred outflows of resources minus liabilities and deferred inflows of resources is net position. There are three components of net position: net investment in capital assets, restricted, and unrestricted.

Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. Net position is restricted when constraints placed on net position use are either (1) externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments, or (2) imposed by law through constitutional provisions or enabling legislation. The Fund's restricted net position as of December 31, 2014 is zero and relates to certain restricted assets that are offset by related liabilities. The Fund's restricted net position as of 2013 is related to the bond debt reserve funds and certain other charges.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations and Summary of Significant Accounting Policies (Continued)

Unrestricted net position is the portion that is not "net investment in capital assets" or "restricted."

Arbitrage Rebate Requirement - The Fund is subject to the Internal Revenue Code (IRC), Section 148(f), related to its tax-exempt revenue bonds. The IRC requires that earnings on gross proceeds of any revenue bonds that are in excess of the amount prescribed be surrendered to the Internal Revenue Service. As such, the Fund would record such a rebate as a liability. The Fund had no arbitrage liability as of December 31, 2014 and 2013.

Accounting Changes - GASB has issued Statement No. 68, *Accounting and Financial Reporting for Pensions*. The primary objective of this statement is to improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. This statement is effective for periods beginning after June 15, 2014. The Fund is evaluating the impact of this standard on the financial statements, but anticipates recording amounts for the unfunded portion of the pension plan. At this time, those amounts are not yet known.

GASB has issued Statement No. 72, *Fair Value Measurement and Application*, to provide guidance for determining a fair value measurement for financial reporting purposes. This statement also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements. The statement is effective for periods beginning after June 15, 2015. The Fund is evaluating the impact of this standard on the financial statement.

Use of Estimates - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect amounts reported in the financial statements. Estimates and assumptions are used to record landfill closure and post closure costs, unbilled collection services, allowance for doubtful accounts, accrued sick leave, capitalized interest, depreciation, environmental liabilities, risk liabilities, and other contingencies. Changes in these estimates and assumptions may have a material impact on the financial statements.

Significant Risks and Uncertainty - The Fund is subject to certain business risks that could have a material impact on future operations and financial performance. These risks include, but are not limited to, weather and natural disaster-related disruptions, collective bargaining labor disputes, Environmental Protection Agency regulations, and federal government regulations or orders concerning the operation, maintenance, and licensing of facilities.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 2 - Cash and Investments

Custodial Credit Risk - Deposits - As of December 31, 2014 and 2013, the City's pool contained cash on deposit with the City's custodial banks in the amounts of \$18,026,085 and \$12,431,810, respectively. The deposits in excess of \$250,000 in both 2014 and 2013 were uninsured and uncollateralized. As such, these deposits were exposed to custodial credit risk, which is the risk that the deposits may not be returned to the City in the event of a bank failure. The City attempts to minimize exposure to custodial credit risk for deposits by requiring the depository bank to have sufficient capital to support the activity of the City. In addition, banks having a deposit relationship with the City are required to provide financial statements for the City's use in reviewing the bank's financial condition.

All deposits not covered by FDIC insurance are under the regulation of the Washington State Public Deposit Protection Commission (the Commission) established in RCW 39.58 for public depository financial institutions. The Commission requires a pledge agreement and a trustee for each public depository financial institution. The trustee ensures eligible collateral defined as securities and designated for the benefit of public depositors as described in RCW 39.58.050 (5) and (6), are segregated from all other assets. Eligible collateral is utilized by the trustee when the Commission has determined a loss, net of deposit insurance, has been incurred by a public depository financial institution.

Investments - As of December 31, the City's pooled investments were as follows:

	2014		2013	
	City Pool	Weighted Average Maturity (Days)	City Pool	Weighted Average Maturity (Days)
U.S. Government Agencies	\$ 721,680,286	1408	\$ 853,631,386	1141
Commercial Paper	349,418,008	43	154,962,668	47
U.S. Government Obligations	252,188,265	800	227,659,850	902
State and Local Governments	227,247,608	976	156,812,737	818
Repurchase Agreements	<u>73,811,651</u>	2	<u>44,756,478</u>	2
Total	<u>\$ 1,624,345,818</u>		<u>\$ 1,437,823,119</u>	
Portfolio Weighted Average Maturity		896		914

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 2 - Cash and Investments (Continued)

As of December 31, the Fund's share of the City Pool was as follows:

	2014	2013
Cash and equity in pooled investments	\$ 32,395,205	\$ 20,863,492
Restricted cash and equity in pooled investments	<u>49,172,618</u>	<u>12,456,154</u>
	<u>\$ 81,567,823</u>	<u>\$ 33,319,646</u>
Balance as a percentage of City Pool cash and investments	5.0%	2.3%

Interest Rate Risk - Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. In general, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The City manages this risk by limiting the average maturity of investments to five years. However, the Fund's investments are selected for greater liquidity in order to support the Fund's cash flow needs and therefore typically have much shorter average maturities.

Credit Risk - Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. In accordance with the City's investment policy, investments in commercial paper purchased on the secondary market are limited to those with maturities not longer than 180 days from purchase and with the highest rating by at least two nationally recognized statistical rating organizations (NRSROs). As of December 31, 2014 and 2013, the City's investments in commercial paper were rated P-1 or Aaa by Moody's Investors Service and AA+, A-1 or A-1+ by Standard & Poor's Rating Service.

The City also purchases obligations of government-sponsored enterprises which are eligible as collateral for advances to member banks as determined by the Board of Governors of the Federal Reserve System. These include, but are not limited to, debt securities of Federal Home Loan Bank, Federal National Mortgage Association, Wells Fargo, and Federal Home Loan Mortgage Corporation. As of December 31, 2014, these investments were rated Aaa by Moody's Investors Service and AAA or AA+ by Standard & Poor's Rating Service. As of December 31, 2013, these investments were rated Aaa by Moody's Investors Service and AA+ by Standard & Poor's Rating Service.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 2 - Cash and Investments (Continued)

Concentration of Credit Risk - The City's investment policy limits concentration of credit risk for the City's investments as a whole, inclusive of the Fund's investments. These policy limits vary for each investment category. The City's investments in which 5% or more is invested in any single issuer as of December 31 are as follows:

Issuer	2014		2013	
	Fair Value	Percent of Total Investments	Fair Value	Percent of Total Investments
United States Government	\$ 252,188,265	16%	\$ 227,659,850	16%
Federal National Mortgage Association	249,771,922	15%	329,389,682	23%
Federal Home Loan Mortgage Corp	160,445,200	10%	285,535,430	20%
Federal Farm Credit Bank	121,677,087	7%	**	**
Freddie Mac Multifamily Securities	108,129,281	7%	107,594,143	7%
Federal Home Loan Bank	81,656,795	5%	86,497,845	6%
Wells Fargo	73,811,651	5%	**	**

** Investment did not represent 5% or more of investments as of December 31, 2013.

Note 3 - Capital Assets

Capital assets activity for the year ended December 31, 2014 consisted of the following:

	Beginning Balance	Additions and Transfers In	Retirements and Transfers Out	Ending Balance
Buildings	\$ 62,574,420	\$ 31,986	\$ (4,628,930)	\$ 57,977,476
Structures	3,727,734	246,938	-	3,974,672
Machinery and equipment	57,989,440	606,357	(11,718,239)	46,877,558
Computer systems	24,879,323	661,767	(1,842,845)	23,698,245
Total capital assets, excluding land	149,170,917	1,547,048	(18,190,014)	132,527,951
Less accumulated depreciation	(57,795,269)	(7,025,710)	17,832,417	(46,988,562)
	91,375,648	(5,478,662)	(357,597)	85,539,389
Construction in progress	24,554,012	30,894,717	(1,503,323)	53,945,406
Land and land rights	15,217,643	-	-	15,217,643
Other property	2,261,617	-	(218,042)	2,043,575
Capital assets, net	\$ 133,408,920	\$ 25,416,055	\$ (2,078,962)	\$ 156,746,013

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 3 - Capital Assets (Continued)

Capital assets activity for the year ended December 31, 2013 consisted of the following:

	Beginning Balance	Additions and Transfers In	Retirements and Transfers Out	Ending Balance
Buildings	\$ 61,235,928	\$ 1,338,492	\$ -	\$ 62,574,420
Structures	3,654,493	73,241	-	3,727,734
Machinery and equipment	57,942,524	1,390,628	(1,343,712)	57,989,440
Computer systems	22,335,179	2,544,144	-	24,879,323
Total capital assets, excluding land	145,168,124	5,346,505	(1,343,712)	149,170,917
Less accumulated depreciation	(52,552,874)	(6,331,514)	1,089,119	(57,795,269)
	92,615,250	(985,009)	(254,593)	91,375,648
Construction in progress	19,633,803	10,384,581	(5,464,372)	24,554,012
Land and land rights	14,565,140	652,503	-	15,217,643
Other property	2,261,617	-	-	2,261,617
Capital assets, net	\$ 129,075,810	\$ 10,052,075	\$ (5,718,965)	\$ 133,408,920

During 2014 and 2013, the Fund capitalized interest costs relating to construction of \$990,601 and \$417,962, respectively.

Note 4 - Revenue Bonds

The Fund issues bonds to provide financing for capital improvements. Payment of debt service on the bonds is derived solely from the revenues generated by the Fund. The Fund has set aside \$6,774,440 in a debt service reserve fund and has obtained reserve insurance policies to meet the remainder of its reserve requirements. The total bonds outstanding as of December 31, 2014 were \$166,875,000.

Revenue bonds outstanding as of December 31, 2014 and 2013 consisted of the following Solid Waste bonds:

Name of Issue	Issuance Date	Maturity Years	Interest Rates	Original Issue Amount	Bonds Outstanding	
					2014	2013
2007 Revenue and Refunding	12/05/2007	2008-2033	4.0 - 5.0%	\$ 82,175,000	\$ 28,665,000	\$ 71,935,000
2011 Revenue Bonds	6/22/2011	2012-2036	3.0 - 5.0%	45,750,000	42,860,000	43,940,000
2014 Revenue Bonds	6/12/2014	2015-2039	2.0 - 5.0%	95,350,000	95,350,000	-
				\$ 223,275,000	\$ 166,875,000	\$ 115,875,000

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 4 - Revenue Bonds (Continued)

Minimum debt service requirements to maturity on revenue bonds are as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2015	\$ 4,895,000	\$ 7,241,057	\$ 12,136,057
2016	5,120,000	7,532,794	12,652,794
2017	5,355,000	7,298,719	12,653,719
2018	5,540,000	7,104,069	12,644,069
2019	5,815,000	6,826,694	12,641,694
2020 - 2024	31,395,000	29,747,595	61,142,595
2025 - 2029	40,200,000	21,114,307	61,314,307
2030 - 2034	46,010,000	10,238,400	56,248,400
2035 - 2039	22,545,000	2,495,550	25,040,550
	<u>\$ 166,875,000</u>	<u>\$ 99,599,185</u>	<u>\$ 266,474,185</u>

The following table shows the revenue bond activity during the year ended December 31, 2014:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Bonds payable, revenue bonds	\$ 115,875,000	\$ 95,350,000	\$ (44,350,000)	\$ 166,875,000	\$ 4,895,000
Add (deduct) deferred amounts:					
Issuance premiums	5,425,270	12,146,201	(2,029,872)	15,541,599	-
Total bonds payable	<u>\$ 121,300,270</u>	<u>\$ 107,496,201</u>	<u>\$ (46,379,872)</u>	<u>\$ 182,416,599</u>	<u>\$ 4,895,000</u>

The following table shows the revenue bond activity during the year ended December 31, 2013:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Bonds payable, revenue bonds	\$ 119,205,000	\$ -	\$ (3,330,000)	\$ 115,875,000	\$ 3,495,000
Add (deduct) deferred amounts:					
Issuance premiums	5,681,375	-	(256,105)	5,425,270	-
Total bonds payable	<u>\$ 124,886,375</u>	<u>\$ -</u>	<u>\$ (3,586,105)</u>	<u>\$ 121,300,270</u>	<u>\$ 3,495,000</u>

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 4 - Revenue Bonds (Continued)

Defeasance of Debt - The Fund defeases certain obligations by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the old bonds. As a result, the old bonds are considered defeased, and the corresponding liabilities and trust account assets are not included in the Statement of Net Position. In 2014, \$40,855,000 bonds were defeased as shown below:

<u>Name of Issue</u>	<u>Amount Outstanding at December 31, 2013</u>	<u>Additions</u>	<u>Redemptions</u>	<u>Amount Outstanding at December 31, 2014</u>
2007 Parity	\$ -	\$ 40,855,000	\$ -	\$ 40,855,000

In June 2014, the Fund issued \$95,350,000 of Solid Waste Revenue and Refunding Bonds with varying annual principal payments due beginning 2015 and ending in 2039, at interest rates ranging from 2.0 percent and 5.0 percent. A portion of the proceeds were used to partially refund 2007 bonds. As a result of the refunding, the Fund reduced total debt service requirements by \$2.5 million resulting in an economic gain (difference between the present value of the debt service payments on the old and new debts) of \$2.3 million.

Financial Covenants - The revenue bonds contain certain financial covenants, the most significant of which requires the Fund to maintain net revenue available for debt service at least equal to 125% of annual debt service. Net revenue available for debt service, as defined by the bond covenants, was 330% of annual debt service for 2014. The Fund was in compliance with all debt covenants as of December 31, 2014.

Note 5 - Leases

The Fund has non-cancelable operating lease commitments for real and personal property with minimum payments of \$199,195 in 2014 and \$192,417 in 2013. Rents are paid as they become due and payable. Minimum payments under the leases for the years ended December 31, are as follows:

2015	\$ 194,518
2016	157,470
2017	1,702
	<u>\$ 353,690</u>

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 6 - Retirement and Other Postemployment Benefit Plans

Pension Costs - All permanent Fund employees are eligible to participate in the Seattle City Employees' Retirement System (the System), a cost-sharing public employee retirement system operated by the City. The System is a single-employer defined benefit plan in which benefits vest after five years of covered service. City employees may retire after 30 years of service regardless of age; after age 52, with 20 or more years of service; after age 57, with ten or more years of service; and after age 62, with five or more years of service. The System also provides death and disability benefits. These benefit provisions and all other requirements are established by City ordinances.

City employees are required to contribute 10.03% of their annual base salaries to the System. The City's contribution rate for the years ended December 31, 2014, 2013, and 2012 was 14.31%, 12.89%, and 11.01%, respectively. Employer rates are established by the City Council on a biannual basis. The Fund's contributions to the System for the years ended December 31, 2014, 2013, and 2012 were \$2,272,028, \$1,976,288, and \$1,683,817, respectively.

The System issues stand-alone financial statements, which may be obtained by writing to the Seattle City Employees' Retirement System, 720 Third Avenue, Suite 900, Seattle, Washington, 98104, telephone: (206) 386-1293, or www.seattle.gov/retirement/annual_report.htm.

Employer contributions for the City are as follows (dollars in millions):

Year Ended December 31,	City Required Contribution	City Actual Contribution	Percentage Contributed
2012	\$ 62.4	\$ 62.4	100%
2013	\$ 76.9	\$ 76.9	100%
2014	\$ 89.8	\$ 89.8	100%

Actuarial data and assumptions

Valuation date	January 1, 2014
Actuarial cost method	Entry age
Amortization method	Level percent
Remaining amortization period	30 years, open
Asset valuation method	5-Year Smoothing Method
Investment rate of return	750.00%
Projected general wage inflation	4.0%
Postretirement benefit increases	1.5%

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 6 - Retirement and Other Postemployment Benefit Plans (Continued)

Schedules of funding progress are as follows (dollars in millions):

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liabilities (AAL) Entry Age ¹ (b)	Unfunded AAL (UAAAL) ² (b-a)	Funded Ratio (a/b)	Covered Payroll ³ (c)	UAAAL as a % of Covered Payroll ((b-a)/c)
January 1, 2012	\$ 1,954.3	\$ 2,859.3	\$ 905.0	68.3%	\$ 557.0	162.5%
January 1, 2013	\$ 1,920.1	\$ 3,025.3	\$ 1,105.2	63.5%	\$ 567.8	194.6%
January 1, 2014	\$ 2,094.3	\$ 3,260.1	\$ 1,165.8	64.2%	\$ 597.9	195.0%

¹ Actuarial present value of benefits less actuarial present value of future normal costs based on entry age actuarial cost method.

² Actuarial accrued liabilities less actuarial value of assets.

³ Covered payroll includes compensation paid to all active employees on which contributions are calculated.

Deferred Compensation - The City offers all of its employees a deferred compensation plan (the Plan) created in accordance with Internal Revenue Code (IRC) Section 457. The Plan permits employees to defer a portion of their salaries until future years. The deferred compensation is paid to employees upon termination, retirement, death, or unforeseen emergency.

The Plan is an eligible deferred compensation plan under Section 457 of the IRC of 1986, as amended, and a trust exempt from tax under IRC Sections 457(g) and 501(a). The Plan is operated for the exclusive benefit of participants and their beneficiaries. No part of the corpus or income of the Plan shall revert to the City or be used for, or diverted to, purposes other than the exclusive benefit of participants and their beneficiaries. The Plan is not reported in the financial statements of the City or the Fund.

It is the opinion of the City's legal counsel that the City has no liability for investment losses under the Plan. Under the Plan, participants select investments from alternatives offered by the Plan Administrator, who is under contract with the City to manage the Plan. Investment selection by a participant may be changed from time to time. The City does not manage any of the investment selections. By making the selection, participants accept and assume all risks inherent in the Plan and its administration.

Other Postemployment Benefits - Health care plans for active and retired employees are administered by the City of Seattle as single-employer defined benefit public employee health care plans.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 6 - Retirement and Other Postemployment Benefit Plans (Continued)

Eligible retirees (younger than age 65) may contribute to the medical plan and any additional health care programs contemplated or amended by ordinance of the Seattle City Council and as provided in Seattle Municipal Code 4.50.020.

The Seattle City Council authorizes the obligations of the plan members and the City as employer by passing ordinances and amendments regarding contributions to the plans. Eligible retirees self-pay 100% of the premiums based on blended rates which were established by including the experience of retirees with the experience of active employees for underwriting purposes. The plan is financed on a pay-as-you-go basis, and the City was required to contribute \$1.0 million in 2014 and \$3.0 million in 2013.

The table below summarizes the City's annual cost, expected contributions to the plan, and changes in the net other post employment benefit obligation ("OPEB") for fiscal years ended December 31, 2014 and 2013. These calculations are based on the most recent actuarial valuation data available, dated January 1, 2014. The Fund has accrued \$894,715 to the plan as of December 31, 2014.

	2014	2013
Annual required contribution	\$ 4,392,000	\$ 8,452,000
Interest on net OPEB obligation	1,542,000	1,534,000
Adjustment to annual required contribution	<u>(2,403,000)</u>	<u>(2,253,000)</u>
Annual OPEB cost (expense)	3,531,000	7,733,000
Contribution (employer-paid benefits)	<u>(1,006,000)</u>	<u>(2,972,000)</u>
Increase in net OPEB obligation	2,525,000	4,761,000
Net OPEB obligation, beginning of year	44,303,000	39,542,000
Net OPEB obligation, end of year	<u>\$ 46,828,000</u>	<u>\$ 44,303,000</u>
Fund's allocated share of city liability	<u>\$ 894,715</u>	<u>\$ 870,147</u>

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Actuarially-determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. Actuarial calculations are based on the types of benefits provided under the terms of the plan and on the pattern of shared costs between the employer and plan members, at the time of each valuation. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations on the pattern of cost sharing between the employer and plan members in the future. Actuarial calculations reflect a long-term perspective.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 6 - Retirement and Other Postemployment Benefit Plans (Continued)

Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets. Significant methods and assumptions are as follows:

Actuarial data and assumptions	
Valuation date	January 1, 2014
Actuarial cost method	Entry age normal
Amortization method	Level dollar
Remaining amortization period	30 years, open
Discount rate	3.48%
Health care cost trend rates - medical	Traditional and Preventive Plans: 8%, decreasing by 0.5% for each year for two years; 16% in year 2017 and decreasing to 7.2% in 2018 Group Health Standard and Deductible Plans: 7.5%, decreasing by 0.5% for the next three years
Participation	40% of Active Employees who retire participate.
Mortality	General Service Actives based on the RP-2000 Employees Tables for Males and Females, with ages set back six years and General Service Retirees based on the RP-2000 Combined Healthy Males with ages set back two years and Females, with ages set back one year.
Marital status	45% of members electing coverage are assumed to be married or to have a registered domestic partner. Male spouses are assumed to be two years older than their female spouses.
Other considerations	Active employees with current spousal and/or dependent coverage and are under Group Health Standard or Group Health Deductible are assumed to elect same plan and coverage after retirement. Of those under City of Seattle Traditional or City of Seattle Preventative 50% are assumed to switch to the Group Health Standard Plan, the other 50% will continue coverage under the same plan.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 6 - Retirement and Other Postemployment Benefit Plans (Continued)

Schedules of funding progress are as follows (dollars in millions):

Actuarial Valuation Date	Actuarial Value of Assets (a)	AAL Entry Age (b)	UAAL (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percent of Covered Payroll (b-a)/c
January 1, 2012	\$ -	\$ 74.7	\$ 74.7	0.0%	\$ 891.6	8.4%
January 1, 2013	\$ -	\$ 78.9	\$ 78.9	0.0%	\$ 942.0	8.4%
January 1, 2014	\$ -	\$ 41.8	\$ 41.8	0.0%	\$ 1,003.5	4.2%

The Health Care Sub Fund of the General Fund is reported in the City's Comprehensive Annual Financial Report, which can be obtained by writing the Department of Finance, City of Seattle, PO Box 94747, Seattle, Washington 98124-4747 or www.seattle.gov/cafrs/.

Note 7 - Claims Payable

The City and the Fund are self-insured for certain losses arising from personal and property damage claims by third parties and for casualty losses to the Fund's property. Liabilities for identified claims and claims incurred but not reported have been recorded by the Fund.

For 2014 and 2013, liabilities for workers' compensation claims as well as other claims are discounted over a 15-year period at the City's rate of return on investments, 0.931% and 0.674%, respectively. Claims expected to be paid within one year are \$242,510 and \$249,696 as of December 31, 2014 and 2013, respectively. The schedules below present the changes in the liability for workers' compensation claims and other claims (risk financing liabilities) as of December 31:

	2014	2013
Beginning liability, undiscounted	\$ 909,067	\$ 885,993
Payments	(172,533)	(188,039)
Incurred claims and change in estimate	181,240	211,113
Ending liability, undiscounted	\$ 917,774	\$ 909,067
Ending liability, discounted (recorded balance at December 31)	\$ 886,202	\$ 883,652

The Fund is involved in litigation from time to time as a result of operations.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 8 - Compensated Absences

The Fund has recorded a liability for earned but unused compensatory, merit, and vacation leave, as well as estimated sick leave payments calculated based on the termination payment method. The schedules below show the compensated absences activity during the years ended December 31:

	2014	2013
Beginning liability	\$ 1,654,962	\$ 1,609,788
Additions	1,698,858	1,691,282
Reductions	(1,663,367)	(1,646,108)
Ending liability	\$ 1,690,453	\$ 1,654,962

Note 9 - Contractual Obligations

The City contracts with private companies for the collection of residential and commercial garbage, yard waste, food waste, and recycling. Effective March 30, 2009 the City entered into contracts with Waste Management and Recology CleanScapes for residential and commercial collection. The contracts are scheduled to end on March 31, 2019. Total payments under these contracts for residential and commercial collection in 2014 and 2013 were \$75,554,323 and \$74,712,826, respectively.

In 1990, the City entered into a contract with Waste Management of Washington, Inc. (f/k/a Washington Waste Systems) for the disposal of non-recyclable City waste. This contract is scheduled to end on March 31, 2028, however the City may terminate this contract at its option without cause on March 31, 2019. Total payments under the terms of this contract for waste disposal in 2014 and 2013 were \$12,915,856 and \$13,291,599, respectively.

The City also had negotiated a long-term yard waste processing contract with Cedar Grove Composting, Inc. This contract expired on March 30, 2014. Total payments under the terms of this contract in 2014 and 2013 were \$431,830 and \$2,670,081, respectively.

Effective April 1, 2014 the City entered into contracts with PacificClean Environmental of Washington, LLC and Lenz Enterprises, Inc. to process yard and food waste into marketable products. The contracts are scheduled to end on March 31, 2020, however the city may, at its option, extend the contract in two year increments up to March 31, 2024. Total payments under the terms of these contracts for 2014 were \$3,370,301.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 9 - Contractual Obligations (Continued)

Effective April 1, 2009, the City commenced a contract for recycling processing with Rabanco, LTD. The company is responsible for processing recyclables from both commercial and residential customers. The contract is scheduled to end on March 31, 2016 with an option to extend the contract for a three-year period at that time. Total payment for recycling processing in 2014 and 2013 were \$2,444,422 and \$2,373,270, respectively.

Note 10 - Environmental Liabilities

Following is a brief description of the significant site that requires environmental remediation:

	<u>2014</u>	<u>2013</u>
Beginning environmental liability, net of recoveries	\$ 1,405,279	\$ 1,954,447
Payments or amortization	(264,973)	(1,229,805)
Change in estimated liability	<u>(314,764)</u>	<u>680,637</u>
Ending environmental liability, net of recoveries	<u>\$ 825,542</u>	<u>\$ 1,405,279</u>

South Park - The City of Seattle and a private developer are under an Agreed Order with the Washington State Department of Ecology (Ecology) to perform a Remedial Investigation and Feasibility Study and to draft a Cleanup Action Plan for the historic South Park Landfill site under the State Model Toxics Control Act. The City and developer submitted a draft Remedial Investigation and Feasibility Study Report in April 2012 and a Draft Cleanup Action Plan in June 2014 and are negotiating with Ecology to finalize the two reports. Ecology approved an interim cleanup action by the developer on his portion of site property. That cleanup is expected to be complete in 2015. In 2012, the City executed an agreement regarding the developer's interim action that settles City liabilities for the interim cleanup costs but not City liabilities for the permanent cleanup. The City has asked Ecology to approve an interim cleanup on its portion of the site property and awaits Ecology's decision about that cleanup.

The Fund has included in its estimated liability those portions of the environmental remediation work that are currently deemed to be reasonably estimable. Cost estimates were developed using the expected cash flow technique. Estimated outlays were based on current cost and no adjustments were made for discounting or inflation. Cost scenarios were developed for a given site based on data available at the time of estimation and will be adjusted for changes in circumstance. Scenarios consider the relevant potential requirements and are adjusted when benchmarks are met or when new information revises estimated outlays, such as changes in the remediation plan or operating conditions.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
NOTES TO FINANCIAL STATEMENTS

Note 10 - Environmental Liabilities (Continued)

Costs were calculated on a weighted average that was based on the probabilities of each scenario being selected and reflected cost-sharing agreements in effect. In addition, certain estimates were derived from independent engineers and consultants. The estimates were made with the latest information available; as new information becomes available, estimates may vary significantly due to price increases or reductions, technology, or applicable laws or regulations.

The following changes in the provision for environmental liabilities at December 31 are:

	<u>2014</u>	<u>2013</u>
Environmental liability, current	\$ 568,800	\$ 1,316,000
Environmental liability, noncurrent	<u>256,742</u>	<u>89,279</u>
Ending liability	<u>\$ 825,542</u>	<u>\$ 1,405,279</u>

Note 11 - Landfill Closure and Post Closure Care

At December 31, 2014, accrued landfill closure and post closure costs consist primarily of monitoring, maintenance, and repair costs. It is the City Council's policy to include the Fund's share of all landfill closure and post closure costs in the revenue requirements used to set future solid waste rates. Therefore, the Fund uses regulatory accounting and total estimated landfill closure and post closure care costs are accrued and also reflected as a future costs in the accompanying financial statements, in accordance with generally accepted accounting principles. These costs are being amortized as they are recovered from rate payers. These costs are regulatory assets even though the Fund chooses to present them separately on the Statement of Net Position. Actual costs for closure and post closure care may be higher due to inflation, changes in technology, or changes in regulations. Such amounts would be added to the liability and accrued when identified. Landfill closure costs were fully amortized in 2009 and landfill postclosure costs will continue to amortize until 2024.

In prior years, the Fund delivered its refuse to two leased disposal sites: the Midway and Kent-Highlands landfills. Subsequent to signing the original lease agreement, federal and state requirements for closure of landfill sites were enacted. The Fund stopped disposing of municipal waste in the Midway site in 1983 and in the Kent-Highlands site in 1986.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
SOLID WASTE CUSTOMERS BY CLASS

Solid Waste Customers by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
VARIABLE CANS					
No can/vacancy	2,577	2,611	2,443	2,385	2,318
Micro-can	14,667	16,761	17,974	18,613	18,909
Mini can	41,778	43,830	44,395	44,738	45,295
32 gallon can	98,742	94,393	91,783	90,499	88,543
Two or more 32 gallon cans	<u>7,777</u>	<u>7,986</u>	<u>8,174</u>	<u>8,304</u>	<u>8,796</u>
TOTAL VARIABLE CANS	165,541	165,581	164,769	164,539	163,861
DUMPSTER ACCOUNTS	5,303	5,245	5,206	5,185	5,202
ACTIVE TRANSFER STATION CREDIT ACCOUNTS	314	293	285	269	269

OTHER INFORMATION (UNAUDITED)

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
SOLID WASTE TONNAGE

	Solid Waste Tonnage				
	2010	2011	2012	2013	2014
GARBAGE					
Residential collection	114,135	112,772	111,402	110,838	112,245
Self-haul garbage	79,293	71,033	70,474	74,019	57,844
Commercial collection	142,180	135,536	134,089	132,401	139,475
Total tons disposed	335,608	319,341	315,965	317,258	309,564
RECYCLING					
Private recycling ⁽¹⁾	208,711	220,878	218,784	229,279	241,252
Residential curbside recycling	57,131	57,234	55,317	55,023	56,054
Apartment recycling	19,267	18,544	20,599	20,886	22,212
Residential curb yard and food waste	79,952	78,456	82,244	80,989	82,588
Self-haul yard waste	7,682	6,794	6,593	6,290	4,199
Self-haul wood waste	808	739	569	626	523
Self-haul recycling	4,643	3,949	3,501	3,413	2,086
Composting ⁽²⁾	10,800	10,800	10,800	10,800	10,800
Total tons recycled	388,994	397,394	398,407	407,306	419,714
Total tons generated	724,602	716,735	714,372	724,564	729,278
Garbage as a percentage of total tons generated	46%	45%	44%	44%	42%
Recycling as a percentage of total tons generated	54%	55%	56%	56%	58%

⁽¹⁾ Estimate for 2014.

⁽²⁾ Composting figures are estimates based on surveys and include grasscycling and backyard food waste and yard waste composting. Surveys were conducted in 2005 and 2010.

SEATTLE PUBLIC UTILITIES - SOLID WASTE FUND
(An Enterprise Fund of the City of Seattle)
SOLID WASTE RATE SCHEDULE AND TRANSFER STATION FEES

Solid Waste Rate Schedule and Transfer Station Fees

2015 Monthly Residential Rate Schedule

Service unit	Rates (Effective April 1, 2015)
No can (minimum charge)	\$ 6.85
Micro can	20.60
Mini can	25.25
One can	32.90
Non-compacted dumpster (one cubic yard, once/week, one container)	243.09
Compacted dumpster (three cubic yards, once/week, one container)	702.94
Yard waste mini-can	5.45
Yard waste 32-gallon can	8.20
Yard waste 96-gallon can	10.50

⁽¹⁾ Rates listed are for curb/alley service. Backyard service rates are approximately 40% higher. Backyard service is not available for micro can, mini can or yard waste service.

⁽²⁾ Dumpster rates vary based on size and number of containers as well as the frequency of collection. Dumpster rates shown include a \$35.25 monthly account fee.

2015 Commercial Collection Rates

Like other solid waste rates, the City sets commercial rates through ordinance. Commercial rates vary with the type and level of service. A typical commercial customer has 3 cubic yards of garbage collected once per week. As of April 1, 2015 the cost of this service is \$441.76 per month, including a monthly account fee of \$24.35.

2015 Transfer Station Fees

	Rates (Effective January 1, 2010)
Garbage	
Sedans, SUVs, and station wagons	\$30.00 per trip
All other self-haul vehicles with garbage	\$145.00 per ton (\$30.00 minimum charge)
Yard and wood waste	
Sedans, SUVs, and station wagons	\$20.00 per trip
All other self-haul vehicles with yard waste	\$110.00 per ton (\$20.00 minimum charge)

APPENDIX D
DEMOGRAPHIC AND ECONOMIC INFORMATION

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DEMOGRAPHIC AND ECONOMIC INFORMATION

Seattle is the largest city in the Pacific Northwest, serves as the County seat and is the center of the County's economic activity. King County is the largest county in the State in population, number of cities and employment, and the fourteenth most populated county in the United States. Of the State's population, nearly 30% reside in the County, and of the County's population, 32% live in the City of Seattle.

Population

Historical and current population figures for the State, the County, and the City are given below.

POPULATION			
Year	Washington	King County	Seattle
1980 ⁽¹⁾	4,130,163	1,269,749	493,846
1990 ⁽¹⁾	4,866,692	1,507,319	516,259
2000 ⁽¹⁾	5,894,121	1,737,034	563,374
2007 ⁽²⁾	6,488,800	1,861,300	586,200
2008 ⁽²⁾	6,587,600	1,884,200	592,800
2009 ⁽²⁾	6,668,200	1,909,300	602,000
2010 ⁽¹⁾	6,724,540	1,931,249	608,660
2011 ⁽²⁾	6,767,900	1,942,600	612,100
2012 ⁽²⁾	6,817,770	1,957,000	616,500
2013 ⁽²⁾	6,882,400	1,981,900	626,600
2014 ⁽²⁾	6,968,170	2,017,250	640,500

(1) Source: U.S. Department of Commerce, Bureau of Census

(2) Source: State of Washington, Office of Financial Management

Per Capita Income

The following table presents per capita personal income for the Seattle Metropolitan Division (the cities of Seattle, Bellevue, and Everett), the County, the State, and the U.S.

PER CAPITA INCOME					
	2009	2010	2011	2012	2013
Seattle MD	\$ 50,676	\$ 51,167	\$ 54,029	\$ 57,825	\$ 58,483
King County	53,739	54,395	57,400	61,911	62,770
State of Washington	42,137	42,547	44,565	47,055	47,717
United States	39,379	40,144	42,332	44,200	44,765

Source: U.S. Bureau of Economic Analysis, U.S. Department of Commerce

Construction

The table below lists the value of housing construction for which building permits have been issued by entities within the City. The value of public construction is not included in this table.

CITY OF SEATTLE RESIDENTIAL BUILDING PERMIT VALUES

Year	New Single Family Units		New Multifamily Units		Total Value(\$)
	Number	Value(\$)	Number	Value(\$)	
2010	241	\$ 53,269,934	2,456	\$ 192,261,935	\$ 245,531,869
2011	316	71,808,767	2,857	376,591,834	448,400,601
2012	498	120,592,378	6,799	984,110,088	1,104,702,466
2013	822	205,297,350	5,855	805,297,482	1,010,594,832
2014 ⁽¹⁾	898	227,307,102	6,547	881,734,102	1,109,041,204
2014 ⁽²⁾	229	56,821,358	1,050	146,021,653	202,843,011
2015 ⁽²⁾	200	52,430,862	4,081	652,739,678	705,170,540

(1) Preliminary.

(2) Estimates through March.

Source: U.S. Bureau of the Census

Retail Activity

The following table presents taxable retail sales in King County and Seattle.

KING COUNTY AND THE CITY OF SEATTLE TAXABLE RETAIL SALES

Year	King County	Seattle
2008	\$ 45,711,920,389	\$ 17,096,581,492
2009	39,594,903,520	15,101,407,742
2010	39,275,353,140	14,783,168,932
2011	40,846,118,928	15,751,585,856
2012	43,506,804,227	17,162,539,275
2013	46,601,198,766	18,258,200,683
2013 ⁽¹⁾	46,093,349,116	18,258,202,770
2014 ⁽¹⁾	49,638,174,066	19,995,171,842

(1) Through fourth quarter (not finalized).

Source: Washington State Department of Revenue

Industry and Employment

The following table presents major Puget Sound-area employers and their State-wide employment data in 2014.

PUGET SOUND AREA MAJOR EMPLOYERS

Employer	Employees⁽¹⁾
The Boeing Company	81,900
Joint Base Lewis-McChord	56,000
Microsoft Corp.	43,000
Navy Region Northwest	43,000
University of Washington	30,200
Amazon.com Inc.	24,700 ⁽²⁾
Providence Health and Services	19,500
Wal-Mart Stores, Inc.	19,350
Fred Meyer Stores	15,450
King County Government	13,400
Franciscan Health System	12,440
U.S. Postal Service	11,670
Starbucks Corp.	11,240
MultiCare Health System	10,760
Swedish Health Services	10,700
City of Seattle	10,100 ⁽³⁾
Costco Wholesale Corp.	9,300
Nordstrom, Inc.	9,000
PeaceHealth	8,800
Group Health Cooperative	7,300

(1) Does not include part-time or seasonal employment figures.

(2) Estimated employee count based on company square footage.

(3) Source: City of Seattle. Figure includes temporary workers.

Source: *Puget Sound Business Journal Book of Lists, 2015*

KING COUNTY
RESIDENT CIVILIAN LABOR FORCE AND EMPLOYMENT
AND NONAGRICULTURAL WAGE AND SALARY EMPLOYMENT⁽¹⁾

	Annual Average				
	2010	2011	2012	2013	2014
Civilian Labor Force	1,113,290	1,115,790	1,129,670	1,139,610	1,158,230
Total Employment	1,011,940	1,025,070	1,055,000	1,079,950	1,104,930
Total Unemployment	101,350	90,720	74,670	59,660	53,300
Percent of Labor Force	9.1%	8.1%	6.6%	5.2%	4.6%
NAICS INDUSTRY					
Total Nonfarm	1,148,633	1,168,100	1,196,042	1,237,217	1,278,033
Total Private	981,675	1,003,175	1,030,608	1,069,975	1,108,425
Goods Producing	148,158	148,942	154,283	162,508	168,283
Mining and Logging	467	525	425	458	425
Construction	49,675	48,258	50,625	55,883	60,792
Manufacturing	98,017	100,192	103,225	106,167	107,025
Service Providing	1,000,475	1,019,158	1,041,758	1,074,708	1,109,750
Trade, Transportation, and Utilities	206,025	210,850	216,167	225,167	235,758
Information	79,408	80,183	81,017	82,617	85,583
Financial Activities	68,750	68,175	68,850	70,892	72,000
Professional and Business Services	176,675	184,567	192,525	201,042	207,933
Educational and Health Services	152,817	157,008	159,275	162,633	167,983
Leisure and Hospitality	108,700	111,075	114,850	120,575	124,883
Other Services	41,142	42,375	43,642	44,542	46,000
Government	166,958	164,925	165,433	167,242	169,608
Workers in Labor/Management Disputes	0	0	0	0	0
Mar. 2015					
Civilian Labor Force	1,183,530				
Total Employment	1,135,380				
Total Unemployment	48,150				
Percent of Labor Force	4.1%				

(1) Columns may not add to totals due to rounding.

Source: Washington State Employment Security Department

APPENDIX E
BOOK-ENTRY TRANSFER SYSTEM

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BOOK-ENTRY TRANSFER SYSTEM

The following information has been provided by DTC. The City makes no representation as to the accuracy or completeness thereof. Purchasers of the Bonds (the “Beneficial Owners”) should confirm the following with DTC or its participants (the “Participants”).

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.6 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the

Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Bond Registrar and request that copies of notices be provided directly to them.

Redemption notices will be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or Bond Registrar, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Bond Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) are the responsibility of the City or the Bond Registrar, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Bond Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The following information has been provided by the City.

The City and the Bond Registrar may treat DTC (or its nominee) as the sole and exclusive Registered Owner of the Bonds registered in such name for the purposes of payment of the principal of and premium, if any, or interest with respect to those Bonds, selecting Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Registered Owners of Bonds under the Bond Legislation, registering the transfer of Bonds, obtaining any consent or other action to be taken by Registered Owners of Bonds, and for all other purposes whatsoever; and the City and the Bond Registrar shall not be affected by any notice to the contrary. The City and the Bond Registrar shall not have any responsibility or obligation to any direct or indirect DTC participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such participant, or any other person which is not shown on the Bond Register as being a Registered Owner of Bonds, with respect to: (i) the Bonds; (ii) any records maintained by DTC or any such participant; (iii) the payment by DTC or such participant of any amount in respect of the principal of, premium, if any, or interest with respect to the Bonds; (iv) any notice which is permitted or required to be given to Registered Owners of Bonds under the Bond Legislation; (v) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Bonds; or (vi) any consent given or other action taken by DTC as Registered Owner of the Bonds.