

PUBLIC UTILITY DISTRICT NO. 1 OF OKANOGAN COUNTY, WASHINGTON

RESOLUTION NO. 1628

A RESOLUTION of the Board of Commissioners of Public Utility District No. 1 of Okanogan County, Washington, authorizing the issuance and sale of an electric revenue refunding bond in the aggregate principal amount of not to exceed \$4,145,000 to currently refund certain outstanding electric revenue bonds of the District; and fixing the form, terms and covenants of the bond.

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WHEREAS, Public Utility District No. 1 of Okanogan County, Washington (the "District") owns and operates an electric utility system for the generation, transmission and distribution of electric energy and telecommunications (the "Electric System"); and

WHEREAS, the District now has outstanding its Electric System Revenue Bonds, 2003 Series A, issued pursuant to Resolution No. 1253 (the "2003A Bonds"), its Electric System Revenue Bonds, 2003 Series B (Taxable), also issued pursuant to Resolution No. 1253 (the "2003B Bonds"), its Electric System Revenue and Refunding Bonds, 2010 Series A, issued pursuant to Resolution No. 1513 (the "2010A Bonds") and its Electric System Revenue Bonds, 2010 Series B (Taxable Build America Bonds – Direct Payment), also issued pursuant to Resolution No. 1513 (the "2010B Bonds" and collectively with the 2003A Bonds, the 2003B Bonds, the 2010A Bonds, the "Outstanding Parity Bonds"); and

WHEREAS, pursuant to Resolution No. 1253, the District reserved the right to redeem the 2003A Bonds prior to their maturity at any time on or after June 1, 2013, at a price of par plus accrued interest to the date fixed for redemption; and

WHEREAS, there are presently outstanding \$4,030,000 par value of the 2003A Bonds maturing on December 1 in the years 2017 through 2022, inclusive, and bearing interest rates between 3.90% and 4.375% (the "Refunded Bonds"); and

WHEREAS, after due consideration, it appears to the Board that the Refunded Bonds will be refunded by the sale, issuance and delivery of the electric revenue refunding bond authorized herein (the "2016 Bond") so that a savings will be effected by the difference between the principal and interest cost over the life of the 2016 Bond and the principal and interest cost over the life of the Refunded Bonds but for such refunding; and

WHEREAS, it was provided in each of the resolutions authorizing the issuance of the Outstanding Parity Bonds that additional electric revenue indebtedness may be incurred that is junior to the lien on and pledge of such revenues securing the Outstanding Parity Bonds; and

WHEREAS, to refund the Refunded Bonds and pay costs of issuing the bond, it is deemed advisable that the District issue its Junior Lien Electric Revenue Refunding Bond, Series 2016 for such purposes (the "2016 Bond"), such 2016 Bond to be payable from net revenues of the Electric System junior to the lien and charge securing the Outstanding Parity Bonds and superior to the lien and charge securing the 2014 Note, as hereinafter defined; and

WHEREAS, the District has received an offer from Key Government Finance, Inc. to purchase the 2016 Bond, and the District finds that such offer is in the best interest of the District and its ratepayers;

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF PUBLIC UTILITY DISTRICT NO. 1 OF OKANOGAN COUNTY, WASHINGTON, HEREBY RESOLVES AS FOLLOWS:

Section 1. Definitions. As used in this Resolution the following words and phrases shall have the meanings set forth below unless the context clearly indicates that another meaning is intended.

“Accreted Value” means, with respect to any Capital Appreciation Bond, as of the time of calculation, the sum of the amounts set forth in the resolution authorizing such bonds as the amounts representing the initial principal amount of such bond plus interest accrued, compounded and unpaid thereon as of the most recent compounding date.

“Annual Debt Service” for any Fiscal Year means the sum of the amounts required to be paid into the Bond Account, in such Fiscal Year, to pay:

- (a) the interest due in such Fiscal Year on all outstanding Parity Bonds, excluding interest to be paid from the proceeds of the sale of bonds and less the federal credit for a portion of interest on the Parity Bonds or Future Parity Bonds if permitted to be deducted as provided in the resolutions authorizing the issuance of those Parity Bonds or Future Parity Bonds; and
- (b) the principal of all outstanding Serial Bonds due in such Fiscal Year; and
- (c) the Sinking Fund Requirement, if any, for such Fiscal Year.

For purposes of this definition, the principal and interest portions of the Accreted Value of Capital Appreciation Bonds becoming due at maturity or by virtue of a sinking fund installment shall be included in the calculation of interest or principal in such manner and during such period as is specified in the resolution authorizing such Capital Appreciation Bonds. In calculating Annual Debt Service for purposes of this subparagraph, if the interest rate on any Parity Bonds is other than a fixed rate, the rate used shall be any rate published as The Bond Buyer’s Revenue Bond Index for municipal revenue bonds within the 30 day period prior to the date of such calculation. If such index is no longer published, another nationally recognized index for municipal revenue bonds maturing in 20 to 30 years may be used.

With the consent of the appropriate percentage of Outstanding Parity Bond owners, the District may pass a supplemental resolution supplementing the resolutions authorizing the Outstanding Parity Bonds for the purpose of providing that in calculating the Annual Debt Service, the District may exclude the direct payment the District is expected to receive in respect of the Outstanding Parity Bonds or other Future Parity Bonds for which the federal government will provide the District with a direct payment of a portion of the interest from the interest portion of Annual Debt Service. The owners of the Outstanding Parity Bonds by taking and

holding the same shall be deemed to have consented to the adoption by the District of such supplemental resolution.

“Bond Account” means the Electric Revenue Bond Account created by Resolution No. 1236.

“Bond Register” means the registration records for the 2016 Bond maintained by the Bond Registrar.

“Capital Appreciation Bonds” means Parity Bonds, the interest on which accrues and compounds, payable at maturity or earlier redemption.

“Code” means the Internal Revenue Code of 1986, as amended, together with corresponding and applicable final, temporary or proposed regulations and revenue rulings issued or amended with respect thereto by the United States Treasury Department or the Internal Revenue Service, to the extent applicable to the 2016 Bond.

“Costs of Maintenance and Operation” means all ordinary operating expenses, and including, but not limited to, costs of purchasing energy, capacity, reserves and services, including from the Wells Project, municipal taxes, and payments by the District in lieu of taxes, and current maintenance expenses, but excluding depreciation, payments for debt service or into reserve accounts, costs of capital additions to or replacements of the Electric System, or any extraordinary operating expenses including but not limited to tort claim judgments or settlements arising from the operation of the Electric System.

“Commission” means the Board of Commissioners as the general legislative authority of the District.

“Designated Representative” means the officer of the District appointed in Section 3 of this Resolution to serve as the District’s designated representative in accordance with RCW 39.46.040(2).

“District” means Public Utility District No. 1 of Okanogan County, Washington, a municipal corporation duly organized and existing under the laws of the State.

“Electric System” or “System” means the generation, distribution and transmission facilities, telecommunications facilities of the District, and any facilities hereafter acquired by the District, but such Electric System shall not include any property and facilities as may hereafter be acquired or constructed and established as a separate utility system not financed from the Gross Revenue except on a basis junior and inferior to the lien on Gross Revenue pledged to pay and secure the Parity Bonds, the revenue of which separate utility system may be pledged to the payment of revenue obligations issued to purchase, construct, condemn or otherwise acquire such separate utility system.

“Event or Events of Default” means the declaration by the registered owner of the 2016 Bond of an event of default due to determination by the registered owner of one of the following: (i) failure by the District to pay principal of or interest on the 2016 Bond when due under the 2016 Bond or this Resolution; (ii) failure by the District to comply with any of its obligations or

to perform any of its duties under the 2016 Bond or this Resolution, which failure continues and is not cured for a period of more than 60 days after the registered owner has made written demand to the District to cure such failure; or (iii) material misrepresentation to the Lender by the District in the purchase of the 2016 Bond, as reasonably concluded by the Lender after investigation and discussion with the District.

“Fiscal Year” means the Fiscal Year used by the District at any time. At the time of the adoption of this Resolution, the Fiscal Year is the 12 month period beginning January 1 of each year.

“Future Parity Bonds” means any bonds or other evidence of indebtedness issued on a parity with the Outstanding Parity Bonds.

“Government Obligations” has the meaning given to such term in chapter 39.53 RCW, as the same may be amended from time to time.

“Gross Revenue” means all income and revenues received by the District from the sale of electric energy through the ownership or operation of the Electric System and all other commodities, services and facilities sold, furnished or supplied by the District through the ownership or operation of the Electric System, together with the investment income earned on money held in any fund or account of the District, including any bond redemption funds and the accounts therein, in connection with the ownership and operation of the Electric System (but exclusive of income derived from investments irrevocably pledged to the payment of any specific revenue bonds of the District, such as bonds refunded or defeased, investment income earned on money in any arbitrage rebate account, grants for capital purposes, assessments in any local utility district and any ad valorem tax revenues).

“Issue Date” means, with respect to the 2016 Bond, the date of initial issuance and delivery of the 2016 Bond to the Lender in exchange for the purchase price of the 2016 Bond.

“Junior Lien Bonds” means the 2016 Bond and any debt issued on a parity with the 2016 Bond.

“Junior Lien Bond Account” means the “Junior Lien Bond Account” created by Section 9 of this Resolution to pay the principal of and interest on the Junior Lien Bonds.

“Lender” means Key Government Finance, Inc., and its permitted successors and assigns.

“Moody’s” means Moody’s Investors Service or its successor.

“Net Revenue” means the excess of Gross Revenue over Costs of Maintenance and Operation, excluding from the computation of Net Revenue (a) any profit or loss derived from the sale or other disposition, not in the ordinary course of business, of properties, rights or facilities of the Electric System and (b) insurance proceeds other than proceeds to replace lost revenue.

“Outstanding Parity Bonds” means the 2003A Bonds, 2003B Bonds, 2010A Bonds and 2010B Bonds.

“Parity Bonds” means the Outstanding Parity Bonds and all Future Parity Bonds.

“Professional Utility Consultant” means the independent person(s) or firm(s) selected by the District having a favorable reputation for skill and experience with electric systems of comparable size and character to the Electric System in such of the following as are relevant to the purposes for which they are retained: (a) engineering and operations and (b) the design of rates.

“Qualified Insurance” means any noncancelable municipal bond insurance policy or surety bond issued by any insurance company licensed to conduct an insurance business in any state of the United States (or by a service corporation acting on behalf of one or more such insurance companies), which insurance company or companies, as of the time of issuance of such policy or surety bond, are rated in one of two highest rating categories by Moody’s and S&P or their comparably recognized business successors.

“Qualified Letter of Credit” means any irrevocable letter of credit issued by a financial institution for the account of the District on behalf of the owners of any Parity Bonds, which institution maintains an office, agency or branch in the United States and as of the time of issuance of such letter of credit, is rated in one of the two highest rating categories by Moody’s and S&P or their comparably recognized business successors.

“Refunded Bonds” means the outstanding 2003A Bonds maturing in the years 2017 through 2022, inclusive, the refunding of which has been provided for by this Resolution.

“Refunding Plan” means:

(a) the placement of sufficient proceeds of the 2016 Bond which, together with other money of the District, if necessary, will acquire the Acquired Obligations to be deposited, with cash, if necessary, with the Refunding Trustee;

(b) the payment of the principal of and interest on the Refunded Bonds when due up to and including December 31, 2016, and the call, payment, and redemption on December 31, 2016, of all of the then-outstanding Refunded Bonds at a price of par; and

(c) the payment of the costs of issuing the 2016 Bond and the costs of carrying out the foregoing elements of the Refunding Plan.

“Refunding Trust Agreement” means a Refunding Trust Agreement between the District and the Refunding Trustee.

“Refunding Trustee” means U.S. Bank National Association of Seattle, Washington, serving as trustee or escrow agent or any successor trustee or escrow agent.

“Reserve Account” means the subaccount in the Bond Account created by Resolution No 1513.

“Resource Obligation” means an obligation of the District to pay the following costs associated with a resource from Gross Revenue as (a) Costs of Maintenance and Operation for any month in which any power and energy or other goods and services from such resource were made available to the Electric System during such month (regardless of whether or not the Electric System actually scheduled or received energy from such resource during such month) and (b) at all other times as an indebtedness of the Electric System payable from Gross Revenue on a parity of lien with Parity Bonds:

(i) costs associated with the Electric System and any facilities or resources for the generation of power and energy or for the conservation, transformation, transmission or distribution of power and energy or telecommunication services (including any common undivided interest therein) hereafter acquired, purchased or constructed by the District and declared by the Commission to be a separate system, which such costs shall include but are not limited to costs of normal operation and maintenance, renewals and replacements, additions and betterments and debt service on the bonds or other obligations of such separate system but shall exclude costs paid or to be paid from the proceeds of the sale of bonds or other obligations of such separate system, and

(ii) costs associated with the purchase of energy, capacity, capability, reserves, conservation or services under a contract.

“Revenue Fund” means the Electric System Fund of the District.

“S&P” means Standard & Poor’s Ratings Services, a Division of The McGraw-Hill Companies, Inc. or its successor.

“Serial Bonds” means Parity Bonds other than Term Bonds.

“Sinking Fund Requirement” means, for any Fiscal Year, the principal amount and premium, if any, of Term Bonds required to be purchased, redeemed or paid at maturity in such Fiscal Year as established by the resolution of the District authorizing the issuance of such Term Bonds.

“State” means the State of Washington.

“Term Bonds” means Parity Bonds the payment of principal of which will be made from mandatory sinking fund redemptions prior to their stated maturity.

“Treasurer” means the duly appointed and acting Treasurer/Finance Manager of the District, or such person who shall have assumed the duties of the Treasurer, pursuant to District resolution and in accordance with State law.

“2003A Bonds” mean the District’s Electric System Revenue Bonds, 2003 Series A, issued pursuant to Resolution No. 1253.

“2003B Bonds” mean the District’s Electric System Revenue Bonds, 2003 Series B (Taxable), issued pursuant to Resolution No. 1253.

“2010A Bonds” mean the District’s Electric System Revenue and Refunding Bonds, 2010 Series A, issued pursuant to Resolution No. 1513.

“2010B Bonds” mean the District’s Electric System Revenue Bonds, 2010 Series B (Taxable Build America Bonds – Direct Payment), issued pursuant to Resolution No. 1513.

“2014 Note” means the Electric System Revenue Anticipation Note, 2014, issued pursuant to Resolution No. 1595.

Section 2. The 2016 Bond.

A. *Purpose and Authorization of the 2016 Bond.* For the purpose of current refunding the Refunded Bonds and paying the costs incident to the issuance of the 2016 Bond, the District shall issue the 2016 Bond in the aggregate principal amount of not to exceed \$4,145,000.

B. *Description of the 2016 Bond; Appointment of Designated Representative.* The Treasurer is appointed as the Designated Representative of the District and is authorized and directed to approve the final maturity schedule of the 2016 Bond.

The 2016 Bond shall be designated the “Public Utility District No. 1 of Okanogan County, Washington, Junior Lien Electric Revenue Refunding Bond, Series 2016.” The Bond will be dated as of the date of its delivery (the “Issue Date”), with principal installments in the amounts as determined by the Designated Representative on December 1 of each year, commencing December 1, 2017, and bears interest at the rate of 1.82% payable on June 1 and December 1 of each year, commencing on June 1, 2017. Interest shall be calculated on the basis of a 360-day year consisting of 12 months of 30 days each. Upon an Event of Default and continuation thereof, the registered owner of the 2016 Bond at its option may increase the interest rate on the 2016 Bond by three percentage points. The final maturity of the 2016 Bond shall not exceed December 1, 2022.

C. *Prepayment.* The District reserves the right and option to prepay and redeem all of the principal amount of the Bond outstanding at a premium of 2.00% plus accrued interest to the date of prepayment on any date. Interest on the principal amount of the Bond called for prepayment shall cease to accrue on the date fixed for prepayment unless the principal amount called for prepayment is not paid on the prepayment date. The District shall provide five business days’ notice of such prepayment to the registered owner of the 2016 Bond.

D. *Disposition of 2016 Bond Proceeds.* The proceeds of the 2016 Bond shall be deposited with the Refunding Trustee in accordance with the provisions of Section 7 herein to carry out the Refunding Plan, including paying costs of issuance of the 2016 Bond.

E. *Sale of the 2016 Bond.* The Commission has determined that it is in the best interest of the District to sell the 2016 Bond to the Lender under the terms and conditions provided in this Resolution, including compensating the Lender for its origination fee of \$10,000, and the Lender’s counsel fee of \$6,000.

The proper District officials are authorized and directed to do everything necessary for the prompt delivery of the 2016 Bond to the Lender and for the proper application and use of the proceeds of the sale thereof.

Section 3. Registration.

A. *Bond Registrar; Registration and Transfer of the 2016 Bond.* Pursuant to RCW 39.46.030(4) the District's Treasurer shall serve as initial fiscal agent for the District (the "Bond Registrar") with respect to the 2016 Bond and is authorized, on behalf of the District, to authenticate and deliver the 2016 Bond in accordance with the provisions of the 2016 Bond and this Resolution. The 2016 Bond shall be issued only in registered form as to both principal and interest and shall be recorded on books or records maintained by the Bond Registrar (the "Bond Register"). The Bond Register shall contain the name and mailing address of the owner of the 2016 Bond.

Upon a determination by the Treasurer that maintenance of the duties of the Bond Registrar is no longer convenient, the fiscal agent of the State of Washington shall act as Bond Registrar.

The Bond Registrar shall keep, or cause to be kept, at its office, sufficient books for the registration, assignment or transfer of the 2016 Bond. The Bond Registrar is authorized, on behalf of the District, to authenticate and deliver the 2016 Bond transferred or exchanged in accordance with the provisions of the 2016 Bond and this Resolution, to serve as the District's paying agent for the 2016 Bond and to carry out all of the Bond Registrar's powers and duties under this Resolution.

The Bond Registrar shall be responsible for its representations contained in the Bond Registrar's Certificate of Authentication on the 2016 Bond.

The 2016 Bond may be assigned or transferred only in whole by the registered owner to a single investor that is (i) a bank, as defined in Section 3(a)(2) of the Securities Act of 1933, as amended; (ii) an insurance company, as defined in Section 2(13) of the Securities Act of 1933, as amended; or (iii) a "Qualified Institutional Buyer" as that term is defined in Rule 144A under the Securities Act of 1933, as amended. Any transfer shall be without cost to the owner or transferee, except for governmental charges imposed on any such transfer or exchange. The Bond Registrar shall not be obligated to exchange or transfer the 2016 Bond during the 15 days preceding any principal installment, interest or prepayment date. When the 2016 Bond has been paid in full, both principal and interest, the 2016 Bond shall be surrendered to the Bond Registrar, who shall cancel the 2016 Bond.

B. *Mutilated, Lost, Stolen or Destroyed 2016 Bond.* In case the 2016 Bond shall be lost, stolen or destroyed, the Bond Registrar may execute and deliver a new 2016 Bond of like date, number and tenor to the owner thereof upon the owner paying the associated expenses and charges of the District and upon his or her filing with the District evidence satisfactory to the District that the 2016 Bond was actually lost, stolen or destroyed and of his or her ownership thereof, and upon furnishing the District with indemnity satisfactory to the District.

Section 4. Form of the 2016 Bond. The 2016 Bond shall be in substantially the following form:

STATE OF WASHINGTON
PUBLIC UTILITY DISTRICT NO. 1 OF OKANOGAN COUNTY,
JUNIOR LIEN ELECTRIC REVENUE REFUNDING BOND, SERIES 2016

INTEREST RATE: 1.82%

REGISTERED OWNER: KEY GOVERNMENT FINANCE, INC.

PRINCIPAL AMOUNT: _____ THOUSAND AND NO/100 DOLLARS

PUBLIC UTILITY DISTRICT NO. 1 OF OKANOGAN COUNTY, a municipal corporation organized and existing under and by virtue of the laws of the State of Washington (the "District"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns, the principal of and interest on this Bond from the date hereof or the most recent date to which interest has been paid or duly provided for, as shown in the debt service schedule attached as Exhibit A. Interest shall be calculated on the basis of a 360-day year consisting of 12 months of 30 days each. Both principal of and interest on this bond are payable in lawful money of the United States of America. This bond is issued pursuant to Resolution No. 1628 of the District (the "Bond Resolution").

This bond, designated as the "Junior Lien Electric Revenue Refunding Bond, Series 2016," is issued by the District in fully registered form to provide funds for the purpose of refunding certain electric revenue bonds of the District, and to pay the costs related to the sale, issuance and delivery of the Bond. Capitalized terms used in this bond which are not specifically defined have the meanings given such terms in the Bond Resolution.

Installments of interest or principal of and interest on this bond are payable in lawful money of the United States of America and shall be paid by electronic transfer, or if unavailable, by check or draft mailed by the Treasurer of the District (the "Bond Registrar") on or prior to the payment date to the Registered Owner at its address appearing on the books or records maintained by the Bond Registrar. The last installment of principal and interest shall be payable upon presentation and surrender of this bond by the Registered Owner at the office of the Bond Registrar.

The Bond is subject to prepayment as provided in the Bond Resolution.

The Bond is not a "private activity bond" as such term is defined in the Internal Revenue Code of 1986, as amended (the "Code") and the District has designated the Bond as a "qualified tax-exempt obligation" for purposes of Section 265(b) of the Internal Revenue Code of 1986.

Reference is hereby made to the Bond Resolution, copies of which are on file in the office of the District, and to all of the provisions of which the owner of this Bond by its acceptance hereof thereby assents, for definitions of terms; a description of and the nature and extent of the security for the Bond issued under the Bond Resolution; the money of the District

pledged to the payment of the principal, and interest on the Bond and the priorities of the lien of the Bond on such money; the nature and extent and manner of enforcement of the pledge; the terms and conditions upon which Junior Lien Bonds may be issued; the rights and remedies of the owner hereof; the provisions upon which the liens, pledges, charges, trusts, assignments and covenants of the District made in the Bond Resolution may be discharged at or prior to the maturity of this Bond, and upon which this Bond shall no longer be secured by the Bond Resolution or be deemed to be outstanding thereunder; and for the other terms and provisions thereof.

So long as an Event of Default has occurred and is continuing, the registered owner of this bond may elect to increase the interest rate on this bond by 3.00%, with written notice to the Bond Registrar. The registered owner of this bond may upon the happening of an Event of Default, and during the continuance thereof, take such steps and institute such suits, actions or other proceedings in its own name as permitted by Washington State law all as it may deem appropriate for the protection and enforcement of the rights of the registered owner of the bond to collect any amounts due and owing by the District, or to obtain other appropriate relief, and may enforce the specific performance of any covenant, agreement or condition contained in the Bond Resolution. The District and the registered owner of this bond hereby irrevocably waive trial by jury with respect to such suits, actions or other proceedings.

The principal of and interest on the Bond are payable solely from and are secured by the money of the District pledged to the payment thereof by the Bond Resolution, including amounts on deposit in the Junior Lien Bond Account. The 2016 Bond is and shall be equally and ratably secured solely by the money and assets assigned, pledged, charged and confirmed in the Bond Resolution, including the Net Revenue of the Electric System.

The Bond shall not in any manner or to any extent constitute a general obligation of the District or of the State of Washington, or of any political subdivision of the State of Washington, or a charge upon any general fund or upon any money or other property of the District or of the State of Washington, or of any political subdivision of the State of Washington, not specifically pledged thereto by the Bond Resolution, nor shall the full faith and credit of the District or of the State of Washington, or of any political subdivision of the State of Washington, be pledged to the payment of the principal, premium, if any, or interest hereon. The Bond is a special limited obligation of the District payable solely from and secured solely by the money and assets specifically pledged thereto by the Bond Resolution.

The Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication herein shall have been manually signed by the Bond Registrar.

It is hereby certified, recited and declared that all acts, conditions and things required by the Constitution and laws of the State of Washington and the Bond Resolution to exist, to have happened and to have been performed precedent to and in the issuance of the Bond do exist, have happened and have been performed in due time, form and manner as required by such laws and the Bond Resolution; that the amount of the Bond, together with all other obligations or indebtedness of the District, does not exceed any Constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, Public Utility District No. 1 of Okanogan County, Washington, by its Commission, has caused this bond to be signed with the manual or facsimile signature of the President of the Board of Commissioners, and attested by the manual or facsimile signature of the Secretary thereof, and the manual or facsimile seal of the District to be imprinted hereon, all as of the 1st day of December, 2016.

PUBLIC UTILITY DISTRICT NO. 1 OF
OKANOGAN COUNTY, WASHINGTON

By _____
/s/ manual or facsimile
President of the Board of Commissioners

(SEAL)

Attest:

By _____
/s/ manual or facsimile
Secretary of the Board of Commissioners

CERTIFICATE OF AUTHENTICATION

Date of Authentication: _____

This bond is described in the within mentioned Bond Resolution and is the Junior Lien Electric Revenue Refunding Bond, Series 2016 of Public Utility District No. 1 of Okanogan County, Washington, dated December 1, 2016.

TREASURER, Bond Registrar

By _____
Authorized Signer

Section 5. Execution of Bonds. The 2016 Bond shall be executed on behalf of the District with the manual or facsimile signature of the President of the Board, attested by the manual or facsimile signature of the Secretary of the Board, and shall have the seal of the District impressed or imprinted thereon. In case either or both of the officers who have signed or attested the 2016 Bond cease to be such officer before the 2016 Bond has been actually issued and delivered, the 2016 Bond shall be valid nevertheless and may be issued by the District with the same effect as though the persons who had signed or attested the 2016 Bond had not ceased to be such officers, and the 2016 Bond may be signed or attested on behalf of the District by officers who at the date of actual execution of the 2016 Bond are the proper officers, although at the nominal date of execution of the 2016 Bond such officer was not an officer of the District.

The 2016 Bond shall bear thereon a certificate of authentication executed manually by the Bond Registrar, and only such 2016 Bond as shall bear thereon such certificate shall be entitled to any right or benefit under this Resolution.

Section 6. Revenue Fund. The District covenants that so long as the 2016 Bond is outstanding, it will continue to pay into the Revenue Fund all Gross Revenue (exclusive of earnings on money in any arbitrage rebate account or any bond account, which may be retained in such funds and account or transferred to other funds as required by this Resolution or other bond resolution).

A. The amounts in the Revenue Fund shall be used only for the following purposes and in the following order of priority:

(i) to pay Costs of Maintenance and Operation and costs associated with a Resource Obligation (to the extent payable as Costs of Maintenance and Operation);

(ii) to make all payments required to be made into the interest, principal and bond retirement accounts in the Bond Account to pay and secure the payment of the principal of, premium, if any, and interest on the Outstanding Parity Bonds and any Future Parity Bonds;

(iii) to make all payments required to be made into the reserve account in the Bond Account for the Outstanding Parity Bonds and any Future Parity Bonds and to pay any reimbursement obligations relating to payments from the reserve account;

(iv) to make all payments required to be made into the Junior Lien Bond Account for the Junior Lien Bonds; and

(v) to make all payments required to be made into the Note Fund and any other bond redemption fund created to pay and secure the payment of principal of, premium, if any, and interest on the 2014 Note and any revenue obligations of the District having a lien upon the Net Revenue junior and inferior to the lien thereon for the payment of the principal of and interest on the Outstanding Parity Bonds, any Future Parity Bonds and the Junior Lien Bonds.

B. The principal of and interest on Resource Obligations, not payable as Costs of Maintenance and Operation, shall be paid on a parity with the Parity Bonds as provided in subsections (ii) and (iii) above.

C. After all of the above payments and credits have been made, amounts remaining in the Revenue Fund may be used for any other lawful purpose of the District.

D. The District may create a rate stabilization account within the Revenue Fund pursuant to Resolution No. 1253.

Section 7. Refunding of the Refunded Bonds. The 2016 Bond is being issued to achieve debt service savings to the District and is in the best interest of the District and its ratepayers and in the public interest. In making such finding and determination, the Commission has given consideration to the fixed maturity of the 2016 Bond and the Refunded Bonds, the costs of issuance of the 2016 Bond and the known earned income from the investment of the proceeds of the issuance and sale of the 2016 Bond and other money of the District used in the Refunding Plan, pending payment and redemption of the Refunded Bonds.

A. *Appointment of Refunding Trustee.* U.S. Bank National Association of Seattle, Washington, is appointed Refunding Trustee.

B. *Use of 2016 Bond Proceeds; Acquisition of Acquired Obligations.* On the Issue Date, the proceeds of the sale of the 2016 Bond, along with District funds, shall be irrevocably deposited with the Refunding Trustee and used to discharge the obligations of the District relating to the Refunded Bonds by carrying out the Refunding Plan in accordance with the Refunding Trust Agreement. To the extent practicable, such obligations shall be discharged fully by the Refunding Trustee's simultaneous purchase of the Acquired Obligations, bearing such interest and maturing as to principal and interest in such amounts and at such times so as to provide, together with a beginning cash balance, if necessary, for the payment of the amount required to be paid by the Refunding Plan. The Acquired Obligations shall be listed and more particularly described in a schedule attached to the Refunding Trust Agreement, but are subject to substitution as set forth below. Any 2016 Bond proceeds or other money deposited with the Refunding Trustee not needed to carry out the Refunding Plan shall be returned to the District for deposit in the Junior Lien Bond Account to pay interest on the 2016 Bond on the first interest payment date.

C. *Substitution of Acquired Obligations.* The District reserves the right at any time to substitute cash or other direct, noncallable obligations of the United States of America ("Substitute Obligations") for any of the Acquired Obligations if the District obtains (1) an opinion of bond counsel to the effect that the interest on the 2016 Bond and the Refunded Bonds will remain excluded from gross income for federal income tax purposes under Sections 103, 148 and 149(d) of the Code, and (2) a verification by a nationally recognized independent certified public accounting firm that such substitution will not impair the timely payment of the amounts required to be paid by the Refunding Plan. Any surplus money resulting from the sale, transfer, other disposition or redemption of the Acquired Obligations and the substitutions therefor shall be released from the trust estate and transferred to the District to be used for any lawful District purpose.

After the purchase of the Acquired Obligations by the Refunding Trustee, the District reserves the right to substitute therefor cash or Substitute Obligations subject to the conditions that such money or securities held by the Refunding Trustee shall be sufficient to carry out the Refunding Plan, that such substitution will not cause the 2016 Bond or the Refunded Bonds to be arbitrage bonds within the meaning of Section 148 of the Code and regulations thereunder in effect on the date of such substitution and applicable to obligations issued on the issue dates of the 2016 Bond and the Refunded Bonds, as applicable, and that the District obtain, at its expense: (1) a verification by a nationally recognized independent certified public accounting firm acceptable to the Refunding Trustee confirming that the payments of principal of and interest on the substitute securities, if paid when due, and any other money held by the Refunding Trustee will be sufficient to carry out the Refunding Plan; and (2) an opinion from bond counsel to the District, to the effect that the disposition and substitution or purchase of such securities, under the statutes, rules, and regulations then in force and applicable to the 2016 Bond, will not cause the interest on the 2016 Bond or the Refunded Bonds to be included in gross income for federal income tax purposes and that such disposition and substitution or purchase is in compliance with the statutes and regulations applicable to the 2016 Bond. Any surplus money resulting from the sale, transfer, other disposition, or redemption of the Acquired

Obligations and the substitutions therefor shall be released from the trust estate and transferred to the District to be used for any lawful District purpose.

D. *Administration of Refunding Plan.* The Treasurer is authorized and directed to execute a Refunding Trust Agreement setting forth the duties, obligations and responsibilities of the Refunding Trustee in connection with the carrying out the Refunding Plan. The Refunding Trust Agreement shall, among other things, authorize and direct the Refunding Trustee to purchase the Acquired Obligations (or Substitute Obligations) and to make the payments required to be made by the Refunding Plan. All Acquired Obligations (or Substitute Obligations) and the money deposited with the Refunding Trustee and any income therefrom shall be held irrevocably, invested and applied in accordance with the provisions of Resolution No. 1253, this Resolution, chapter 39.53 RCW and other applicable State law. All administrative costs (including without limitation all necessary and proper fees, compensation, and expenses of the Refunding Trustee for the 2016 Bond and all other costs incidental to the setting up of the escrow to accomplish the Refunding Plan) and costs of issuance of the 2016 Bond may be paid out of the amounts deposited with the Refunding Trustee or other available money of the District, in accordance with the Refunding Trust Agreement.

Section 8. Call for Redemption of the Refunded Bonds. The District calls for redemption on December 31, 2016 (the "Redemption Date"), all of the Refunded Bonds at par, plus accrued interest. Such call for redemption shall identify the Refunded Bonds, the maturity dates, the Redemption Date and redemption price (expressed as a percentage of par, plus accrued interest), and shall be irrevocable after the 2016 Bond is delivered to the Lender. The Treasurer and other District officials are authorized and directed to give or cause to be given such notices as required, at the times and in the manner required, pursuant to Resolution No. 1253, and to take all other actions necessary to effect the redemption of the Refunded Bonds on the Redemption Date.

Section 9. Security for the 2016 Bond. The 2016 Bond is a special limited obligation of the District payable solely out of a special fund of the District hereby established and designated the "Junior Lien Bond Account" (the "Junior Lien Bond Account"). Amounts on deposit in the Junior Lien Bond Account shall be drawn upon only for the purpose of paying the principal and interest on the Junior Lien Bonds.

There are hereby pledged as security for the payment of the principal of, premium, if any, and interest on the 2016 Bond: (i) the Net Revenue and (ii) the money and investments, if any, credited to the Revenue Fund, the Junior Lien Bond Account, and the income therefrom. The Net Revenue and other money hereby pledged shall be subject immediately to the lien of this pledge without any physical delivery or further act, and the lien of this pledge shall be binding as against all parties having claims of any kind in tort, contract or otherwise against the District regardless of whether such parties have notice thereof.

The 2016 Bond shall have a lien on Net Revenue junior to the payment of the Costs of Maintenance and Operation, including Resource Obligations, the Outstanding Parity Bonds and any Future Parity Bonds. The 2016 Bond shall have a lien on Net Revenue senior to the payment of 2014 Note.

The 2016 Bond shall not in any manner or to any extent constitute a general obligation of the District or of 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 District or of the State, or of any political subdivision of the State, not specifically pledged thereto by this Resolution.

Section 10. General Covenants. The District covenants with the purchaser and owner of the 2016 Bond issued pursuant to this Resolution, so long as the 2016 Bond is outstanding, as follows:

A. *Rate Covenant—General*. The District shall establish, maintain and collect rates or charges for electric energy sold through the ownership or operation of the Electric System, and all other commodities, services and facilities sold, furnished or supplied by the District in connection with the ownership or operation of the Electric System that shall be fair and nondiscriminatory and adequate to provide Gross Revenue sufficient for the payment of the principal of and interest on the 2016 Bond, any bond on a parity of lien with the 2016 Bond, the 2014 Note, the Outstanding Parity Bonds and any Future Parity Bonds for which the payments have not otherwise been provided, for all payments that the District is obligated to set aside in the Junior Lien Bond Account, the Note Fund and the Bond Account, and for the proper operation and maintenance of the Electric System, and all necessary repairs, replacements and renewals thereof, the working capital necessary for the operation thereof, and for the payment of all amounts that the District may now or hereafter become obligated to pay from the Gross Revenue.

B. *Rate Covenant—Debt Service Coverage*. Such rates or charges shall be sufficient to provide Net Revenue in any Fiscal Year hereafter in an amount equal to at least 1.25 times the Annual Debt Service in such Fiscal Year on all outstanding Parity Bonds (the “Coverage Requirement”). The failure to collect Net Revenue in any Fiscal Year sufficient to comply with this covenant shall not constitute an Event of Default if the District, before the 90th day of the following Fiscal Year, both (1) employs a Professional Utility Consultant to recommend changes in the District’s rates that are estimated to produce Gross Revenue sufficient (once the rates recommended by the Professional Utility Consultant have been imposed by the District) to meet the requirements of this section; and (2) imposes rates at least as high as those recommended by such Professional Utility Consultant at the time or times so recommended.

C. *Covenant to Maintain System in Good Condition*. The District will maintain the Electric System in good repair, working order and condition, and will make all necessary and proper repairs, renewals, replacements, extensions and betterments thereto so that at all times the business carried on in connection therewith shall be properly and advantageously conducted, and the District will at all times operate the Electric System and the business in connection therewith in an efficient manner and at reasonable cost.

D. *Covenant Concerning Disposal of Properties of Electric System*. The District shall not sell, mortgage, lease or otherwise dispose of the properties of the Electric System except as provided in Resolution No. 1253.

E. *Maintenance of Insurance*. The District will keep the works, plants, properties and facilities comprising the Electric System insured, and will carry such other

insurance, with responsible insurers, with policies payable to the District, against risks, accidents or casualties, at least to the extent that insurance is usually carried by municipal corporations operating like properties; provided, however, that the District may, if deemed necessary and advisable by the Commission, institute or continue a self-insurance program with respect to any or all of the aforementioned risks.

F. *Books and Accounts.* The District shall keep proper books of account in accordance with the rules and regulations prescribed by the Division of Municipal Corporations of the State Auditor's Office, or other State department or agency succeeding to such duties of the State Auditor's office.

G. *Charges for Service.* Except as permitted or required by law, the District will not furnish or supply or permit the furnishing or supplying of electric energy in connection with the operation of the Electric System, free of charge to any person, firm or corporation, public or private, so long as any Bonds are outstanding and unpaid; provided, that, to the extent permitted by law, the District may lend money and may provide commodities, services or facilities free of charge or at a reduced charge in connection with a plan of conservation of electric energy adopted by the Commission or to aid the poor, infirm or elderly.

Section 11. Future Parity Bonds. The District covenants as long as the 2016 Bond remains outstanding as follows:

A. It will not issue any bonds or other obligations on a parity of lien with the Parity Bonds, except, upon the conditions hereinafter provided, the District reserves the right to issue Future Parity Bonds and to incur Resource Obligations and obligations under reimbursement agreements. Future Parity Bonds may be issued for any lawful purpose of the District, including but not limited to, acquiring, constructing and installing additions, betterments and improvements to and extensions of, acquiring necessary equipment for, or making necessary renewals, replacements or repairs and capital improvements to the Electric System.

The District covenants that Future Parity Bonds shall be issued only upon compliance with the following conditions:

(1) That at the times of the issuance of such Future Parity Bonds there is no deficiency in the Bond Account or in any of the accounts therein.

(2) That the annual average of the Net Revenue of the Electric System for any 12 consecutive months out of the 24 months next preceding the issuance of the Future Parity Bonds will equal at least 1.25 times the maximum Annual Debt Service required to be paid in any Fiscal Year thereafter on all Parity Bonds.

For the purposes of this subparagraph (2), the "Net Revenue of the Electric System" may be adjusted as follows:

(i) To include a full 12 months of Net Revenue from any customers added during the 12-month period being considered.

(ii) To include the annual estimated Net Revenue to be received from existing dwelling units and commercial establishments as a result of any additions, betterments and improvements to and extensions of the Electric System to be acquired, constructed or installed by the District from the proceeds of the Future Parity Bonds to be issued.

(iii) To include the additional Net Revenue that would have been received by the District if any rate change adopted prior to the delivery of the Future Parity Bonds, but subsequent to the beginning of the 12-month period being considered, had been in force during the full 12-month period.

(3) That at or prior to the time of the issuance of such Future Parity Bonds the District shall obtain and have on file a certificate from a Professional Utility Consultant which shall certify full compliance with condition (2) of this subsection A, and such certificate shall be conclusive of compliance with the conditions required therein. Such certificate shall have attached thereto financial statements of the District for the period upon which the same is based and audits by the Division of Municipal Corporations of the State Auditor's Office or from an independent certified public accountant for as many fiscal years, if any, within such period as such audits have been made and completed.

If the requirements of condition 2 of this subsection A can be met without making any adjustment pursuant to subparagraphs (i) and (ii) above, such certificate may, at the District's option, be provided by the District's Director of Finance or Treasurer.

(4) That the resolution authorizing the issuance of the Future Parity Bonds shall require that there shall be paid into the Reserve Account in the Bond Account either:

(i) at the time of issuance of such Future Parity Bonds from the proceeds of such Future Parity Bonds, or

(ii) at the time of issuance of such Future Parity Bonds, at the election of the District, out of any other funds of the District available for such purpose and paid into the Reserve Account, an amount such that the balance in the Reserve Account will (together with funds in the account or to be paid therein pursuant to any resolution authorizing other Parity Bonds) equal the reserve account requirement. The amounts required to be deposited in the Reserve Account shall be maintained and recalculated in the same fashion as provided in Section 10B of Resolution No. 1253.

B. In the event that any Future Parity Bonds are issued for the sole purpose of exchanging with or providing funds to purchase or refund or redeem and retire at or prior to their maturity any or all outstanding Parity Bonds and the issuance of such refunding Future Parity Bonds and retirement of outstanding bonds and such refunding Future Parity Bonds will not require a greater amount (except as necessary to round out maturities to the nearest \$5,000) to be paid in any Fiscal Year thereafter as Annual Debt Service than would have been required to be paid in the same Fiscal Year for Annual Debt Service on the bonds being refunded, then subsections A(2) and A(3) need not be complied with to permit such refunding Future Parity

Bonds to be issued, although the provisions of subsections A(1) and A(4) must still be complied with.

C. Nothing in this Resolution shall prevent the District from entering into contracts to purchase energy, capacity, capability, reserves, conservation or services or from authorizing and issuing bonds, notes, certificates or other obligations or evidences of indebtedness, to acquire or construct facilities or resources for the generation of power and energy, or for the conservation, transformation or transmission of power and energy, and any incidental properties to be constructed or acquired in connection therewith, which facilities or resources shall be a separate system and which contractual obligations, bonds or other obligations or evidences of indebtedness shall be payable solely from the revenues or other income derived from the ownership or operation of such separate system. Costs associated with any such contracts or separate system may be declared by resolution of the Commission to be a Resource Obligation of the Electric System provided that the following requirements shall be met at the time of such declaration:

(1) No event of default (as that term is defined in the authorizing resolutions for the Parity Bonds) with respect to any Parity Bonds or Resource Obligations has occurred and is continuing.

(2) There shall have been filed with the District a certificate of the Professional Utility Consultant stating that the additional source of power and energy or conservation from such Resource Obligation is consistent with sound utility power supply planning.

(3) There shall have been filed with the District a report of the Professional Utility Consultant stating that estimated annual Net Revenue for the second full Fiscal Year after the date of initial operation of the facilities, costs of which are to be financed as a Resource Obligation, or after the date of first delivery of energy, capacity, reserves or services pursuant to a contract, costs of which are declared to be a Resource Obligation, as the case may be, shall be at least equal to 125% of maximum Annual Debt Service in any future Fiscal Year. In estimating Net Revenue, the Professional Utility Consultant shall base such estimate on factors the Professional Utility Consultant deems to be reasonable and shall treat the costs of the Resource Obligation as Costs of Maintenance and Operation.

(4) In the event that the Resource Obligation is a contract to purchase energy, capacity, reserves or services, there shall have been filed with the District opinions of counsel to all other parties to the contract which opinions state that each such party to such contract has all requisite right, power and authority to execute and deliver such contract and to perform its obligations thereunder and that such contract constitutes a legally valid and binding obligation of such party thereto.

(5) The Resource Obligations shall not be subject to acceleration if an event of default has occurred.

D. (1) In the event that the District elects to meet the requirements of Section 10B of Resolution No. 1253 with respect to the Reserve Account as to any issue of

Future Parity Bonds through the use of a Qualified Letter of Credit or Qualified Insurance, the District may contract with the person providing such Qualified Letter of Credit or Qualified Insurance that the District's reimbursement obligation, if any, to such entity ranks on a parity of lien with payments into the Reserve Account to secure those Future Parity Bonds.

(2) In the event that the District elects additionally to secure any issue of variable rate bonds through the use of a letter of credit, insurance or other credit enhancement device, the District may contract with the entity providing such letter of credit, insurance or other credit enhancement device that the District's reimbursement obligation, if any, to such entity ranks on a parity of lien with the Parity Bonds; provided that the payments due under such reimbursement obligation are such that if such reimbursement obligation were a series of Future Parity Bonds and assuming that such credit enhancement device were to be drawn upon for the full amount available, such Future Parity Bonds could be issued in compliance with the provisions of this Section.

Section 12. Restrictions on Contracting of Obligations Secured by Revenues.

A. The District will not hereafter incur any indebtedness payable from and secured by a lien on and pledge of the Net Revenue of the Electric System that is prior to the lien and pledge of such Net Revenue securing the Outstanding Parity Bonds, except as provided in Resolution No. 1253.

B. The District will not hereafter incur any indebtedness with a lien on the Net Revenue of the Electric System on a parity with or junior to the 2016 Bond without the prior written consent of the registered owner of the 2016 Bond, which consent shall not be unreasonably withheld.

Section 13. Tax Covenants.

A. *Preservation of Tax Exemption for Interest on the 2016 Bond.* The District covenants that it will take all actions necessary to prevent interest on the 2016 Bond from being included in gross income for federal income tax purposes, and it will neither take any action nor make or permit any use of proceeds of the 2016 Bond or other funds of the District treated as proceeds of the 2016 Bond that will cause interest on the 2016 Bond to be included in gross income for federal income tax purposes. The District also covenants that it will, to the extent the arbitrage rebate requirements of Section 148 of the Code are applicable to the 2016 Bond, take all actions necessary to comply (or to be treated as having complied) with those requirements in connection with the 2016 Bond.

B. *Post Issuance Compliance.* The Treasurer is authorized and directed to review and revise the District's written procedures to facilitate compliance by the District with the covenants in this Resolution and the applicable requirements of the Code that must be satisfied after the Issue Date to prevent interest on the 2016 Bond from being included in gross income for federal tax purposes.

C. *Designation of the 2016 Bond as a "Qualified Tax-Exempt Obligation."* The District designates the 2016 Bond as a "qualified tax-exempt obligation" for the purposes of Section 265(b)(3) of the Code, and makes the following findings and determinations:

(1) the 2016 Bond is not a “private activity bond” within the meaning of Section 141 of the Code;

(2) the reasonably anticipated amount of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) that the District and any entity subordinate to the District (including any entity that the District controls, that derives its authority to issue tax-exempt obligations from the District, or that issues tax-exempt obligations on behalf of the District) will issue during the calendar year in which the 2016 Bond is issued will not exceed \$10,000,000; and

(3) the amount of tax-exempt obligations, including the 2016 Bond, designated by the District as “qualified tax-exempt obligations” for the purposes of Section 265(b)(3) of the Code during the calendar year in which the 2016 Bond is issued does not exceed \$10,000,000.

Section 14. Consent to Governing Law; Waiver of Jury Trial. The District consents and agrees to the election of State law to govern the 2016 Bond. The District irrevocably and voluntarily waives, and the Lender by purchase of the 2016 Bond irrevocably and voluntarily waives, any right they may have to a trial by jury in respect of any controversies or claims between the District and the Lender, whether arising in contract, tort or by statute, including but not limited to controversies or claims that arise out of or relate to: (i) this Resolution, (ii) the 2016 Bond or (iii) any document related to the 2016 Bond and this Resolution. The District and the Lender agree and understand that the effect of this agreement is that they are giving up the right to trial by jury to the extent permitted by law.

Section 15. Reporting Requirements. With respect to the 2016 Bond, the District is exempt from the official statement and ongoing disclosure requirements of the Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934.

The District covenants and agrees for as long as the 2016 Bond remains outstanding, it will provide annually to the registered owner of the Bond copies of (a) the audited annual financial statements of the District within 180 days after the end of each Fiscal Year if audited by an outside auditor, or if audited by the State Auditor, within 180 days after the end of each fiscal year a copy of the unaudited financial statements of the District for that fiscal year and promptly after received from the State Auditor, the audited financial statements (b) the budget of the District promptly after it is adopted each year, (c) a covenant compliance certificate annually, and (d) other information as may be reasonably requested by the Lender.

Section 16. Severability. If any provision in this Resolution is declared by any court of competent jurisdiction to be contrary to law, then such provision shall be null and void and shall be deemed separable from the remaining provision of this Resolution and shall in no way affect the validity of the other provisions of this Resolution or of the 2016 Bond.

Section 17. Effective Date. This resolution shall take effect immediately after its adoption.

ADOPTED AND APPROVED by the Board of Commissioners of Public Utility District No. 1 of Okanogan County, Washington, at a meeting this 21st day of November, 2016.

PUBLIC UTILITY DISTRICT NO. 1 OF
OKANOGAN COUNTY, WASHINGTON

By 
President


Vice President


Secretary



CERTIFICATE

I, the undersigned, Secretary of the Board of Commissioners of the Public Utility District No. 1 of Okanogan County, Washington, and keeper of the records of the Commission (herein called the "Commission"), DO HEREBY CERTIFY:

1. That the attached is a true and correct copy of Resolution No. 1628 of the Commission, duly adopted at a meeting thereof held on November 21, 2016.

2. That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Commission voted in the proper manner for the passage of the resolution; that all other requirements and proceedings incident to the proper passage of the resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this certificate.

Dated this 21 day of November, 2016.



Secretary