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CITY OF SHORELINE, WASHINGTON

ORDINANCE NO. 454

AN ORDINANCE of the City of Shoreline, Washington, relating to contracting indebtedness; providing for the issuance, specifying the maturities, interest rates, terms and covenants of $18,795,000 par value of Unlimited Tax General Obligation Bonds, 2006, authorized by the qualified voters of the City at a special election held therein pursuant to Ordinance No. 409; establishing a bond redemption fund; and approving the sale and providing for the delivery of the bonds to UBS Securities LLC of New York, New York.

WHEREAS, the City of Shoreline, Washington (the "City") does not have sufficient funds available to pay for costs of acquiring property to preserve open spaces and natural areas, improve neighborhood parks, improve existing parks and facilities, improve and develop sports fields, and improve existing trails and provide new walking and fitness paths, all as more particularly defined and described in Section 1 herein (together, the "Project").

WHEREAS, to pay costs of the Project, the City Council of the City hereby deems it necessary and advisable that the City issue and sell its unlimited tax general obligation bonds in the principal amount of no more than $18,795,000 (the "Bonds") (or such lesser maximum amount as may be legally issued under the laws governing the limitation of indebtedness).

WHEREAS, the City's voters on May 16, 2006, approved a ballot proposition authorizing the City to issue the Bonds, expend the proceeds thereof to pay costs of the Project, and levy annual excess property taxes to pay and retire the Bonds.

WHEREAS, the City has received bids for the purchase of the Bonds, the best bid being that of UBS Securities LLC of New York, New York, which bid the City Council now deems to be in the best interest of the City to accept; NOW, THEREFORE;

THE CITY COUNCIL OF THE CITY OF SHORELINE, WASHINGTON, DO ORDAIN as follows:

Section 1. Authorization of Bonds Pursuant to Election. The City of Shoreline, Washington (the "City"), shall issue and sell the total $18,795,000 par value of negotiable general obligation bonds authorized by the qualified voters of the City at a special election held on May 16, 2006, pursuant to Ordinance No. 409 passed and approved February 21, 2006, for the purpose of paying costs of acquiring property to preserve open spaces and natural areas, improve neighborhood parks, improve existing parks and facilities, improve and develop sports fields, and improve existing trails and provide new walking and fitness paths as further described below (collectively, the "Project"):

Hamlin Park property addition (approximately 8.3 acres)
Richmond Beach Saltwater Park Improvements
Trails and Paths
South Woods Property Acquisition (approximately 12.6 acres)
Cromwell Park Improvements
Kruckeberg Gardens acquisition and parking improvements (approximately 4 acres)
Field Turf at Twin Ponds Park
Hamlin Park Improvements
Baseball/Softball Field Improvements
Off-leash Dog Park
Tennis Court Lighting at Shoreline Center

Section 2. Description of Bonds. The bonds shall be called Unlimited Tax General Obligation Bonds, 2006, of the City (the "Bonds"); shall be in the aggregate principal amount of $18,795,000; shall be dated their date of initial delivery; shall be in the denomination of $5,000 or any integral multiple thereof within a single maturity; shall be numbered separately in the manner and with any additional designation as the fiscal agent of the State of Washington (as the same may be designated by the State of Washington from time to time) (the "Bond Registrar") deems necessary for purposes of identification; shall bear interest (computed on the basis of a 360 day year of twelve 30 day months) payable semiannually on each June 1 and December 1, commencing June 1, 2007, to the maturity or earlier redemption of the Bonds; and

shall mature on December 1 in years and amounts and bear interest at the rates per annum as follows:

Maturity Years	Amounts	Interest Rates
2007	$ 915,000	3.75%
2008	950,000	3.75
2009	1,000,000	4.00
2010	1,045,000	4.00
2011	1,100,000	4.00
2012	1,150,000	4.00
2013	1,200,000	4.00
2014	1,250,000	3.75
2015	1,300,000	3.60
2016	1,345,000	4.00
2017	1,395,000	4.50
2018	1,450,000	4.00
2019	1,505,000	4.00
2020	1,565,000	4.00
2021	1,625,000	4.00

The life of the capital assets to be acquired or improved with the proceeds of the Bonds exceeds the term of the Bonds.

Section 3. Registration and Transfer of Bonds. The Bonds shall be issued only in registered form as to both principal and interest and shall be recorded on 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 each Bond and the principal amount and number of each of the Bonds held by each owner.

Bonds surrendered to the Bond Registrar may be exchanged for Bonds in any authorized denomination of an equal aggregate principal amount and of the same interest rate and maturity. Bonds may be transferred only if endorsed in the manner provided thereon and surrendered to the Bond Registrar. Any exchange or transfer shall be without cost to the owner or transferee.

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

The Bonds initially shall be registered in the name of Cede & Co., as the nominee of The Depository Trust Company, New York, New York ("DTC"). The Bonds so registered shall be held in fully immobilized form by DTC as depository in accordance with the provisions of a Blanket Issuer Letter of Representations with DTC substantially in the form on file with the City Clerk under Clerk's Receiving Number 4090, and by this reference made a part hereof (as it may be amended from time to time, the "Letter of Representations"). To induce DTC to accept the Bonds as eligible for deposit at DTC, the City approves the Letter of Representations. The City Manager of the City is authorized and directed to execute and deliver the Letter of Representations, on behalf of the City, to DTC on or before the date of delivery of the Bonds to the purchaser thereof and the payment therefor, with such changes as the City Manager of the City deems to be in the best interest of the City, and the execution and delivery of the Letter of Representations shall evidence irrevocably the approval of the Letter of Representations by the City. Neither the City nor the Bond Registrar shall have any responsibility or obligation to DTC participants or the persons for whom they act as nominees with respect to the Bonds regarding accuracy of any records maintained by DTC or DTC participants of any amount in respect of principal of or interest on the Bonds, or any notice that is permitted or required to be given to registered owners hereunder (except such notice as is required to be given by the Bond Registrar to DTC).

For as long as any Bonds are held in fully immobilized form, DTC, its nominee or its successor depository shall be deemed to be the registered owner for all purposes hereunder and all references to registered owners, bondowners, bondholders or the like shall mean DTC or its

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

Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository, or a determination by the City that it no longer wishes to continue the system of book entry transfers through DTC or its successor (or any substitute depository or its successor), the City may appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

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

Section 4. Payment of Bonds. Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America. Interest on the Bonds shall be paid by checks or drafts of the Bond Registrar mailed on the interest payment date to the registered owners at the addresses appearing on the Bond Register on the 15th day of the month preceding the interest payment date or, if requested in writing by a registered owner of Bonds prior to the applicable record date, by electronic transfer on the interest payment date, provided that costs of

the electronic transfer will be paid by the requesting registered owner. Principal of the Bonds shall be payable upon presentation and surrender of the Bonds by the registered owners to the Bond Registrar. Notwithstanding the foregoing, as long as the Bonds are registered in the name of DTC or its nominee, payment of principal of and interest on the Bonds shall be made in the manner set forth in the Letter of Representations.

Section 5. Redemption Provisions and Open Market Purchase of Bonds. Bonds maturing in the years 2007 through 2016, inclusive, shall be issued without the right or option of the City to redeem those Bonds prior to their stated maturity dates. The City reserves the right and option to redeem the Bonds maturing on or after December 1, 2017, prior to their stated maturity dates at any time on or after December 1, 2016, as a whole or in part (within one or more maturities selected by the City and randomly within a maturity in such manner as the Bond Registrar shall determine), at par plus accrued interest to the date fixed for redemption.

Portions of the principal amount of any Bond, in installments of $5,000 or any integral multiple thereof, may be redeemed. If less than all of the principal amount of any Bond is redeemed, upon surrender of that Bond to the Bond Registrar, there shall be issued to the registered owner, without charge therefor, a new Bond (or Bonds, at the option of the registered owner) of the same maturity and interest rate in any of the denominations authorized by this ordinance in the aggregate principal amount remaining unredeemed.

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

All Bonds purchased or redeemed under this section shall be cancelled.

Notwithstanding the foregoing, for as long as the Bonds are registered in the name of DTC or its nominee, selection of Bonds for redemption shall be in accordance with the Letter of Representations.

Section 6. Notice of Redemption. The City shall cause notice of any intended redemption of Bonds to be given not less than 30 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the registered owner of any Bond to be redeemed at the address appearing on the Bond Register at the time the Bond Registrar prepares the notice, and the requirements of this sentence shall be deemed to have been fulfilled when notice has been mailed as so provided, whether or not it is actually received by the owner of any Bond. Interest on Bonds called for redemption shall cease to accrue on the date fixed for redemption unless the Bond or Bonds called are not redeemed when presented pursuant to the call. In addition, the redemption notice shall be mailed within the same period, postage prepaid, to Moody's Investors Service, Inc., and Standard & Poor's at their offices in New York, New York, or their successors, to UBS Securities LLC, or its successor, to Ambac Assurance, or its successor, to each NRMSIR or the MSRB and to such other persons and with such additional information as the City Finance Director shall determine, but these additional mailings shall not be a condition precedent to the redemption of Bonds. Notwithstanding the foregoing, for as long as the Bonds are registered in the name of DTC or its nominee, notice of redemption shall be given in accordance with the Letter of Representations.

Section 7. Failure to Redeem Bonds. If any Bond is not redeemed when properly presented at its maturity or call date, the City shall be obligated to pay interest on that Bond at the same rate provided in the Bond from and after its maturity or call date until that Bond, both principal and interest, is paid in full or until sufficient money for its payment in full is on

deposit in the bond redemption fund hereinafter created and the Bond has been called for payment by giving notice of that call to the registered owner thereof.

Section 8. Pledge of Taxes. For as long as any of the Bonds are outstanding, the City irrevocably pledges to levy taxes annually without limitation as to rate or amount on all of the taxable property within the City in an amount sufficient, together with other money legally available and to be used therefor, to pay when due the principal of and interest on the Bonds, and the full faith, credit and resources of the City are pledged irrevocably for the annual levy and collection of those taxes and the prompt payment of that principal and interest.

Section 9. Form and Execution of Bonds. The Bonds shall be printed or lithographed on good bond paper in a form consistent with the provisions of this ordinance and state law, shall be signed by the Mayor and City Clerk, either or both of whose signatures may be manual or in facsimile, and the seal of the City or a facsimile reproduction thereof shall be impressed or printed thereon.

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

CERTIFICATE OF AUTHENTICATION

This Bond is one of the fully registered City of Shoreline, Washington, Unlimited Tax General Obligation Bonds, 2006, described in the Bond Ordinance.

WASHINGTON STATE FISCAL AGENT
Bond Registrar

By _____
Authorized Signer

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

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

Section 10. Bond Registrar. The Bond Registrar shall keep, or cause to be kept, sufficient books for the registration and transfer of the Bonds, which shall be open to inspection by the City at all times. The Bond Registrar is authorized, on behalf of the City, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this ordinance, to serve as the City's paying agent for the Bonds and to carry out all of the Bond Registrar's powers and duties under this ordinance and City Ordinance No. 453 establishing a system of registration for the City's bonds and obligations.

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

act as members of, or in any other capacity with respect to, any committee formed to protect the rights of Bond owners.

Section 11. Preservation of Tax Exemption for Interest on Bonds. The City covenants that it will take all actions necessary to prevent interest on the Bonds from being included in gross income for federal income tax purposes, and it will neither take any action nor make or permit any use of proceeds of the Bonds or other funds of the City treated as proceeds of the Bonds at any time during the term of the Bonds, which will cause interest on the Bonds to be included in gross income for federal income tax purposes. The City also covenants that it will, to the extent the arbitrage rebate requirement of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), is applicable to the Bonds, take all actions necessary to comply (or to be treated as having complied) with that requirement in connection with the Bonds, including the calculation and payment of any penalties that the City has elected to pay as an alternative to calculating rebatable arbitrage, and the payment of any other penalties if required under Section 148 of the Code to prevent interest on the Bonds from being included in gross income for federal income tax purposes.

Section 12. Refunding or Defeasance of the Bonds. The City may issue refunding bonds pursuant to the laws of the State of Washington or use money available from any other lawful source to pay when due the principal of and interest on the Bonds, or any portion thereof included in a refunding or defeasance plan, and to redeem and retire, refund or defease all such then-outstanding Bonds (hereinafter collectively called the "defeased Bonds") and to pay the costs of the refunding or defeasance. If money and/or "government obligations" (as defined in chapter 39.53 RCW, as now or hereafter amended) maturing at a time or times and bearing interest in amounts (together with money, if necessary) sufficient to redeem and retire, refund

or defease the defeased Bonds in accordance with their terms are set aside in a special trust fund or escrow account irrevocably pledged to that redemption, retirement or defeasance of defeased Bonds (hereinafter called the "trust account"), then all right and interest of the owners of the defeased Bonds in the covenants of this ordinance and in the funds and accounts obligated to the payment of the defeased Bonds shall cease and become void. The owners of defeased Bonds shall have the right to receive payment of the principal of and interest on the defeased Bonds from the trust account. The City shall include in the refunding or defeasance plan such provisions as the City deems necessary for the random selection of any defeased Bonds that constitute less than all of a particular maturity of the Bonds, for notice of the defeasance to be given to the owners of the defeased Bonds and to such other persons as the City shall determine, and for any required replacement of Bond certificates for defeased Bonds. The defeased Bonds shall be deemed 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 as it shall determine.

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

Section 13. Bond Fund and Deposit of Bond Proceeds. There is created and established in the office of the City Finance Director a special fund designated as the Unlimited Tax General Obligation Bond Fund, 2006 (the "Bond Fund"). Accrued interest on the Bonds, if any, received from the sale and delivery of the Bonds shall be paid into the Bond Fund. All taxes collected for and allocated to the payment of the principal of and interest on the Bonds shall be deposited in the Bond Fund.

There has been previously created and established in the office of the City Finance Director a special fund designated as the General Capital Fund (the "Project Fund"). The principal proceeds and premium, if any, received from the sale and delivery of the Bonds shall be paid into the Project Fund and used for the purposes specified in Section 1 of this ordinance. Until needed to pay the costs of the Project and costs of issuance of the Bonds, the City may invest principal proceeds temporarily in any legal investment, and the investment earnings may be retained in the Project Fund and be spent for the purposes of that fund except that earnings subject to a federal tax or rebate requirement may be withdrawn from the Project Fund and used for those tax or rebate purposes.

Section 14. Approval of Sale and Bid Award. The Finance Director has fixed a date and time for, and advertised, an offer for the sale of the Bonds. Gaidos Consulting LLC, the City's Financial Advisor (the "Financial Advisor"), on behalf of the Finance Director, posted a Notice of Bond Sale, containing terms consistent with this ordinance, and the Preliminary Official Statement for the Bonds on the website of Parity, an electronic bidding service available to investment banks and others who in the judgment of the Finance Director were interested in purchasing the Bonds. Bids for the Bonds were received by the Financial Advisor, on behalf of the Treasurer, until 8:00 a.m., Prevailing Pacific Time, on November 29, 2006, at which time and place all bids were publicly reviewed. All such bids received are attached hereto as Exhibit A and by this reference incorporated herein.

The electronic bid of UBS Securites LLC of New York, New York, was the best bid received. The City Council finds that such bid is in the City's best interest and therefore ratifies the acceptance of such bid.

The Bonds will be prepared at City expense and will be delivered to the purchaser in accordance with the terms of the winning bid, (adjusted as to size and maturity amounts consistent with the Official Notice of Bond Sale) with the approving legal opinion of Foster Pepper PLLC, municipal bond counsel of Seattle, Washington, regarding the Bonds.

The proper City officials are authorized and directed to do everything necessary for the prompt delivery of the Bonds to the purchaser and for the proper application and use of the proceeds of the sale thereof.

Section 15. Preliminary Official Statement Deemed Final. The City Council has been provided with copies of a preliminary official statement dated November 13, 2006 (the "Preliminary Official Statement"), prepared in connection with the sale of the Bonds. For the sole purpose of the Bond purchaser's compliance with United States Securities and Exchange Commission ("SEC") Rule 15c2-12(b)(1), the City" deems final" that Preliminary Official Statement as of its date, except for the omission of information as to offering prices, interest rates, selling compensation, aggregate principal amount, principal amount per maturity, maturity dates, options of redemption, delivery dates, ratings and other terms of the Bonds dependent on such matters.

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

(a) Undertaking to Provide Annual Financial Information and Notice of Material Events. The City undertakes to provide or cause to be provided, either directly or through a designated agent:

(i) To each nationally recognized municipal securities information repository designated by the SEC in accordance with the

Rule ("NRMSIR") and to a state information depository, if any, established in the State of Washington (the "SID") 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) To each NRMSIR or the Municipal Securities Rulemaking Board ("MSRB"), and to the SID, timely notice of the occurrence of any of the following events with respect to the Bonds, if material: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the Bonds; (7) modifications to rights of holders of the Bonds; (8) Bond calls (other than scheduled mandatory redemptions of Term Bonds); (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds; and (11) rating changes; and

(iii) To each NRMSIR or to the MSRB, and to the SID, 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.

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

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

(ii) Shall be provided to each NRMSIR and the SID, 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 required or permitted by State law, commencing with the City's fiscal year ending December 31, 2006; and

(iii) May be provided in a single or multiple documents, and may be incorporated by reference to other documents that have been filed with each NRMSIR and the SID, or, if the document incorporated by reference is a "final official statement" with respect to other obligations of the City, that has been filed with the MSRB.

(c) Amendment of Undertaking. The Undertaking is subject to amendment after the primary offering of the Bonds without the consent of any holder of any Bond, or of any broker, dealer, municipal securities dealer, participating underwriter, rating agency, NRMSIR, the SID or the MSRB, under the circumstances and in the manner permitted by the Rule.

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

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

(e) Termination of Undertaking. The City's obligations under this Undertaking shall terminate upon the legal defeasance of all of the Bonds. In addition, the City's obligations under this Undertaking shall terminate if those provisions of the Rule 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 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 each NRMSIR or the MSRB and the SID.

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

(g) Designation of Official Responsible to Administer Undertaking. The Finance Director of the City (or such other officer of the City who may in the future perform the duties of that office) or his or her designee is authorized

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and directed in his or her discretion to take such further actions as may be necessary, appropriate or convenient to carry out the Undertaking of the City in respect of the Bonds set forth in this section and in accordance with the Rule, including, without limitation, the following actions:

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

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

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

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

(v) Effecting any necessary amendment of the Undertaking.

(h) Centralized Dissemination Agent. To the extent authorized by the SEC, the City may satisfy the Undertaking by transmitting the required filings using http://www.disclosureusa.org (or such other centralized dissemination agent as may be approved by the SEC).

Section 17. Effective Date of Ordinance. This ordinance shall take effect and be in force from and after its passage and five (5) days following publication of a summary of the ordinance consisting of its title as required by law.

PASSED BY THE CITY COUNCIL ON NOVEMBER 29, 2006.

Mayor Robert L. Ransom

ATTEST:

Scott Passey
City Clerk

APPROVED AS TO FORM:

Ian Sievers
City Attorney

50735550.3

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Publication Date: December 4, 2006

Effective Date: December 9, 2006

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EXHIBIT A

Copies of bids received for the

CITY OF SHORELINE, WASHINGTON
UNLIMITED TAX GENERAL OBLIGATION BONDS, 2006

12:02:52 p.m. PDST | Upcoming Calendar | Overview | Compare | Summary

Bid Results

Shoreline
$18,795,000 Unlimited Tax General Obligation Bonds, 2006

The following bids were submitted using ***PARITY®*** and displayed ranked by lowest TIC.
Click on the name of each bidder to see the respective bids.

Bid Award*	Bidder Name	TIC
☑ Reoffering	UBS Securities LLC	3.903604
☐	Piper Jaffray	3.912657
☐	Morgan Stanley	3.922094
☐	LaSalle Financial Services, Inc.	3.959230
☐	Wells Fargo Brokerage	3.963773
☐	Mesirow Financial, Inc.	3.988015
☐	Wachovia Securities, LLC	3.988733
☐	Prager, Sealy & Co., LLC	3.993693
☐	Merrill Lynch & Co.	4.018332
☐	BB&T Capital Markets	4.037717

*Awarding the Bonds to a specific bidder will provide you with the Reoffering Prices and Yields.

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Upcoming Calendar | Overview | Result | Excel

UBS Securities LLC - New York , NY's Bid

PARITY

Shoreline
$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,918,378.25, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	3.7500
12/01/2008	950M	3.7500
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	3.7500
12/01/2015	1,300M	3.6000
12/01/2016	1,345M	4.0000
12/01/2017	1,395M	4.5000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.0000
12/01/2021	1,625M	4.0000

Total Interest Cost:	$6,554,627.92
Premium:	$123,378.25
Net Interest Cost:	$6,431,249.67
TIC:	3.903604
Time Last Bid Received On:	11/29/2006 7:59:42 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: UBS Securities LLC, New York , NY
Contact: Michael Azzinaro
Title: Director
Telephone: 212-713-2880
Fax: 212-969-7795

Issuer Name: City of Shoreline Company Name: _____

Result

UBS Securities LLC's Reoffering Scale

PARITY

Shoreline
$18,795,000 Unlimited Tax General Obligation Bonds, 2006

Maturity Date	Amount $	Coupon %	Yield %	Dollar Price	Call Date
12/01/2007	915M	3.7500	3.5500	100.187	
12/01/2008	950M	3.7500	3.5600	100.356	
12/01/2009	1,000M	4.0000	3.6000	101.114	
12/01/2010	1,045M	4.0000	3.6000	101.465	
12/01/2011	1,100M	4.0000	3.6200	101.712	
12/01/2012	1,150M	4.0000	3.6300	101.967	
12/01/2013	1,200M	4.0000	3.6400	102.196	
12/01/2014	1,250M	3.7500	3.6200	100.891	
12/01/2015	1,300M	3.6000	3.6500	99.619	
12/01/2016	1,345M	4.0000	3.7200	102.312	
12/01/2017	1,395M	4.5000	3.8200	105.591	12/01/2016
12/01/2018	1,450M	4.0000	3.9200	100.653	12/01/2016
12/01/2019	1,505M	4.0000	4.0000	100.000	
12/01/2020	1,565M	4.0000	4.0500	99.469	
12/01/2021	1,625M	4.0000	4.0900	98.998	

Accrued Interest: $0.00

Gross Production: $18,994,498.00

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Upcoming Calendar | Overview | Result | Excel

Piper Jaffray - Minneapolis , MN's Bid

PARITY

Shoreline
$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,911,386.44, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	4.0000
12/01/2008	950M	4.0000
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.0000
12/01/2016	1,345M	4.0000
12/01/2017	1,395M	4.0000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.0000
12/01/2021	1,625M	4.0000

Total Interest Cost:	$6,556,540.00
Premium:	$116,386.44
Net Interest Cost:	$6,440,153.56
TIC:	3.912657

Time Last Bid Received On:11/29/2006 7:59:46 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Piper Jaffray, Minneapolis , MN
Contact: Steve Cavalier
Title: Managing Director
Telephone:612-303-6666
Fax: 612-303-1326

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

Morgan Stanley - San Francisco , CA's Bid

PARITY

Shoreline

$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,924,685.50, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	4.0000
12/01/2008	950M	4.0000
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.0000
12/01/2016	1,345M	5.0000
12/01/2017	1,395M	3.7500
12/01/2018	1,450M	3.7500
12/01/2019	1,505M	3.8750
12/01/2020		
12/01/2021	3,190M	4.0000

Total Interest Cost:	$6,584,572.71
Premium:	$129,685.50
Net Interest Cost:	$6,454,887.21
TIC:	3.922094

Time Last Bid Received On:11/29/2006 7:59:39 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Morgan Stanley, San Francisco , CA
Contact: MICHAEL COCHRANE
Title: SVP MANAGER
Telephone:415-693-6393
Fax: 415-788-3520

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

LaSalle Financial Services, Inc. - New York , NY's Bid

PARITY

Shoreline
$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,849,321.70, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	4.0000
12/01/2008	950M	4.0000
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.0000
12/01/2016	1,345M	4.0000
12/01/2017	1,395M	4.0000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.0000
12/01/2021	1,625M	4.0000

Total Interest Cost:	$6,556,540.00
Premium:	$54,321.70
Net Interest Cost:	$6,502,218.30
TIC:	3.959230
Time Last Bid Received On:	11/29/2006 7:50:51 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: LaSalle Financial Services, Inc., New York , NY
Contact: charles massaro
Title: director
Telephone: 212-409-7007
Fax: 212-409-7705

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

Wells Fargo Brokerage - Salt Lake City , UT's Bid

PARITY

Shoreline

$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,977,469.41, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	4.0000
12/01/2008	950M	4.0000
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.2500
12/01/2016	1,345M	5.0000
12/01/2017	1,395M	4.0000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.0000
12/01/2021	1,625M	4.0000

Total Interest Cost:	$6,719,733.33
Premium:	$182,469.41
Net Interest Cost:	$6,537,263.92
TIC:	3.963773
Time Last Bid Received On:	11/29/2006 7:57:04 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Wells Fargo Brokerage, Salt Lake City , UT
Contact: jt thompson
Title:
Telephone: 801-246-1748
Fax:

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

Mesirow Financial, Inc. - Chicago , IL's Bid

PARITY

Shoreline

$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,982,731.06, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	3.7500
12/01/2008	950M	3.7500
12/01/2009	1,000M	3.7500
12/01/2010	1,045M	3.7500
12/01/2011	1,100M	3.7500
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	5.0000
12/01/2016	1,345M	5.0000
12/01/2017	1,395M	4.0000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.0000
12/01/2021	1,625M	4.0000

Total Interest Cost:	$6,768,838.33
Premium:	$187,731.06
Net Interest Cost:	$6,581,107.27
TIC:	3.988015

Time Last Bid Received On:11/29/2006 7:58:54 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Mesirow Financial, Inc., Chicago , IL
Contact: tom basehart
Title: sr vp
Telephone:312-595-6650
Fax:

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

Wachovia Securities, LLC - Los Angeles , CA's Bid

PARITY

Shoreline

$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,823,192.50, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	3.5000
12/01/2008	950M	3.5000
12/01/2009	1,000M	3.5000
12/01/2010	1,045M	3.7500
12/01/2011	1,100M	3.7500
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.0000
12/01/2016	1,345M	5.0000
12/01/2017	1,395M	3.7500
12/01/2018	1,450M	3.8750
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.0000
12/01/2021	1,625M	4.0000

Total Interest Cost:	$6,578,037.08
Premium:	$28,192.50
Net Interest Cost:	$6,549,844.58
TIC:	3.988733

Time Last Bid Received On:11/29/2006 7:58:29 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Wachovia Securities, LLC, Los Angeles , CA
Contact: Kelly Wine
Title:
Telephone:213-486-5600
Fax: 213-624-9483

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

Prager, Sealy & Co., LLC - New York , NY's Bid

PARITY

Shoreline

$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,982,895.90, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	4.0000
12/01/2008	950M	4.0000
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.0000
12/01/2016	1,345M	5.0000
12/01/2017	1,395M	4.0000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.2000
12/01/2021	1,625M	4.2000

Total Interest Cost:	$6,782,949.00
Premium:	$187,895.90
Net Interest Cost:	$6,595,053.10
TIC:	3.993693

Time Last Bid Received On:11/29/2006 7:54:37 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Prager, Sealy & Co., LLC, New York , NY
Contact: Julius Caccopola
Title: Vice President
Telephone:212-661-6600
Fax: 212-661-2805

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

Merrill Lynch & Co. - New York , NY's Bid

PARITY

Shoreline
$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,770,977.55, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	4.0000
12/01/2008	950M	4.0000
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.0000
12/01/2016	1,345M	4.0000
12/01/2017	1,395M	4.0000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.0000
12/01/2020	1,565M	4.0000
12/01/2021	1,625M	4.0000

Total Interest Cost:	$6,556,540.00
Discount:	$24,022.45
Net Interest Cost:	$6,580,562.45
TIC:	4.018332
Time Last Bid Received On:	11/29/2006 7:58:49 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: Merrill Lynch & Co., New York , NY
Contact: Paul Kuhns
Title: Managing Director
Telephone: 212-449-5081
Fax: 212-449-3733

Issuer Name: City of Shoreline Company Name: _____

Upcoming Calendar | Overview | Result | Excel

BB&T Capital Markets - Charlotte , NC's Bid

PARITY

Shoreline
$18,795,000 Unlimited Tax General Obligation Bonds, 2006

For the aggregate principal amount of $18,795,000.00, we will pay you $18,975,443.41, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount $	Coupon %
12/01/2007	915M	4.0000
12/01/2008	950M	4.0000
12/01/2009	1,000M	4.0000
12/01/2010	1,045M	4.0000
12/01/2011	1,100M	4.0000
12/01/2012	1,150M	4.0000
12/01/2013	1,200M	4.0000
12/01/2014	1,250M	4.0000
12/01/2015	1,300M	4.0000
12/01/2016	1,345M	4.0000
12/01/2017	1,395M	4.0000
12/01/2018	1,450M	4.0000
12/01/2019	1,505M	4.3750
12/01/2020	1,565M	4.5000
12/01/2021	1,625M	4.5000

Total Interest Cost:	$6,860,613.96
Premium:	$180,443.41
Net Interest Cost:	$6,680,170.55
TIC:	4.037717

Time Last Bid Received On:11/29/2006 7:59:17 PST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: BB&T Capital Markets, Charlotte , NC
Contact: Mark Cantrell
Title:
Telephone:704-954-1504
Fax: 704-954-1550

Issuer Name: City of Shoreline Company Name: _____