

CERTIFICATE OF DESIGNATED REPRESENTATIVE

pursuant to

RESOLUTION NO. 2015-03-15 OF THE BOARD OF COUNTY COUNCILORS OF CLARK COUNTY, WASHINGTON

I, John Payne, Deputy Treasurer of Clark County, Washington (the "County"), hereby certify as follows:

1. **Authority; Definitions.** On March 31, 2015, the Board of County Councilors of the County adopted Resolution No. 2015-03-15 (the "Bond Resolution"). Unless otherwise defined herein, capitalized terms shall have the meanings as defined in the Bond Resolution and in the Purchase Offer, as applicable. Pursuant to Section 4 of the Bond Resolution, I was appointed to serve as the Designated Representative for purposes, among other things, of accepting, on behalf of the County, a Purchase Offer between the County and Specialized Lending, LLC, a Delaware limited liability company that is a wholly-owned subsidiary of Bank of America Corporation (the "Purchaser") dated March 25, 2015, offering to purchase the Bond (defined below), and setting out the Final Terms for the sale of the Bond (the "Purchase Offer").

2. **Purchase Offer.** The Bond is to be sold by private placement to the Purchaser. Based on my assessment of market conditions, in consultation with appropriate County officials and staff and the County's financial advisor, and taking into account those factors that, in my judgment, may be expected to result in the lowest true interest cost to the County, on behalf of the County, I hereby accept the terms of the Purchase Offer for the sale of the Bond and confirm that the Purchase Offer is consistent with the terms of the Bond Resolution. All terms and conditions of the Purchase Offer are incorporated by reference into the Bond and shall be deemed covenants of the County enforceable by the Purchaser.

3. Terms of the Bond.

(a) Designation. The Bond is designated the Clark County, Washington, Limited Tax General Obligation Refunding Bond, 2015 (the "Bond").

(b) Amount. The principal amount of the Bond is \$3,748,800, which does not exceed \$3,800,000.

(c) Date. The Issue Date of the Bond is expected to be April 15, 2015, which is not later than March 31, 2016, the date that is one year after the effective date of the Bond Resolution.

(d) Interest Rate. The Bond bears interest at the fixed rate per annum of 0.83%, which does not exceed 1.50%. The true interest cost to the County of the Bond is 0.903873%, which does not exceed 1.50%.

Upon the occurrence of any event of default, the interest rate on the Bond shall increase by six percentage points to an interest rate of 6.83% per annum.

(e) Payment Dates. Principal of and interest on the Bond is payable in approximately equal semiannual payments (on each June 1 and December 1), commencing December 1, 2015, and ending on June 1, 2017, as follows:

<u>Payment Date</u>	<u>Semiannual Payment</u>
December 1, 2015	\$947,943.33
June 1, 2016	947,943.62
December 1, 2016	947,944.23
June 1, 2017	947,943.71

(f) Final Maturity. The Bond matures on June 1, 2017, which is not later than December 1, 2017.

(g) Redemption Rights. The County reserves the right to prepay the Bond, in whole or in part, subject to a prepayment fee. The prepayment fee shall be in an amount sufficient to compensate the Bank for any loss incurred by it as a result of the prepayment, as documented by the Bank, including any loss arising from the liquidation or reemployment of funds obtained by it to maintain the funds used to purchase the Bond or from fees payable to terminate the deposits from which such funds were obtained. For purposes of this paragraph, the Purchaser shall be deemed to have funded the purchase of the Bond by a matching deposit or other borrowing in the applicable interbank market, whether or not the Bond was in fact so funded. In no case shall a prepayment fee apply if the Purchaser's internally derived cost of funds is higher on the date of prepayment than it was on the date the fixed rate of the Bond was set.

(h) Price. The purchase price for the Bond is equal to 100.00% of its stated principal amount, less the Purchaser's upfront fee of \$3,800, or \$3,745,000, which is not less than 98% or more than 101% of the stated principal amount of the Bond.

(i) County Debt Capacity. The issuance of the Bond will not cause the County to exceed its legal debt capacity on the date of issuance of the Bond.

(j) Reporting Requirements. The County agrees to provide to the Purchaser (i) via the Electronic Municipal Market Access ("EMMA") system of the Municipal Securities Rulemaking Board (the "MSRB"), its annual financial statements by September 27 of each year prepared (except as noted in the financial statements) in accordance with applicable generally accepted accounting principles applicable to local governmental units of the State of Washington such as the County, as such principles may be changed from time to time, which statements may be unaudited, provided, that if and when audited financial statements are prepared and available they will be provided; and (ii) directly to the Purchaser (1) the State Audit Report within ten days following its publication; (2) as soon as available, and in any event within 60 days following the commencement of the County's fiscal year, its operating budget; (3) as promptly as practicable, written notice to the Purchaser of all actions, suits or proceedings pending or threatened against the County before any arbitrator of any kind or before any court or governmental authority which could reasonably be expected to result in a Material Adverse Effect; and (4) such additional financial information as the Purchaser may reasonably request. Notwithstanding the foregoing, the County and the Purchaser agree and acknowledge that this paragraph does not and is not

intended to constitute an “undertaking” to provide continuing disclosure under Rule 15c2-12 of the United States Securities and Exchange Commission, and the County makes no representation regarding its prior compliance with any such undertaking that it may have entered into with respect to its outstanding bonds and obligations.

(k) Notice. All notices and information required to be sent to the Purchaser shall be sent to the following address:

Specialized Lending, LLC
c/o Bank of America, N.A.
Public Sector Banking
Mail Code: WA1-501-34-03
800 Fifth Avenue, Floor 34
Seattle, Washington 98104

Stokes Lawrence, P.S.
1420 Fifth Avenue, Suite 3000
Seattle, Washington 98101

(l) Payment of Bank’s Fees. I hereby authorize the Bank’s upfront fee of \$3,800 to be withheld from the proceeds of the Bond delivered to the County on the Issue Date.

4. Refunding of the Refunded Bonds.

(a) Selection of Refunded Bonds. I hereby select and designate the 2005A Refunding Candidates that mature on December 1, 2015, and December 1, 2016, as the 2005A Refunded Bonds being refunded with proceeds of the Bond. I hereby select and designate the remaining the 2005A Refunding Candidates and all of the 2003B Refunding Candidates as the Refunded Bonds being refunded, paid and redeemed with the County Contribution.

(b) Deposit of Bond Proceeds and County Contribution. I hereby authorize the proceeds of the Bond and the County Contribution to be deposited into the Refunding Account to be held until the Redemption Date and on the Redemption Date to be used for the call, payment and redemption of the Refunded Bonds at the price of par plus accrued interest to the Redemption Date. I further find and determine that the money to be deposited in the Refunding Account for the Refunded Bonds in accordance with Section 8 of the Bond Resolution will discharge and satisfy the obligations of the County under the Refunded Bond Legislation with respect to the Refunded Bonds, and the pledges, charges, trusts, covenants, and agreements of the County therein made or provided for as to the Refunded Bonds, and that the Refunded Bonds shall no longer be deemed to be outstanding under such resolution immediately upon the deposit of such money in the Refunding Account.

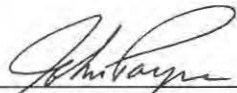
(c) Call for Redemption. I hereby call the Refunded Bonds for redemption on June 1, 2015 at a price of par plus accrued interest to the Redemption Date.

(d) Additional Findings. The issuance of the Bond will produce a minimum net present value savings to the County and its taxpayers of 2.0% (as a percentage of the principal amount of the 2005A Refunding Candidates maturing on December 1, 2015, and December 1, 2016). Net present value savings means the aggregate difference between (i) annual debt service on the 2005A Refunding Candidates maturing on December 1, 2015, and December 1, 2016, less (ii) annual debt service on the Bond (including expenses related to costs of issuance of the Bond) discounted to the Issue Date using the yield on the Bond as the discount rate, plus (iii) excess cash, if any, distributed to the County on the issue date

5. Designation of Bond as a “Qualified Tax-Exempt Obligation.” For the purposes of Section 265(b)(3) of the Code: (i) the Bond is not a “private activity bond” within the meaning of Section 141 of the Code; (ii) 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 County and any entity subordinate to the County (including any entity that the County controls, that derives its authority to issue tax-exempt obligations from the County, or that issues tax-exempt obligations on behalf of the County) will issue during 2015 (*i.e.*, the calendar year in which the Bond is issued) will not exceed \$10,000,000; and (iii) the amount of tax-exempt obligations, including the Bond, so designated by the County as “qualified tax-exempt obligations” for the purposes of Section 265(b)(3) of the Code during 2015 will not exceed \$10,000,000. Based on the foregoing, I hereby designate the Bond as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code.

Dated: April 15, 2015.

CLARK COUNTY, WASHINGTON

By  _____
John Payne, Deputy Treasurer

CLOSING CERTIFICATE

I, Doug Lasher, certify that I am the duly elected and acting Treasurer of Clark County, Washington (the "County"), authorized to execute and deliver this certificate and further certify on behalf of the County as follows:

1. This certificate is delivered in connection with the issuance of the \$3,748,800 principal amount Limited Tax General Obligation Refunding Bond, 2015 (the "Bond"), of the County. Capitalized terms used and not otherwise defined in this certificate have the meaning provided in Resolution No. 2015-03-15 of the County and in the Summary of Terms and Conditions for the Bond dated March 25, 2015 (the "Purchase Offer"), between the County and Purchaser, as applicable.

2. Resolution No. 2015-03-15 of the County, the resolution authorizing the issuance and sale of the Bond, has not been modified or repealed.

3. The representations, warranties and covenants of the County contained in the Purchase Offer were true and correct when made and are true and correct as of this date.

4. No litigation of any nature is now pending or, to my knowledge, threatened, seeking to restrain or enjoin the issuance and delivery of the Bond or the levy and collection of taxes pledged to pay the principal of and interest on the Bond, or in any manner questioning the proceedings and authority under which the Bond is issued or the validity of the Bond thereunder; neither the corporate existence or boundaries of the County nor the title of the present officers to their respective offices is being contested; and no authority or proceeding for the issuance of the Bond has been repealed, revoked or rescinded.

5. No Event of Default, as defined in the Purchase Offer, has occurred or is occurring, or any other event that, with the passage of time, the giving of notice, or both, would result in an Event of Default.

6. There has not occurred any event or condition that has had or could be reasonably expected, either individually or in the aggregate, to have a Material Adverse Effect. "Material Adverse Effect" means (A) a material adverse change in, or a material adverse effect on, the operations, business, assets, properties, liabilities (actual or contingent), condition (financial or otherwise) or prospects of the County and any of its subsidiaries, taken as a whole; (B) a material impairment of the rights and remedies of the Purchaser under any loan documentation, or of the ability of the County to perform its obligations under any loan documentation to which it is a party; or (C) a material adverse effect upon the legality, validity, binding effect or enforceability against the County of any loan documentation to which it is a party, in each case as determined in the sole discretion of the Purchaser.

7. The County represents and warrants that it (A) is not currently the subject of any Sanctions, (B) is not located or organized in any Designated Jurisdiction, and (C) is not nor has it been (within the previous five years) engaged in any transaction with any Person who is now or was then the subject of Sanctions or who is located, organized or residing in any Designated Jurisdiction. Neither the Bond, nor the proceeds thereof, will be used, directly or indirectly, to

lend, contribute, provide or otherwise be made available to fund any activity or business in any Designated Jurisdiction or to fund any activity or business of any Person located, organized or residing in any Designated Jurisdiction or who is the subject of any Sanctions, or in any other manner that will result in any violation by any Person (including the Purchaser) of Sanctions. For purposes of this section the following terms have the following meanings:

(a) "Designated Jurisdiction" means any country or territory to the extent that such country or territory is the subject of any Sanction.

(b) "Governmental Authority" means the government of the United States or any other nation, or of any political subdivision thereof, whether state or local, and any agency, authority, instrumentality, regulatory body, court, central bank or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any supra-national bodies such as the European Union or the European Central Bank).

(c) "OFAC" means the Office of Foreign Assets Control of the United States Department of the Treasury.

(d) "Person" means any natural person, corporation, limited liability company, trust, joint venture, association, company, partnership. Governmental Authority or other entity.

(e) "Sanction(s)" means any international economic sanction administered or enforced by the United States Government (including, without limitation, OFAC), the United Nations Security Council, the European Union, Her Majesty's Treasury or other relevant sanctions authority.

DATED as of April 15, 2015.

CLARK COUNTY, WASHINGTON



Doug Lasher, Treasurer

CERTIFICATE OF GENERAL OBLIGATION DEBT OUTSTANDING

I, Doug Lasher, as the Treasurer of Clark County, Washington (the "County"), hereby certify that the outstanding general obligation debt of the County, as of March 31, 2015, is as follows:

- (1) Nonvoted Debt: The nonvoted debt of the County (including, but not limited to, nonvoted general obligation bonds, long-term leases and Public Works Trust Fund Loans) is \$121,152,009¹.
- (2) Voted Debt: The County has no voted debt.

I further certify that the County has not incurred additional nonvoted or voted debt since March 31, 2015, except for the County's Limited Tax General Obligation Refunding Bond, 2015, in the principal amount of \$3,748,800, issued on the date hereof.

DATED as of April 15, 2015.

CLARK COUNTY, WASHINGTON



Doug Lasher, Treasurer

¹ Does not include \$840,000 of the County's Limited Tax General Obligation Refunding Bonds, 2003B, and \$7,755,000 of the County's Limited Tax General Obligation Bonds, 2005A, both of which will be refunded upon issuance of the Bonds.

BOND REGISTER
CLARK COUNTY, WASHINGTON
LIMITED TAX GENERAL OBLIGATION REFUNDING BOND, 2015

Name of Registered Owner:	Specialized Lending, LLC
Address of Registered Owner:	c/o Bank of America Public Sector Banking 800 Fifth Avenue, 34 th Floor Seattle, Washington 98104
Bond No.	R-1
Tax ID No.	27-2443010

Dated: April 15, 2015



Doug Lasher, Treasurer
Clark County, Washington
Bond Registrar

Information Return for Tax-Exempt Governmental Obligations

► Under Internal Revenue Code section 149(e)

► See separate instructions.

Caution: If the issue price is under \$100,000, use Form 8038-GC.

OMB No. 1545-0720

Part I Reporting Authority		If Amended Return, check here <input type="checkbox"/>	
1 Issuer's name Clark County, Washington		2 Issuer's employer identification number (EIN) 91-6001299	
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions)		3b Telephone number of other person shown on 3a	
4 Number and street (or P.O. box if mail is not delivered to street address) 1300 Franklin Street	Room/suite	5 Report number (For IRS Use Only) 3	
6 City, town, or post office, state, and ZIP code Vancouver, Washington 98666-5000		7 Date of issue 04/15/2015	
8 Name of issue Limited Tax General Obligation Refunding Bond, 2015		9 CUSIP number N/A	
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information (see instructions) Doug Lasher, County Treasurer		10b Telephone number of officer or other employee shown on 10a 360-397-2255	

Part II Type of Issue (enter the issue price). See the instructions and attach schedule.		
11 Education	11	
12 Health and hospital	12	
13 Transportation	13	
14 Public safety	14	
15 Environment (including sewage bonds)	15	
16 Housing	16	
17 Utilities	17	
18 Other. Describe ► Refund certain maturities of the County's LTGO Refunding Bonds, 2005A issued for various purposes	18	3,748,800
19 If obligations are TANs or RANs, check only box 19a		
If obligations are BANs, check only box 19b		
20 If obligations are in the form of a lease or installment sale, check box		

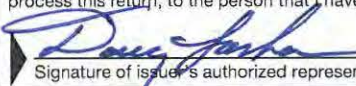
Part III Description of Obligations. Complete for the entire issue for which this form is being filed.					
	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	06/01/2017	\$ 3,748,800	\$ 3,748,800	1.3812 years	0.8298 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)					
22	Proceeds used for accrued interest	22	0		
23	Issue price of entire issue (enter amount from line 21, column (b))	23	3,748,800		
24	Proceeds used for bond issuance costs (including underwriters' discount)	24	33,800		
25	Proceeds used for credit enhancement	25	0		
26	Proceeds allocated to reasonably required reserve or replacement fund	26	0		
27	Proceeds used to currently refund prior issues	27	3,715,000		
28	Proceeds used to advance refund prior issues	28	0		
29	Total (add lines 24 through 28)	29	3,748,800		
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)	30			

Part V Description of Refunded Bonds. Complete this part only for refunding bonds.		
31	Enter the remaining weighted average maturity of the bonds to be currently refunded	1.139 years
32	Enter the remaining weighted average maturity of the bonds to be advance refunded	N/A years
33	Enter the last date on which the refunded bonds will be called (MM/DD/YYYY)	June 1, 2015
34	Enter the date(s) the refunded bonds were issued (MM/DD/YYYY)	March 14, 2005

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	N/A
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC) (see instructions)	36a	N/A
b	Enter the final maturity date of the GIC ▶ _____		
c	Enter the name of the GIC provider ▶ _____		
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37	N/A
38a	If this issue is a loan made from the proceeds of another tax-exempt issue, check box <input type="checkbox"/> and enter the following information:		
b	Enter the date of the master pool obligation ▶ _____		
c	Enter the EIN of the issuer of the master pool obligation ▶ _____		
d	Enter the name of the issuer of the master pool obligation ▶ _____		
39	If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box		<input type="checkbox"/>
40	If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box		<input type="checkbox"/>
41a	If the issuer has identified a hedge, check here <input type="checkbox"/> and enter the following information:		
b	Name of hedge provider ▶ _____		
c	Type of hedge ▶ _____		
d	Term of hedge ▶ _____		
42	If the issuer has superintegrated the hedge, check box		<input type="checkbox"/>
43	If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box		<input checked="" type="checkbox"/>
44	If the issuer has established written procedures to monitor the requirements of section 148, check box		<input checked="" type="checkbox"/>
45a	If some portion of the proceeds was used to reimburse expenditures, check here <input type="checkbox"/> and enter the amount of reimbursement ▶ _____		
b	Enter the date the official intent was adopted ▶ _____		

Signature and Consent	Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.			
		04/15/2015	Doug Lasher, County Treasurer	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Type or print name and title
	William G. Tonkin		04/15/2015	Doug Lasher, County Treasurer
	Firm's name ▶ Foster Pepper PLLC	Firm's EIN ▶ 91-0606972	Check <input type="checkbox"/> if self-employed	PTIN P01062267
	Firm's address ▶ 1111 Third Avenue, Suite 3400, Seattle, WA 98101	Phone no. (206) 447-4400		

**TAX EXEMPTION AND NONARBITRAGE CERTIFICATE
CONCERNING \$3,748,800
LIMITED TAX GENERAL OBLIGATION REFUNDING BOND, 2015
OF
CLARK COUNTY, WASHINGTON**

I, Doug Lasher, on behalf of Clark County, Washington (the "County"), certify as follows:

1. General.

1.1 Responsible Officer. I am the Treasurer of the County and, as such, am an officer of the County responsible for issuing the County's \$3,748,800 par value Limited Tax General Obligation Refunding Bond, 2015 (the "Bond"), dated, delivered and paid for on the same date as the date of this certificate (the "issue date").

1.2 Purpose of Certificate. This certificate is executed to establish the facts, estimates, and circumstances in existence on the issue date and the bona fide reasonable expectations of the County on the issue date as to future events in connection with the Bond for the purposes of the applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable Treasury Regulations under Sections 103, 141, and 148-150 of the Code.

1.3 Reasonable Basis for Expectations. To the best of my knowledge, information, and belief, this certificate accurately summarizes the facts, estimates, and circumstances in existence on the issue date, and the expectations of the County on the issue date about future events in connection with the Bond are reasonable.

1.4 Defined Terms. Capitalized words used but not otherwise defined in this certificate have the meaning set forth in Resolution No. 2015-03-15 of the County (the "Bond Resolution").

2. Purpose of Issuing the Bond.

2.1 Governmental Purpose. The County is a local government unit of the State of Washington, and the Bond is being issued for the purpose of providing the funds necessary to call, pay and redeem on June 1, 2015, in a current refunding the County's outstanding Limited Tax General Obligation Refunding Bonds, 2005A, maturing on December 1, 2015, and December 1, 2016 (the "2005A Refunded Bonds") (the "Refunding") and to pay the costs of issuance and sale of the Bond, as provided by the Bond Resolution. The 2005A Refunded Bonds are referred to as the "prior issue".

The 2005A Refunded Bonds were issued to advance refund portions of the County's Limited Tax General Obligation Bonds, 1997 (the "1997 Bonds"), Limited Tax General Obligation Bonds, 1998 (the "1998 Bonds") and Limited Tax General Obligation Bonds, 1999, Series B (the "1999B Bonds") and to pay the costs of issuance of the 2005A Refunded Bonds.

The proceeds of the 1997 Bonds were used to acquire and make improvements to the Tri-Mountain Golf Course and related facilities and equipment. The proceeds of the 1998 Bonds were used to finance the Conservation Futures Program (as that term is defined in County Resolution No. 1998-06-24), and expand, remodel, improve and equip the then-current juvenile detention facility. The proceeds of the 1999B Bonds were used to construct a joint fire district and County Sheriff and Fire Marshal public safety facility at the County Fair Grounds (the "Refinanced Improvements").

2.2 No Impermissible Private Business Use. No more than 10% (\$380,000) of the proceeds of the Bond (or of a corresponding portion of the Refinanced Improvements) will be used for any private business use. No more than 5% (\$190,000) of the proceeds of the Bond (or of a corresponding portion of the Refinanced Improvements) will be used either for any private business use that is unrelated to the governmental purpose of the Bond or for any private business use that is related to a governmental purpose of the Bond but exceeds the amount of proceeds of the Bond that are expected to be used for that governmental purpose. No more than 5% of the proceeds of the Bond will be used directly or indirectly to make or finance loans to any person other than a governmental unit, except a loan, if any, which enables the borrower to finance a governmental tax or assessment of general application for a specific essential governmental function, or which constitutes a nonpurpose investment within the meaning of Section 148 of the Code.

3. Source and Disbursement of Proceeds.

3.1 Purchaser and Purchase Price of the Bond. The Bond will be sold to Specialized Lending, LLC, a Delaware limited liability company, which is a subsidiary of Bank of America Corporation (the "Purchaser"), at a price of par. The County will pay an origination fee to the Purchaser in the amount of \$3,800 and will pay the Purchaser's legal counsel fees in an amount not to exceed \$2,500.

3.2 Funds into Which Proceeds From the Issuance and Sale of the Bond Will Be Deposited. The sale proceeds to be derived by the County from the issuance and sale of the Bond will be deposited into a special account (the "Refunding Account") established within the County's general fund. The sale proceeds deposited in the Refunding Account will be used to establish a refunding escrow to carry out the Refunding and to pay the costs of issuing, selling, and delivering the Bond.

4. The Refunding.

4.1 Use of Proceeds and Other Funds. Of the sale proceeds of the Bond deposited in the Refunding Account, \$3,715,000, together with \$92,875 of other money of the County, will be held in the Refunding Account and used to accomplish the Refunding on the Redemption Date. The remaining sale proceeds of the Bond in the amount of \$33,800 will be used to pay the costs of issuance of the Bond.

4.2 Purpose and Effect of the Refunding.

(a) Interest Cost Savings. The purpose of the Refunding is to accomplish an interest cost savings to the County of \$111,350.11 with a net present value of \$117,872.31, as

represented by the difference between debt service on the Bond and debt service on the prior issue discounted to the issue date using the yield on the Bond as the discount rate.

(b) Required Redemption of Prior Issue. The date on which the prior issue will be called for redemption pursuant to the Refunding is the first date on which that issue may be called for redemption.

5. Payment of Bond.

5.1 Debt Service Structure. The Bond is a single general obligation bond of the County. Principal of and interest on the Bond is payable in approximately equal amortized semiannual payments on each June 1 and December 1, commencing on December 1, 2015. The Bond is subject to prepayment at the option of the County, but may be subject to a prepayment penalty, as described in the Bond.

5.2 Source of Payment. The Bond is payable from the proceeds of taxes levied against all of the taxable property located within the County and other funds available therefor. Those funds that are expected to be used to pay principal of or interest on the Bond will be deposited in the Bond Fund and used within 13 months of their deposit in that fund for payment of principal of and interest on the Bond. The Bond Fund will be used primarily to achieve a proper matching of tax revenues of the County and debt service on the Bond within each bond year (as defined in applicable regulations under the Code). It is expected that the Bond Fund will be depleted at least twice a year (on each June 1 and December 1), except for a reasonable carryover amount not expected to exceed the greater of one year's earnings on that fund or 1/12 of the annual debt service on the Bond. Investment earnings from money on deposit in the Bond Fund are not expected to equal or exceed \$100,000 in any bond year.

5.3 Absence of Other Sinking Funds. Except for the Bond Fund, the County has not created or established and does not expect to create or establish any reserve fund, sinking fund, or other similar fund that is reasonably expected to be used directly or indirectly to pay debt service on the Bond or any pledged fund with respect to which there is reasonable assurance that money will be available in that fund to pay debt service on the Bond even if the County were to encounter financial difficulties.

6. Restrictions on Investing Proceeds of the Bond in Higher Yielding Investments.

6.1 Calculation of Yield on Bond. The yield on the Bond will be calculated as the yield that when used in computing the present worth of all payments of principal of and interest on the Bond, produces an amount equal to the issue price of the Bond. The Bond will be held by the Purchaser for its own account and will not be reoffered to the public. Therefore, the "issue price" is equal to the principal amount of the Bonds. Accordingly, the yield has been calculated to be 0.8298%. In determining this yield, no adjustments will be made for costs of issuance of the Bond.

6.2 Restrictions on Investment of Proceeds in Higher Yielding Investments.

(a) Proceeds in Refunding Account. The proceeds of the Bond will be fully spent for the redemption of the prior issue not later than 90 days after the issue date, and those

proceeds may be invested in higher yielding investments for a temporary period (not exceeding 90 days) from the issue date to the date that the prior issue is redeemed.

(b) Proceeds Used for Costs of Issuance. Proceeds of the Bond to be used to pay costs of issuance of the Bond may be invested in higher yielding investments for a temporary period of 90 days from the issue date.

(c) Bond Fund. Amounts treated as replacement proceeds of the Bond because they are held in the Bond Fund may be invested in higher yielding investments for a temporary period not exceeding 13 months from the date of their deposit in the Bond Fund.

(d) Investment Earnings. Investment proceeds of the Bond (other than investment earnings on Acquired Obligations in the refunding escrow) for which no other temporary period is available may be invested in higher yielding investments for a temporary period of one year from the date of receipt of those investment earnings.

(e) Restricted Yield Investments. Proceeds (and amounts treated as replacement proceeds) of the Bond that may not be invested in higher yielding investments will be invested only in (i) obligations purchased at fair market value in bona fide, arm's-length transactions in an established market for those obligations and having yields not materially higher than the yield on the Bond when calculated using the same frequency interval of compounding interest as used for the Bond, (ii) obligations the interest on which is excluded from gross income under Section 103 of the Code that are not private activity bonds under Section 141 of the Code (or obligations treated as tax-exempt obligations under Section 103 of the Code, e.g., obligations issued by certain qualified regulated investment companies that invest, to the extent practicable, all of their assets in tax-exempt governmental bonds and meet certain other conditions), (iii) Demand Deposit Securities issued by the United States Treasury pursuant to the State and Local Government Series program, or (iv) other United States Treasury Obligations—State and Local Government Series having yields not materially higher than the yield on the Bonds.

7. Compliance with Arbitrage Rebate Requirement or Conditions for Exception From Arbitrage Rebate Requirement.

7.1 General Arbitrage Rebate Compliance. If the Bond become subject to the rebate requirement imposed by Section 148 (f) of the Code, the County, in the manner and to the extent required by that Section, will calculate and rebate to the United States any investment earnings on gross proceeds of the Bond that are in excess of the amounts that would have been earned if those gross proceeds had been invested at the yield on the Bond, plus any income attributable to such excess earnings. Investment earnings on amounts held in the Bond Fund will not be taken into account for this purpose in any bond year in which those earnings do not equal or exceed \$100,000. If the County for any reason fails to comply with the rebate requirement to the extent applicable to the Bond, the County, to the extent permitted and required by Section 148(f)(7) of the Code, will pay any penalty that may be necessary to preserve the tax exemption for interest on the Bond. However, it is not expected that any rebate amount will become payable in respect of the Bond because the proceeds of the Bond held in the Refunding Account will be held uninvested in cash for the purpose of carrying out the Refunding within 90 days after the issue

date and proceeds used for issuance costs of the Bond will be spent for that purpose on the issue date.

7.2 Gross Proceeds of Bond Eligible For 6-Month Spending Exception From Rebate Requirement. It is expected that all gross proceeds of the Bond (except an amount that is not more than 5% of proceeds of the Bond) will be spent for the governmental purpose of the Bond not later than 6 months after the issue date of the Bond, and that any gross proceeds of the Bond remaining unspent at the end of that 6-month period will be spent for the governmental purpose of the Bond not later than 12 months after the issue date of the Bond.

Solely for the purpose of this spending exception from the rebate requirement, "gross proceeds" of the Bond include sale and investment proceeds of the Bond, but do not include transferred proceeds or any amounts deposited and held in the Bond Fund (so long as it constitutes a bona fide debt service fund for the Bond). If these expenditure expectations are actually realized, those gross proceeds of the Bond will be excepted from the rebate requirement pursuant to Section 148(f)(4)(B)(i) and (ii) of the Code. If these expenditure expectations are not actually realized, all gross proceeds of the Bond (other than amounts held in a bona fide debt service fund) will be subject to the rebate requirement.

8. Bond Meets Other Arbitrage Requirements.

8.1 No Other Governmental Obligations Part of This Issue. There are no other obligations of the County that are being sold at substantially the same time (less than 15 days apart) as the Bond pursuant to the same plan of financing and that are reasonably expected to be paid from substantially the same source of funds.

8.2 No Replacement of Funds Invested in Higher Yielding Investments. No portion of the proceeds of the Bond will be used directly or indirectly to replace funds of the County invested in higher yielding investments.

8.3 No Abusive Arbitrage Device. The primary, bona fide governmental purpose of issuing the Bond is to finance the costs of the Refunding. No action is being taken or will be taken in connection with the issuance of the Bond that has the effect of (i) enabling the County to exploit the difference between tax-exempt and taxable interest rates to obtain a material financial advantage by investing any portion of the gross proceeds of the Bond over any period of time, and (ii) overburdening the tax-exempt bond market as a result of issuing the Bond in a larger amount, issuing the Bond earlier, or allowing the Bond to remain outstanding longer than is otherwise reasonably necessary to finance the costs of the Refunding.

8.4 No Intent to Earn Impermissible Arbitrage Profit. The County will not take any intentional action to earn any impermissible arbitrage profit from the investment of gross proceeds of the Bond.

9. Bond Meets Other Requirements for Tax Exemption.

9.1 Bond in Registered Form. The Bond is issued only in registered form.

9.2 No Federal Guaranty. Except as otherwise permitted by the Code, payment of the principal of or interest on the Bond is not guaranteed in whole or in part by the United States or any agency or instrumentality thereof.

9.3 Information Return to Be Filed. The County will cause a Form 8038-G Information Return respecting the Bond to be timely filed with the Internal Revenue Service.

9.4 Bond Not a Hedge Bond. On the date of issue of each prior issue (or, if any prior issue also was a refunding issue, on the date of issue of the original new money obligations being refunded with proceeds of the Bond--the "original new money obligations"), the County reasonably expected that (i) at least 85% of the spendable proceeds of the those prior issue or original new money obligations would be used to carry out the governmental purposes of those prior issue or original new money obligations within the 3-year period beginning on their respective dates of issue, and (ii) not more than 50% of the proceeds of each issue of prior issue or original new money obligations would be invested in nonpurpose investments having a substantially guaranteed yield for 4 years or more.

9.5 Post-Issuance Compliance Procedures. I have on behalf of the County previously adopted Post-Issuance Compliance Procedures for Tax-Exempt Bonds to facilitate compliance by the County with the applicable requirements of the Code that must be satisfied after the issue date to maintain the tax exemption for interest on the Bond after the issue date.

10. Bond Tax-Exempt and Not an Arbitrage Bond.

The County expects that bond counsel to the County will rely upon the foregoing facts, estimates and circumstances in existence on the issue date and the reasonable expectations of the County as to future events respecting the Bond to enable them to conclude that it is not expected that proceeds of the Bond will be used in any manner that would cause the Bond to be an arbitrage bond and to provide their opinion that the Bond is a governmental obligation the interest on which is excluded from gross income for federal income tax purposes under Section 103 of the Code.

DATED April 15, 2015.

CLARK COUNTY, WASHINGTON

By: 

Doug Lasher, Treasurer

UNITED STATES OF AMERICA

STATE OF WASHINGTON

CLARK COUNTY

LIMITED TAX GENERAL OBLIGATION REFUNDING BOND, 2015

CLARK COUNTY, WASHINGTON (the "County"), a municipal corporation of the State of Washington, promises to pay to SPECIALIZED LENDING, LLC (the "Registered Owner"), from the Limited Tax General Obligation Refunding Bond Fund, 2015 (the "Bond Fund") maintained by the County Treasurer (the "Bond Registrar"), to pay this Bond, the Principal Amount of THREE MILLION EIGHT HUNDRED THOUSAND DOLLARS and to pay interest thereon as provided below.

This Bond is issued in fully registered form, is designated the Limited Tax General Obligation Refunding Bond, 2015 (the "Bond"), in the principal amount of \$3,748,800, maturing on the Maturity Date, issued by the County for general County purposes to provide the funds required to refund, pay and redeem certain of the County's outstanding limited Tax General Obligation Bonds, 2005A, and to pay the costs of issuance and sale of this Bond, all as set forth in Resolution No. 2015-03-15 of the County (the "Bond Resolution"). This Bond shall bear interest at the fixed rate of 0.83% per annum, calculated from its date of delivery to the Registered Owner, and shall be computed on the basis of a 30-day month and 360-day year. Principal of and interest on this Bond shall be payable in approximately equal semiannual amortizing installments on each June 1 and December 1, commencing December 1, 2015, to and including the Maturity Date, as set forth in Schedule 1 attached hereto and incorporated herein.

Both principal of and interest on this Bond are payable in lawful money of the United States of America. Principal of and interest on this Bond shall be paid by electronic funds transfer on each payment date, or by checks or drafts of the Bond Registrar mailed to the Registered Owner at the address appearing on the Bond Register on the second Business Day preceding the payment date.

Any prepayment of this Bond prior to its scheduled maturity may result in a prepayment fee, which shall be in an amount sufficient to compensate the Registered Owner for any loss incurred by it as a result of the prepayment, as documented by the Registered Owner, including any loss arising from the liquidation or reemployment of funds obtained by it to maintain the funds used to purchase this Bond or from fees payable to terminate the deposits from which such funds were obtained. For purposes of calculating any prepayment fee, the Registered Owner shall be deemed to have funded the purchase of this Bond by a matching deposit or other borrowing in the applicable interbank market, whether or not this Bond was in fact so funded. In no case shall a prepayment fee apply if the Registered Owner's internally derived cost of funds is higher on the date of prepayment than it was on the date the fixed rate of this Bond was set.

Upon the occurrence of any event of default, as defined in the Purchase Offer, and so long as such event of default continues uncured or this Bond is repaid in full, the interest rate on this Bond shall increase by six percentage points to an interest rate of 6.83% per annum and the Registered Owner may

exercise all default remedies available to it in law or equity. Such default interest shall be payable upon demand.

This Bond constitutes a general indebtedness of the County and is payable from tax revenues of the County and such other money as is lawfully available and pledged by the County for the payment of principal of and interest on this Bond. For as long as this Bond is outstanding, the County irrevocably pledges that it shall, in the manner provided by law within the constitutional and statutory tax limitations provided by law without the assent of the voters, include in its annual property tax levy amounts sufficient, together with other money that is legally available, to pay principal of and interest on this Bond as the same becomes due. The full faith, credit and resources of the County are pledged irrevocably for the prompt payment of the principal and interest on this Bond and such pledge shall be enforceable in mandamus against the County.

The County has designated this Bond as a qualified tax-exempt obligation for the purpose of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

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

This Bond may be transferred by the Registered Owner, only in whole and with the prior written notice to the County. The Registered Owner is purchasing this Bond for its own account with the intent of holding it for investment and not with a present view toward resale or other disposition of this Bond or any part thereof. The Registered Owner may transfer this Bond, without restriction, to (a) an affiliate of the Registered Owner or (b) a trust or other custodial arrangement established by the Registered Owner or one of its affiliates, the owners of any beneficial interest in which are limited to qualified institutional buyers or accredited investors.

The County and the Bond Registrar may deem and treat the Registered Owner of this Bond as its absolute owner for the purpose of receiving payment of principal and interest and for all other purposes, and neither the County nor the Bond Registrar shall be affected by any notice to the contrary other than proper notice of assignment. As used herein, Registered Owner means the person or entity named as Registered Owner of this Bond on the front hereof and on the Bond Register.

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

The principal of and interest on this Bond shall be paid only to the Registered Owner as of the Record Date and to no other person or entity, and this Bond may not be assigned except on the Bond Register.

It is certified that all acts, conditions and things required to be done precedent to and in the issuance of this Bond have been done, have happened and have been performed as required by law, and that the total indebtedness of the County, including this Bond, does not exceed any constitutional or statutory limitations.

IN WITNESS WHEREOF, the County has caused this Bond to be executed on behalf of the County by the signatures of the Chairman of the Board of County Councilors and the Clerk of the Board of County Councilors, and the seal of the County to be printed hereon, this 15th day of April, 2015.

CLARK COUNTY, WASHINGTON

By



Chair, Board of County Councilors

By



Clerk of the Board of County Councilors

Date of Authentication: April 15, 2015

CERTIFICATE OF AUTHENTICATION

This Bond is the fully registered Clark County, Washington, Limited Tax General Obligation Refunding Bond, 2015, described in the Bond Resolution.

By



Clark County Treasurer, Bond Registrar

ASSIGNMENT

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

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

the within mentioned Bond and irrevocably constitutes and appoints _____
_____ to transfer the same on the Bond Register with full power of
substitution in the premises.

DATED: _____.

Registered Owner

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

Signature Guaranteed:

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

SCHEDULE 1

Principal of and interest on the Bond is payable in approximately equal semiannual payments (on each June 1 and December 1), commencing December 1, 2015, and ending on June 1, 2017, as follows:

Payment Date	Semiannual Payment
December 1, 2015	\$947,943.33
June 1, 2016	947,943.62
December 1, 2016	947,944.23
June 1, 2017	947,943.71

RECEIPT FOR PAYMENT

CLARK COUNTY, WASHINGTON, acknowledges receipt from Specialized Lending, LLC this day of \$3,745,000 in full payment for the County's \$3,748,800 principal amount Limited Tax General Obligation Refunding Bond, 2015, which settlement amount was computed as follows:

Par value of Bond	\$3,748,800.00
Less: Bank's Upfront Fee	<u>(3,800.00)</u>
TOTAL SETTLEMENT AMOUNT	<u>\$3,745,000.00</u>

DATED: April 15, 2015.

CLARK COUNTY, WASHINGTON



Doug Lasher, Treasurer

SIGNATURE IDENTIFICATION CERTIFICATE

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

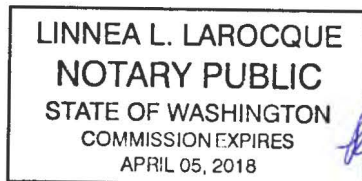
I, TINA REDLINE, certify that I am the Deputy Clerk of the Board of County Councilors of Clark County, Washington (the "County"), and have been at all times since January 2011, and that DAVID MADORE is the Chair of the Board of County Councilors of the County and has been at all times since January 2015.

I further certify that the \$3,748,800 principal amount Limited Tax General Obligation Refunding Bond, 2015, of the County dated April 15, 2015, bears my signature as Clerk of Board of County Councilors of the County and the signature of DAVID MADORE as Chair of the Board of County Councilors of the County.

CLARK COUNTY, WASHINGTON

Tina Redline
Tina Redline, Deputy Clerk of the Board of County Councilors

SUBSCRIBED AND SWORN TO before me this 14th day of April, 2015.



Linnea L. Larocque
(Signature of Notary)
Linnea L. Larocque
(Legibly Print or Stamp Name of Notary)

Notary public in and for the State of Washington,
residing at Battle Ground
My appointment expires 4-5-2018