

OFFERING MEMORANDUM

Book-Entry Only

**Moody's Rating: Long-Term: Aaa; Short-Term: P-1
S&P Rating: Short-Term: A-1+**

**KING COUNTY, WASHINGTON
LIMITED TAX GENERAL OBLIGATION NOTES
(PAYABLE FROM SEWER REVENUES)
(COMMERCIAL PAPER)
NOT TO EXCEED \$250,000,000**

SERIES A

SERIES B (TAXABLE)

This Offering Memorandum provides information concerning two series of commercial paper notes (the "Notes") issuable by King County, Washington (the "County"). The Notes consist of (i) a tax-exempt series (the "Series A Notes") (see "Tax Matters—Tax-Exempt Notes"), and (ii) a taxable series (the "Series B Notes" or the "Taxable Notes") (see "Tax Matters—Taxable Notes"). The Notes are issuable from time to time to finance and refinance certain capital projects of the County's sewer system (the "Sewer System"). BofA Securities, Inc. currently serves as the dealer for the Notes (the "Dealer") and U.S. Bank, National Association currently serves as issuing and paying agent for the Notes (the "Issuing and Paying Agent").

The Notes are to be issued as fully registered obligations and, when issued, are registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC acts as securities depository for the Notes and purchases of beneficial interests in the Notes are made in book-entry form as more fully described under "Description of the Notes." So long as DTC or its nominee is the registered owner of the Notes, payment of principal of and interest on the Notes is made directly to DTC or to such nominee. Disbursements of such payments to DTC's Direct Participants are the responsibility of DTC, and disbursements of such payments to the Beneficial Owners are the responsibility of the Direct Participants and the Indirect Participants, as described in Appendix B. Purchasers of the Notes will not receive physical certificates representing their interests in the Notes.

The Notes are general obligations of the County. The County irrevocably covenants and agrees that, for as long as any of the Notes are outstanding and unpaid, each year it will include in its budget and levy an ad valorem tax upon all the property within the County subject to taxation in an amount that will be sufficient, together with all other revenues and money of the County legally available for such purposes, to pay the principal of and interest on the Notes as the same will become due. The County irrevocably pledges that the annual tax to be levied for the payment of such principal and interest will be within and as a part of the tax levy permitted to counties without a vote of the people, and that a sufficient portion of the taxes to be levied and collected annually by the County prior to the full payment of the principal of and interest on the Notes will be irrevocably set aside and pledged for the payment of the principal of and interest on the Notes. The full faith, credit, and resources of the County are irrevocably pledged for the annual levy and collection of said taxes and for the prompt payment of the principal of and interest on the Notes as the same will become due.

The Notes are also payable from and secured by a pledge of Revenue of the System. The lien and charge of the Notes on Revenue of the System is (i) subject to the payment of Operating and Maintenance Expenses of the Sewer System, (ii) subordinate to the lien and charge securing the Parity Bonds, the Parity Lien Obligations, and the Junior Lien Obligations, (iii) equal to the lien and charge securing the outstanding Multi-Modal LTGO/Sewer Revenue Bonds and any issued in the future, and (iv) superior to all other liens and charges on such revenue, including the lien and charge on such revenue securing any Subordinate Lien Obligations, the State Revolving Fund Loans, and the Public Works Trust Fund Loans, as such terms are defined in the Ordinance described herein.

The forms of opinions of Pacifica Law Group LLP, Seattle, Washington ("Bond Counsel"), delivered to the County, the Issuing and Paying Agent, and the Dealer are set forth in Appendices A-1 and A-2.

BofA Securities

Dated: January 21, 2022

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INFORMATION CONCERNING THE OFFERING

No dealer, broker, salesperson or any other person has been authorized to give any information or to make any representation, other than the information and representations contained in this Offering Memorandum, in connection with the sale of the Notes and, if given or made, such information or representations must not be relied upon as having been authorized by the County. This Offering Memorandum does not constitute an offer to sell or the solicitation of an offer to buy the Notes.

The Dealer has provided the following sentence for inclusion in this Offering Memorandum. The Dealer has reviewed the information in this Offering Memorandum in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Dealer does not guarantee the accuracy or completeness of such information.

The Notes have not been registered under the Securities Act of 1933, as amended.

Certain statements contained or incorporated by reference in this Offering Memorandum do not reflect historical facts but are forecasts and “forward-looking statements.” No assurance can be given that the future results discussed herein will be achieved, and actual results may differ materially from the forecasts described herein. All projections, forecasts, assumptions, and other forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth in this Offering Memorandum.

The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Offering Memorandum nor any sale made hereunder shall, under any circumstances, create any implication that the information herein is correct as of any time subsequent to its date.

This Offering Memorandum contains certain information for quick reference only; it is not a summary of the terms of the Notes. Information essential to the making of an informed decision with respect to the Notes may be obtained in the manner and from the resources described herein. All references to the documents and other materials not purporting to be quoted in full are qualified in their entirety by references to the complete provisions of the documents and other materials referenced which may be obtained in the manner described herein. The information in this Offering Memorandum is subject to change without notice after its date and future use of this Offering Memorandum shall not otherwise create any implication that there has been no change in the matters referred to in this Offering Memorandum.

The information in this Offering Memorandum will not be updated or distributed upon the sale of each new issuance of Notes. Investors should independently determine the creditworthiness of the County, and should consult their own financial and legal advisors prior to making an investment decision.

A purchase of Notes involves certain investment risks and each prospective purchaser should make an independent evaluation of all the information presented or incorporated in this Offering Memorandum in order to make an informed investment decision. The outbreak of the 2019 novel coronavirus (“COVID-19”) was a significant event that had and will have ongoing, material effects on the finances, operations, and economy of the County. Some historic information included in or incorporated into this Offering Memorandum about the County predates the outbreak of COVID-19 and should be considered in light of the possible or probable negative effects the COVID-19 pandemic may have on the current and future finances, operations, and economy of the County and the State of Washington.

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**KING COUNTY, WASHINGTON
LIMITED TAX GENERAL OBLIGATION NOTES
(PAYABLE FROM SEWER REVENUES)
(COMMERCIAL PAPER)
NOT TO EXCEED \$250,000,000**

SERIES A SERIES B (TAXABLE)

INTRODUCTION

This Offering Memorandum, including the cover page, inside cover page, and appendices, provides certain limited information regarding King County, Washington (the “County”), in connection with the issuance of the County’s Limited Tax General Obligation Notes (Payable from Sewer Revenues) (Commercial Paper), Series A (the “Series A Notes”), and the County’s Limited Tax General Obligation Notes (Payable from Sewer Revenues) (Commercial Paper), Series B (Taxable) (the “Series B Notes” or the “Taxable Notes”).

The Series A Notes and the Series B Notes (together, the “Notes”) may be issued from time to time in the aggregate principal amount of not to exceed \$250,000,000 to finance and refinance certain capital projects of the County’s sewer system (the “Sewer System”).

The Notes are general obligations of the County, secured by the full faith, credit, and resources of the County, as described herein under “Security for the Notes—Pledge of Full Faith and Credit of the County.” The Notes are also payable from and secured by a pledge of the earnings, revenues, and money received by the County from or on account of the operation of the Sewer System (“Revenue of the System”), subject to the payment of Operating and Maintenance Expenses of the Sewer System and other limitations as described herein under “Security for the Notes—Pledge of Sewer Revenues.”

THE COUNTY

General

King County is the largest county in the State of Washington (the “State”) in population, number of cities, and employment, and the twelfth most populated county in the United States. Of the State’s population, nearly 30% reside in King County, and of the County’s population, 34% live in the City of Seattle. Seattle is the largest city in the Pacific Northwest and, as the County seat, is the center of the County’s economic activity. Bellevue is the State’s fifth largest city and the second largest in the County, and is the center of the County’s eastside business and residential area.

As a general purpose government, the County provides roads, solid waste disposal, flood control, certain airport facilities, public health and other human services, park and recreation facilities, courts, law enforcement, agricultural services, property tax assessment and collection, fire inspection, planning, zoning, animal control, and criminal detention and rehabilitative services. In addition, with its assumption of the Municipality of Metropolitan Seattle (“Metro”) in 1994, the County provides transit and wastewater treatment services (collectively, the “metropolitan functions”). Certain of these services are provided on a County-wide basis and certain others only to unincorporated areas or by intergovernmental contract.

The County is organized under the executive-council form of government and operates under a Home Rule Charter adopted by a vote of the electorate in 1968. The County Executive, the members of the Metropolitan King County Council (the “County Council”), the Prosecuting Attorney, the County Assessor (the “Assessor”), and the Director of Elections are all elected to four-year terms.

County Executive. The County Executive serves as the chief executive officer of the County. The County Executive presents to the County Council annual statements of the financial and governmental affairs of the County, budgets, and capital improvement plans. The County Executive signs, or causes to be signed on behalf of the County, all deeds, contracts, and other instruments. All County employees report to the County Executive except those appointed by the County Council, Superior and District Courts, Prosecuting Attorney, Assessor, or Director of Elections.

County Council. The County Council is the policy-making legislative body of the County. The nine Councilmembers are elected by district to four-year staggered terms and serve on a full-time basis. The County Council sets tax levies, makes appropriations, and adopts and approves the operating and capital budgets for the County.

The Sewer System. The sewage system provided by the County is wholesale in character, covering construction, operation, and maintenance of main trunk and interceptor sewers, pumping stations, and treatment plants. In 1994, the County assumed the rights, powers, functions, and obligations of Metro, which had developed and operated a regional system for the collection and treatment of sewage. Metro’s sewer utility function was integrated as the Wastewater Treatment Division (“WTD”) within the County’s Department of Natural Resources, now known as the Department of Natural Resources and Parks.

Financial and operating information regarding the County and WTD may be obtained as described under “Available Information” and in the information incorporated by reference as described under “Incorporation of Certain Documents by Reference.”

As described under “Security for the Notes—Pledge of Full Faith and Credit of the County,” the Notes are general obligations of the County. Additionally, as described under “Security for the Notes—Pledge of Sewer Revenues” the Notes are also payable from and secured by a pledge of Revenue of the System, subject to the payment of Operating and Maintenance Expenses of the Sewer System, on a subordinate basis with respect to outstanding and future Parity Bonds, Parity Lien Obligations, and Junior Lien Obligations, and on an equal basis with outstanding Multi-Modal LTGO/Sewer Revenue Bonds and any issued in the future.

County Liquidity

The King County Investment Pool (the “KCIP”) invests cash reserves for all County agencies and approximately 110 other public entities such as fire, school, sewer and water districts. As of December 31, 2021, the Investment Pool had a balance of \$8.7 billion and an effective duration of 1.24 years, and 45.1% of the portfolio had a maturity of 12 months or less, based on unaudited figures. Assets of County agencies in 2021 averaged approximately 48% of the KCIP.

The Executive Finance Committee establishes County investment policy and oversees the investment portfolio to ensure that specific holdings comply with both the investment policy and State law. The KCIP is allowed to invest only in certain types of highly-rated securities, including certificates of deposit, U.S. Treasury obligations, federal agency obligations, municipal obligations, repurchase

agreements, bankers' acceptances, corporate notes, and commercial paper. A copy of the County's investment policy is included as an appendix to the official statements described under "Incorporation of Certain Documents by Reference."

The following table shows year-end liquidity balances in the KCIP for the last two fiscal years, including assets of County agencies as well as the balance held on behalf of other public entities (which is not available for payment of the Notes). The daily balance in the KCIP varies over the course of the year due to the timing of tax collections, capital expenditures, and other County and participating public entities' activities. In the past four years, the minimum daily balance in the KCIP has been below the previous year-end balance by between \$536 million and \$853 million.

**KING COUNTY INVESTMENT POOL LIQUIDITY
(\$000, UNAUDITED)**

	As of 12/31/2020⁽¹⁾	As of 12/31/2021⁽²⁾
Daily Liquidity⁽³⁾		
State Treasurer's Investment Pool	\$ 981,309	\$ 832,832
Repurchase Agreements	366,000	288,000
U.S. Agency and Supranational Discount Notes	424,851	-
Commercial Paper	449,859	682,573
U.S. Treasury and Agency Notes	3,519,909	3,733,289
Total Daily Liquidity	\$ 5,741,928	\$ 5,536,693
Two-Day Liquidity⁽⁴⁾		
Corporate Notes	\$ 456,387	\$ 266,969
U.S. Agency Collateralized Mortgage Obligations	2,565	1,999
Supranational Coupon Notes	1,854,671	2,908,834
Total Two-Day Liquidity	\$ 2,313,623	\$ 3,177,803
Total Daily and Two-Day Liquidity	\$ 8,055,551	\$ 8,714,496

- (1) Approximately 44% of the KCIP assets in December 2020 was attributable to County agencies.
- (2) Approximately 48% of the KCIP assets in December 2021 was attributable to County agencies.
- (3) Investments that can be liquidated on a same-day basis, if sale executed prior to 10:00 a.m., Pacific Time.
- (4) Investments that can normally be liquidated in two days, but are possible to liquidate in one day or less.

Source: King County

Outstanding County Debt Obligations

The following tables summarize the County’s outstanding debt obligations by type.

DEBT PAYABLE FROM COUNTY PROPERTY TAXES (AS OF DECEMBER 31, 2021)

Total Net General Obligation Debt for County Purposes	\$ 1,817,074,872
Total Net General Obligation Debt for Metropolitan Functions ⁽¹⁾⁽²⁾	<u>1,255,320,116</u>
Total Net General Obligation Debt ⁽³⁾	\$ 3,072,394,988
General Obligation Debt Serviced by Proprietary-Type Funds ⁽¹⁾	(179,753,074)
General Obligation Debt Issued for Component Units ⁽¹⁾	(161,572,018)
General Obligation Debt Issued for Metropolitan Functions ⁽¹⁾⁽²⁾	(1,255,320,116)
County Credit Enhancement Program ⁽⁴⁾	<u>(286,485,456)</u>
Net Direct Debt	<u>\$ 1,189,264,324</u>

- (1) The debt service on these bonds is payable first from other revenues of the County.
- (2) Includes the Parity Lien Obligations (LTGO) and Multi-Modal LTGO/Sewer Revenue Bonds shown in the table below. The authorized amount for the Notes is not included in this amount.
- (3) Total remaining capacity for general obligation debt for County purposes and metropolitan functions was approximately \$6.9 billion as of December 1, 2021. For more detail on the calculation of debt capacity, see “Incorporation of Certain Documents by Reference” and “Available Information” for a description of and a link to the County’s most recent official statement.
- (4) Reflects the outstanding principal amount plus accrued interest as of December 31, 2020, under contingent loan agreements authorized by the County Credit Enhancement Program.

Source: *King County Finance and Business Operations Division—Financial Management Section*

**OUTSTANDING SEWER SYSTEM OBLIGATIONS
(AS OF JANUARY 1, 2022)**

Sewer System Obligations	Amount Outstanding	Final Maturity	Long-Term Ratings
Parity Bonds (Senior Lien) ⁽¹⁾	\$ 2,164,820,000	2052	Aa1/AA+
Parity Lien Obligations (LTGO) ⁽²⁾	689,615,000	2039	Aaa/AAA
Junior Lien Obligations	340,590,000	2043	Aa2/AA
Multi-Modal LTGO/Sewer Revenue Bonds ⁽²⁾⁽³⁾	304,005,000	2050	Aaa/AAA
SRF Loans and Public Works Trust Fund Loans ⁽⁴⁾	101,197,761	2054	
Total Sewer System Obligations Outstanding⁽⁵⁾	<u>\$ 3,600,227,761</u>		

- (1) Excludes \$231.3 million in undrawn loan commitments from the U.S. Environmental Protection Agency through its Water Infrastructure Finance and Innovation Act loan program.
- (2) Included in Total Net General Obligation Debt for Metropolitan Functions in the table above.
- (3) Includes \$155.9 million outstanding of the Notes, which are rated Aaa/NR (long-term) and P-1/A-1+ (short-term). Does not include an additional \$31.4 million in Notes issued on January 6, 2022.
- (4) Excludes \$68.1 million in undrawn loan commitments from the Washington State Department of Ecology and the Washington State Public Works Board.
- (5) Excludes \$3.0 million of Limited Tax General Obligation Bonds (Federally Taxable Qualified Energy Conservation Bonds), Series 2012F (the “QECB Bonds”). Although debt service on the QECB Bonds is paid from Revenue of the System, the County has not pledged Revenue of the System to the payment of the QECB Bonds.

Source: King County Finance and Business Operations Division—Financial Management Section

AUTHORITY

Notes may be issued by the County under the provisions of chapters 35.58, 36.67, 39.46, and 39.53 of the Revised Code of Washington (“RCW”) and the County Charter. The Notes are authorized by Ordinance 19114 of the County adopted on June 23, 2020 (the “New Money Ordinance”), and Ordinance 18898 of the County adopted on May 22, 2019, as amended by Ordinance 19324, passed September 7, 2021 (as amended, “Refunding Ordinance” and, together with the New Money Ordinance, the “Ordinance”), Motion 15771 of the County adopted on December 8, 2020 (the “Sale Motion” and together with the Ordinance, the “Note Legislation”), and an Issuing and Paying Agent Agreement (Mode Agreement), dated as of December 15, 2020 (the “Issuing and Paying Agent Agreement”), between the County and U.S. Bank, National Association (the “Issuing and Paying Agent”). The Note Legislation and the Issuing and Paying Agent Agreement are collectively referred to herein as the “Authorizing Documents.” Capitalized terms used in this Offering Memorandum and not otherwise defined herein have the same meanings as set forth in the Note Legislation.

Pursuant to the Issuing and Paying Agent Agreement, the County is authorized to issue its Notes in an aggregate principal amount not to exceed \$250,000,000, including up to \$175,000,000 for project costs under the New Money Ordinance.

PURPOSE

The County may use the proceeds of the Notes for any capital purpose of the Sewer System, including refunding certain outstanding debt of the Sewer System, including outstanding Notes.

THE NOTES

The Notes are issuable in registered form through the book-entry-only system of The Depository Trust Company (“DTC”), in denominations of \$100,000 and integral multiples of \$5,000 in excess thereof, maturing not more than 270 days from their respective dates of issue and not later than one business day prior to the expiration of any Credit Enhancement or Liquidity Facility securing the Notes (no Credit Enhancement or Liquidity Facility currently secures the Notes). Interest on the Series A Notes is calculated on the basis of the actual number of days elapsed in a 365-day year (or a 366-day year in a leap year); interest on the Series B Notes is calculated based on the actual number of days in a 360-day year (comprised of 12 30-day months). The principal of and the interest on the Notes are payable at maturity through DTC and the Issuing and Paying Agent. The Notes are not subject to redemption or prepayment prior to maturity.

SECURITY FOR THE NOTES

Pledge of Full Faith and Credit of the County

The Notes are general obligations of the County. The County irrevocably covenants and agrees that, for as long as any of the Notes are outstanding and unpaid, each year it will include in its budget and levy an ad valorem tax upon all the property within the County subject to taxation in an amount that will be sufficient, together with all other revenues and money of the County legally available for such purposes, to pay the principal of and interest on the Notes as the same will become due.

The County irrevocably pledges that the annual tax to be levied for the payment of such principal and interest will be within and as a part of the tax levy permitted to counties without a vote of the people, and that a sufficient portion of the taxes to be levied and collected annually by the County prior to the full payment of the principal of and interest on the Notes will be irrevocably set aside and pledged for the payment of the principal of and interest on the Notes.

The full faith, credit, and resources of the County are irrevocably pledged for the annual levy and collection of said taxes and for the prompt payment of the principal of and interest on the Notes as the same will become due.

Except for the pledge of Revenue of the System described below, Note owners do not have a security interest in particular revenues or assets of the County. The Notes do not constitute a debt or indebtedness of the State or any political subdivision thereof other than the County.

State law provides that the payment of general obligation bonds and notes is enforceable in mandamus against the issuer. There is no express provision in the State Constitution or statutes on the priority of payment of debt service on general obligations incurred by a State municipality. Certain taxes and other money deposited in the County’s governmental funds are restricted by State law to specific purposes and may not be available to pay debt service on the Notes.

Pledge of Sewer Revenues

The Notes are also payable from and secured by a pledge of the earnings, revenues, and money received by the County from or on account of the operation of the Sewer System, subject to the payment of Operating and Maintenance Expenses of the Sewer System. The lien and charge of the Notes on Revenue of the System is subordinate to the lien and charge securing the Parity Bonds, the Parity Lien Obligations, and the Junior Lien Obligations, equal to the lien and charge securing any other Multi-Modal LTGO/Sewer Revenue Bonds outstanding and issued in the future, and superior to all other liens and charges on such revenue, including the lien and charge on such revenue securing any Subordinate Lien Obligations, the State Revolving Fund (“SRF”) Loans, and the Public Works Trust Fund Loans, all of which are described under “The County—Outstanding County Debt Obligations.”

Revenue of the System is required to be deposited into the Revenue Fund as collected and used only for the following purposes and in the following order of priority, as further provided in the Ordinance:

- (i) to pay all Operating and Maintenance Expenses;
- (ii) to make required debt service payments on the Parity Bonds and to make Payment Agreement Payments under any Parity Payment Agreements;
- (iii) to make required payments pursuant to any reimbursement agreements in connection with any surety bond or letter of credit for the Parity Bond Reserve Account;
- (iv) to establish and maintain the Parity Bond Reserve Account;
- (v) to make required debt service payments on Parity Lien Obligations and to make Payment Agreement Payments under any Parity Lien Obligation Payment Agreements;
- (vi) to make required debt service payments on Junior Lien Obligations, to make Payment Agreement Payments under any Junior Lien Payment Agreements, and to make any required payments to providers of credit enhancement or liquidity facilities providers for any Junior Lien Obligations;
- (vii) to make required debt service payments on the Notes and any other Multi-Modal LTGO/Sewer Revenue Bonds, to make Payment Agreement Payments entered into with respect to the Notes and any other Multi-Modal LTGO/Sewer Revenue Bonds, and to make any required payments to credit enhancement or Liquidity Providers for the Notes and any other Multi-Modal LTGO/Sewer Revenue Bonds;
- (viii) to make required debt service payments on the Subordinate Lien Obligations;
- (ix) to make required debt service payments on indebtedness secured by a lien on Revenue of the System that is junior and inferior to the Subordinate Lien Obligations; and
- (x) to make required debt service payments on the SRF Loans and Public Works Trust Fund Loans.

Any surplus money that the County may have on hand in the Revenue Fund after making the required payments set forth above may be used by the County for any of the following purposes:

- (i) to make necessary improvements, additions, and repairs to and extensions and replacements of the Sewer System;
- (ii) to purchase or redeem and retire sewer revenue bonds of the County;
- (iii) to make deposits into the Rate Stabilization Fund;
- (iv) to make any termination payment required to be paid with respect to a Payment Agreement; or
- (v) for any other lawful purposes of the County related to the Sewer System.

The County has reserved the right to issue additional Notes and other obligations payable from and secured by Revenue of the System.

State law provides that the owner of a note, such as the Notes, the payment of which is pledged from a special fund, has a claim for the special fund revenue only against that fund and proportionate amounts of revenue pledged to that fund. Under State law, the revenues or other money or obligations so pledged and thereafter received by a county are immediately subject to the statutory lien of such pledge without any physical delivery or further act. Although State statute provides for a lien and charge against Revenue of the System to secure payment of the Notes, no provision of State law provides for perfection of the lien under the Uniform Commercial Code of the State.

Liquidity and Security Provisions

The Notes are not secured or supported by a Credit Enhancement or Liquidity Facility. The principal of and the interest on the Notes are payable first, from proceeds from the sale of other Notes, and, second, from amounts provided by the County.

As set forth in the Authorizing Documents, payments of the principal of and interest on maturing Notes shall be made from, and to the extent that sufficient funds are available in a special account to be used by the Issuing and Paying Agent for the payment of the Notes (the "Note Payment Account") for a given Series from, the following sources in the following order of priority:

- (i) proceeds from the sale of other Notes;
- (ii) proceeds of refunding bonds issued by the County;
- (iii) if Credit Enhancement or a Liquidity Facility were provided, from proceeds of a draw on a Credit Enhancement or request under a Liquidity Facility, as applicable (no Credit Enhancement or Liquidity Facility currently secures the Notes); and
- (iv) other funds made available by the County.

The County is responsible for and established policies and procedures for managing its liquidity to provide for payment of maturing Notes when due in accordance with the County's Investment Policy. The County's Finance and Business Operations Division is authorized to access the County's funds within the KCIP to provide liquidity for payment of maturing Notes when due. ***Funds held within the KCIP on behalf of other public entities are not available for this purpose.***

Pursuant to the Authorizing Documents, the County may provide for a Credit Enhancement or Liquidity Facility. Under the Dealer Agreement, the County has covenanted to notify promptly the Dealer and any Rating Agency then maintaining a rating on the Notes of the proposed provision or substitution of a Credit Enhancement or Liquidity Facility and of any modification of the terms of a Credit Enhancement or Liquidity Facility.

AVAILABLE INFORMATION

The Notes are exempt from the continuing disclosure requirements of SEC Rule 15c2-12 pursuant to Section (d)(1)(ii) of such rule, and the County has not entered, and is not entering, into any continuing disclosure agreement or undertaking in connection with the issuance of Notes.

Pursuant to the continuing disclosure agreement entered into by the County with respect to certain outstanding bonds, the County files with the Municipal Securities Rulemaking Board (the “MSRB”) through the Electronic Municipal Market Access system (“EMMA”) operated by MSRB annual audited financial statements of the County containing financial information and operating data for the prior fiscal year and notice of certain events.

Additionally, the County has arranged with the Dealer to make available, upon request, copies of the Authorizing Documents and of the County’s and the Sewer System’s most recent audited financial statements (which also are posted on both EMMA at www.emma.msrb.org and the County’s investor relations website, currently at <https://www.kingcountybonds.com/king-county-wa-investor-relations-wa/i2489>). The County does not undertake to continue to make this information available on its investor relations website.

Requests for any of the foregoing should be directed to:

BofA Securities, Inc.
One Bryant Park, 3rd Floor
New York, New York 10036
Attention: Tax Exempt Money Market Desk
Telephone: 212-449-5544
Facsimile: 646-736-6960
Email: DG.TEMM@bofa.com

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The County incorporates by reference into this Offering Memorandum the following (each of which has been posted on EMMA):

- (i) The County’s Official Statement dated November 16, 2021, relating to the County’s Limited Tax General Obligation Refunding Bonds, 2021, Series B, and Limited Tax General Obligation Bonds, 2021, Series C (Taxable) (Social Bonds).
- (ii) The County’s Official Statement dated December 1, 2021, relating to the County’s Junior Lien Sewer Revenue Refunding Bonds, 2021, Series A (SIFMA Index).

- (iii) The County’s audited financial statements for the year ended December 31, 2020, as incorporated into the County’s Comprehensive Annual Financial Report for 2020.
- (iv) The audited financial statements and required supplemental information for WTD for the year ended December 31, 2020.

The County also incorporates by reference in this Offering Memorandum any official statements, financial statements, annual operating data, or event notices hereafter posted on EMMA that include information relating to the Notes, the County’s outstanding general obligation and sewer revenue bonds, or any other securities currently outstanding or hereafter issued by the County.

Any statement contained in a document incorporated by reference herein is incorporated as of its date and will be deemed to be modified or superseded for purposes of this Offering Memorandum to the extent that a statement herein or in any other subsequent document that also is incorporated by reference herein modifies or supersedes such statement.

TAX MATTERS

Tax-Exempt Notes

In the opinion of Bond Counsel, under existing law and subject to certain qualifications described below, interest on Series A Notes is excludable from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. The proposed form of opinion of Bond Counsel with respect to the Series A Notes to be delivered on the date of issuance of the Series A Notes is set forth in Appendix A-1.

The Code contains a number of requirements that apply to the Series A Notes, and the County has made certain representations and has covenanted to comply with each such requirement. Bond Counsel’s opinion assumes the accuracy of the representations made by the County and is subject to the condition that the County comply with the above-referenced covenants. If the County fails to comply with such covenants or if the County representations are inaccurate or incomplete, interest on Series A Notes could be included in gross income for federal income tax purposes retroactively to the date of issuance of such Series A Notes.

Except as expressly stated herein, Bond Counsel expresses no opinion regarding any tax consequences related to the ownership, sale or disposition of Series A Notes, or the amount, accrual or receipt of interest on, the Series A Notes. Owners of the Series A Notes should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Series A Notes.

The opinion of Bond Counsel is based on current legal authority, covers certain matters not directly addressed by such authorities, and represents Bond Counsel’s judgment as to the proper treatment of Series A Notes for federal income tax purposes. It is not binding on the Internal Revenue Service (“IRS”) or the courts. Furthermore, Bond Counsel cannot give and has not given any opinion or assurance about the future activities of the County, or about the effect of future changes in the Code, the applicable regulations, the interpretation thereof or the enforcement thereof by the IRS.

Bond Counsel's engagement with respect to the Series A Notes ends with the issuance of the Series A Notes, and, unless separately engaged, Bond Counsel is not obligated to defend the County or the owners of the Series A Notes regarding the tax-exempt status of the Series A Notes in the event of an audit examination by the IRS. Under current procedures, parties other than the County and its appointed counsel, including the Note owners, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of IRS positions with which the County legitimately disagrees, may not be practicable. Any action of the IRS, including but not limited to selection of the Series A Notes for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues may affect the market price for, or the marketability of, the Series A Notes, and may cause the County or the Series A Note owners to incur significant expense.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Series A Notes to be subject, directly or indirectly, to federal income taxation, or otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals, clarification of the Code or court decisions may also affect the market price for, or marketability of, such Series A Notes. Prospective purchasers of the Series A Notes should consult their own tax advisors regarding any pending or proposed legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

The County has not designated the Series A Notes as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3)(B) of the Code.

The County has elected to treat each new money issuance of Series A Notes (a "New Money Issue") and any Series A Notes delivered to repay such New Money Issue as a single issue for tax purposes. Bond Counsel has delivered its opinion with respect to the previously issued Series A Notes and will deliver an opinion on the date of delivery of each New Money Issue, all in substantially the form set forth in Appendix A-1.

Taxable Notes

The interest on the Taxable Notes is not intended by the County to be excluded from gross income for federal income tax purposes. Owners of the Taxable Notes should be aware that the ownership or disposition of, or the accrual or receipt of interest on, the Taxable Notes may have federal income tax consequences not described herein and should consult their own tax advisors with respect to federal income tax consequences of owning such Taxable Notes. Bond Counsel expresses no opinion regarding any federal or state tax consequences arising with respect to the Taxable Notes other than as expressly described above.

The proposed form of opinion of Bond Counsel with respect to the Taxable Notes to be delivered on the date of issuance of the Taxable Notes is set forth in Appendix A-2.

ERISA

All fiduciaries of qualified employee benefit plans under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) or tax-qualified retirement plans and individual retirement accounts under the Code, in consultation with their advisors, should carefully consider the impact of ERISA and the Code on an investment in any Taxable Notes. In all events investors should consult their own tax advisors in determining the federal, state, local and other tax consequences to them of the purchase, ownership and disposition of Taxable Notes.

LEGAL INFORMATION

Litigation

There is no litigation pending or, to the actual knowledge of the County, threatened questioning the validity of the Notes or the power and authority of the County to issue the Notes or seeking to enjoin the issuance of the Notes.

Approval of Counsel

Legal matters incident to the authorization, issuance, and sale of the Notes by the County are subject to the approval of Bond Counsel, whose approving opinions have previously been delivered and will be delivered with each New Money Issue of the Notes. The forms of opinions of Bond Counsel are attached hereto as Appendices A-1 and A-2.

The opinions of Bond Counsel are given based on factual representations made to Bond Counsel, and under existing law, as of the date of issue of the Notes, and Bond Counsel assumes no obligation to revise or supplement its opinions to reflect any facts or circumstances that may thereafter come to its attention, or any changes in law that may thereafter occur. The opinions of Bond Counsel are an expression of its professional judgment on the matters expressly addressed in its opinions and do not constitute a guarantee of result. Pacifica Law Group LLP also is serving as Disclosure Counsel to the County.

Limitation on Remedies and Municipal Bankruptcy

The rights and remedies of anyone seeking enforcement of the Notes are subject to laws of bankruptcy and insolvency and to other laws affecting the rights and remedies of creditors and to the exercise of judicial discretion. The opinions to be delivered by Bond Counsel in connection with the issuance of the Notes will be similarly subject to such limitations.

State law permits any “taxing district” (defined to include counties) to voluntarily petition for relief under a predecessor to the Bankruptcy Code. A creditor, however, cannot bring an involuntary bankruptcy proceeding under the Bankruptcy Code against a municipality, including the County. The Notes are general obligations of the County, payable from Revenue of the System. The federal bankruptcy courts have broad discretionary powers under the Bankruptcy Code, and may apply different treatment to the sources of payment and security for the repayment of the Notes.

THE DEALER

The County has appointed BofA Securities, Inc. as a Dealer with respect to the offering and sale from time to time of the Notes.

BofA Securities, Inc. has entered into a distribution agreement with its affiliate Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”). As part of this arrangement, BofA Securities, Inc. may distribute such securities to investors through the financial advisor network of MLPF&S. As part of this arrangement, BofA Securities, Inc. may compensate MLPF&S as a dealer for their selling efforts with respect to the Notes.

The Dealer and its respective affiliates together comprise a full service financial institution engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing, and brokerage activities. The Dealer and its respective affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the County for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Dealer and its respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities and financial instruments which may include bank loans and/or credit default swaps) for its own account and for the accounts of its customers and may at any time hold long and short positions in such securities and instruments. Such investment securities activities may involve securities and instruments of the County.

No Dealer is acting as a financial or municipal advisor to the County in connection with the remarketing of the Notes.

RATINGS

S&P Global Ratings (“S&P”) and Moody’s Investors Service (“Moody’s”) have assigned ratings of “A-1+” and “Aaa/P-1,” respectively, to the Notes. Each of these ratings reflects only the view of the ratings service issuing such rating and is not a recommendation by such ratings service to purchase, sell, or hold the obligations rated or as to the market price or suitability of such obligations for a particular investor. There is no assurance that any such rating will continue for any period of time or that it will not be revised or withdrawn. A revision or withdrawal of a rating may have an effect on the market price of the Notes.

These ratings are only accurate as of the date of this Offering Memorandum. The ratings may subsequently be changed or withdrawn and, therefore, a purchaser should confirm the ratings prior to purchasing Notes.

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APPENDIX A
FORMS OF OPINIONS OF BOND COUNSEL

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APPENDIX B
BOOK-ENTRY SYSTEM

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BOOK-ENTRY SYSTEM

The following information has been provided by the Depository Trust Company, New York, New York (“DTC”). The County makes no representation regarding the accuracy or completeness thereof, or for the absence of material changes in such information subsequent to the date hereof. Beneficial Owners (as hereinafter defined) should therefore confirm the following with DTC or the Participants (as hereinafter defined).

1. The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]
2. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.
3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as

periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.
5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]
6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.
7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).
8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer,

subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.
10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.
11. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.
12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.