

In the opinion of Nixon Peabody LLP, Special Tax Counsel to the District, under existing law and assuming compliance with the tax covenants described herein, and the accuracy of certain representations and certifications made by the District described herein, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Special Tax Counsel is also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code. See "TAX MATTERS" herein regarding certain other tax considerations.



\$95,235,000

**PUBLIC UTILITY DISTRICT NO. 2 OF GRANT COUNTY, WASHINGTON
ELECTRIC SYSTEM REVENUE REFUNDING BONDS**

\$47,190,000

SERIES 2020-R

(MANDATORY PUT BONDS)

\$48,045,000

SERIES 2020-S

(MANDATORY PUT BONDS)

Bonds Dated: Date of Delivery

Due: January 1, as shown on the inside cover page

The Electric System Revenue Refunding Bonds, Series 2020-R (Mandatory Put Bonds) (the "2020-R Bonds") and Electric System Revenue Refunding Bonds, Series 2020-S (Mandatory Put Bonds) (the "2020-S Bonds" and, together with the 2020-R Bonds, the "Bonds") are issuable only as fully registered bonds without coupons and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository of the Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 and integral multiples thereof within a series and maturity. Purchasers of the Bonds (the "Beneficial Owners") will not receive certificates representing their beneficial ownership interests in the Bonds. As long as DTC or its nominee is the Registered Owner of the Bonds, payments of principal of and interest on the Bonds will be made by the Washington State fiscal agent (currently U.S. Bank National Association) to DTC, which will in turn remit such principal and interest to its broker-dealer participants, which will in turn remit such payments to the Beneficial Owners of the Bonds as described in Appendix E. Capitalized terms used on this cover page and not otherwise defined have the meanings set forth in this Official Statement.

The 2020-R Bonds will initially bear interest at the Term Interest Rate set forth on the inside cover for the Initial Term Rate Period ending on November 30, 2025, subject to prior optional redemption on or after the Par Call Date, as described herein. The 2020-S Bonds will initially bear interest at the Term Interest Rate set forth on the inside cover for the Initial Term Rate Period ending on November 30, 2023, subject to prior optional redemption on or after the Par Call Date, as described herein. During the Initial Term Rate Period, interest on the Bonds will be payable semiannually on each January 1 and July 1, commencing January 1, 2021. The Bonds are subject to mandatory tender for purchase on the Business Day following the end of the Initial Term Rate Period. The Bonds are also subject to mandatory tender for purchase and Conversion on or after the Par Call Date upon a Conversion of the Bonds to a new Term Interest Rate or to a Daily Interest Rate, Weekly Interest Rate or Index Floating Rate. See "DESCRIPTION OF THE BONDS —Mandatory Purchase at End of Initial Term Rate Period" and "— Optional Redemption."

This Official Statement describes the Bonds only during the Initial Term Rate Period. See the inside cover page of this Official Statement for the mandatory tender dates, interest rates, initial rate periods, and Par Call Dates for each series of the Bonds. **No Credit Facility secures payment of the purchase price of Bonds that are not remarketed at the end of the Initial Term Rate Period; however, each Series of the Bonds is subject to a Stepped Interest Rate as described herein.**

The principal of and interest on the Bonds are payable solely from and secured by the Gross Revenue of the Electric System and other funds pledged therefor by the Bond Resolution, subject to prior application for payment of Operating Expenses (each as defined herein). The Bonds are issued on a parity of lien on such Gross Revenue of the Electric System with the Outstanding Parity Bonds (as defined herein) and any Future Parity Bonds. The District has reserved the right to issue Future Parity Bonds and Parity Lien Obligations on a parity of lien with the Outstanding Parity Bonds and the Bonds subject to certain conditions. See "SECURITY FOR THE PARITY BONDS."

THE BONDS ARE SPECIAL LIMITED OBLIGATIONS OF THE DISTRICT AND ARE NOT OBLIGATIONS OF THE STATE OF WASHINGTON OR ANY POLITICAL SUBDIVISION THEREOF OTHER THAN THE DISTRICT, AND NEITHER THE FULL FAITH AND CREDIT OF THE DISTRICT NOR THE TAXING POWER OF THE DISTRICT IS PLEDGED TO THE PAYMENT THEREOF.

This cover page is not intended to be a summary of the terms of, or security for, the Bonds. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Bonds are offered when, as and if issued and received by the Underwriters, subject to the approval of legality by Pacifica Law Group LLP, Seattle, Washington, Bond Counsel, and certain other conditions. A form of the proposed opinion of Bond Counsel is attached as Appendix C. Certain legal matters will be passed upon for the District by Nixon Peabody LLP, Washington, D.C., Special Tax Counsel and Disclosure Counsel. A form of the proposed opinion of Special Tax Counsel is attached as Appendix D. Certain matters will be passed upon for the Underwriters by their counsel, Orrick, Herrington & Sutcliffe LLP, Seattle, Washington. The Bonds are expected to be delivered on or about September 1, 2020, through the facilities of DTC in New York, New York, by Fast Automated Securities Transfer.

**Goldman Sachs & Co. LLC
Senior Managing Underwriter**

**Citigroup
Co-Senior Managing Underwriter**

PUBLIC UTILITY DISTRICT NO. 2 OF GRANT COUNTY, WASHINGTON

ELECTRIC SYSTEM REVENUE REFUNDING BONDS

\$47,190,000
Series 2020-R*
(Mandatory Put Bonds)
Term Bond Maturing January 1, 2044

<u>Delivery Date</u>	<u>Initial Term Interest Rate</u>	<u>Initial Yield</u>	<u>Price</u>	<u>End of Initial Term Interest Rate Period</u>	<u>Mandatory Tender Date[†]</u>	<u>Par Call Date</u>	<u>CUSIP Number[‡]</u>
09/01/2020	2.00%	0.650%	106.630	11/30/2025	12/01/2025	09/01/2025	387874YV6

\$48,045,000
Series 2020-S*
(Mandatory Put Bonds)
Term Bond Maturing January 1, 2044

<u>Delivery Date</u>	<u>Initial Term Interest Rate</u>	<u>Initial Yield</u>	<u>Price</u>	<u>End of Initial Term Interest Rate Period</u>	<u>Mandatory Tender Date[†]</u>	<u>Par Call Date</u>	<u>CUSIP Number[‡]</u>
09/01/2020	2.00%	0.500%	104.460	11/30/2023	12/01/2023	09/01/2023	387874YW4

* No Credit Facility secures payment of the purchase price of Bonds that are not remarketed at the end of the Initial Term Rate Period; however, each series of the Bonds is subject to a Stepped Interest Rate as described herein.

[†] The Mandatory Tender Date is the Business Day following the end of the Initial Term Interest Rate Period.

[‡] The CUSIP data herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by S&P Global Market Intelligence. The CUSIP numbers are not intended to create a database and do not serve in any way as a substitute for CUSIP service. CUSIP numbers have been assigned by an independent company not affiliated with the District and are provided solely for convenience and reference. The CUSIP numbers are subject to change after the issuance of the Bonds. Neither the District nor the Underwriters take responsibility for the accuracy of the CUSIP numbers.

No dealer, broker, salesperson or any other person has been authorized by the District or the Underwriters to give any information or to make any representation, other than the information and representations contained herein, in connection with the offering of the Bonds and, if given or made, such information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or solicitation of an offer to buy any of the Bonds in any jurisdiction in which it is unlawful to make such offer, solicitation or sale.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibility to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

The Bonds will not be registered under the Securities Act of 1933, as amended, or any state securities laws in reliance upon exemptions contained in such laws. The Bonds will not have been recommended by the Securities and Exchange Commission (“SEC”) or any other federal, state or foreign securities commission or regulatory authority, and no such commissions and regulatory authorities will have reviewed or passed upon the accuracy or adequacy of this Official Statement. Any representation to the contrary may be a criminal offense.

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

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

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

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

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

The District maintains a website and certain social media accounts. However, the information presented thereon is not part of this Official Statement and should not be relied upon in making investment decisions with respect to the Bonds. The references to internet websites in this Official Statement are shown for reference and convenience only; unless explicitly stated to the contrary, the information contained within the websites is not incorporated herein by reference and does not constitute part of this Official Statement.

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Seattle, Washington

* The District’s website is not part of this Official Statement and investors should not rely on information presented in the District’s website in determining whether to purchase the Bonds. This inactive textual reference to the District’s website is not a hyperlink and does not incorporate the District’s website by reference.

TABLE OF CONTENTS

Page	Page
INTRODUCTION	1
The Bonds	1
Outstanding Electric System Debt.....	1
Security for the Bonds	2
Outstanding Priest Rapids Project Bonds	2
Considerations Related to COVID-19	3
PURPOSE AND APPLICATION OF BOND	
PROCEEDS.....	3
Purpose of the Bonds.....	3
Application of the Bond Proceeds	3
Refunding Plan.....	3
DESCRIPTION OF THE BONDS	4
General Terms; Initial Period	4
Registration and Payment.....	5
Termination of Book-Entry Transfer System	5
Transfer and Exchange	5
No Optional Tender for Purchase	6
Mandatory Tender for Purchase on or After the	
Par Call Date	6
Purchase Date/Conversion Date	6
Delayed Remarketing Period; Stepped Interest	
Rate.....	7
Optional Redemption.....	7
Mandatory Redemption	7
Partial Redemption	8
Notice of Redemption; Conditional Redemption	
Other Interest Rate Modes and Conditions for	
Conversion.....	9
Open Market Purchases.....	10
Defeasance of the Bonds	10
SPECIAL CONSIDERATIONS RELATING TO	
PURCHASE AND REMARKETING OF THE	
BONDS	10
DEBT SERVICE REQUIREMENTS	12
Outstanding Long-Term Debt of the District ...	12
Debt Service Requirements for the Electric	
System	13
Future District Borrowings.....	13
Subordinate Lien Obligations.....	14
SECURITY FOR THE PARITY BONDS	14
Pledge of Revenues	14
Limited Obligations.....	15
Flow of Funds Under the Bond Resolution	15
Rate Covenant	16
Reserve and Contingency Fund.....	16
Additional Bonds.....	16
Electric System Obligations for the Priest Rapids	
Project Bonds	18
Reserve Fund.....	18
Resource Obligations; Take or Pay Contracts ..	19
Other Covenants; Other Terms of the Bond	
Resolution.....	19
Derivative Products	19
No Acceleration Upon Default	20
THE DISTRICT	20
General	20
Management and Administration	22
Accounting and Financial Statements	23
District Employees	24
Pensions.....	24
Deferred Compensation Plans	26
Other Post-Employment Benefits	26
Insurance	27
Strategic Planning and Financial Policies.....	27
Investments.....	27
Physical Security Efforts at the District.....	27
Technology Reliability and Cyber Security	28
Response and Impacts from COVID-19	
Pandemic	28
THE ELECTRIC SYSTEM.....	30
Retail Energy Sales and Customers.....	30
Power Supply Management and Power	
Marketing	32
Sale of All of the District’s Share of Priest	
Rapids Project Output.....	33
Rates	35
The Electric System’s Power Supply	37
Transmission	38
Legislation and Initiatives	39
Telecommunications - The Wholesale Fiber	
Optic Network	42
Electric System Operating Results	43
Management’s Discussion of Results.....	45
Estimated Capital Requirements	46
Various Factors Affecting the Electric Utility	
Industry.....	47
CONSOLIDATED FINANCIAL RESULTS.....	49
THE PRIEST RAPIDS PROJECT	50
Description	50
The Priest Rapids Development	50
The Wanapum Development	50
Energy Production and Cost.....	51
Priest Rapids Project Power Sales Contracts....	51
Sale of Reasonable Portion.....	52
Priest Rapids Project Output	53
Coordination Agreement	55
Transmission of Power from Priest Rapids	
Project.....	55
Canadian Treaty	55
FERC License.....	55
Yakama Nation Agreement	57
Regulatory Proceedings Affecting the	
Developments.....	57
Estimated Capital Requirements	59
Operating Results	61
Debt Service Requirements for the Priest Rapids	
Project.....	63
LITIGATION	64
INITIATIVE AND REFERENDUM	65
LIMITATIONS ON REMEDIES;	
BANKRUPTCY	65
TAX MATTERS	66

TABLE OF CONTENTS (Cont'd)

	Page	
Federal Income Taxes.....	66	
Original Issue Discount	66	APPENDIX A — THE BOND RESOLUTION
Original Issue Premium.....	66	APPENDIX B — FINANCIAL STATEMENTS OF THE DISTRICT
Ancillary Tax Matters.....	67	APPENDIX C — PROPOSED FORM OF BOND COUNSEL OPINION
Changes in Law and Post Issuance Events	67	APPENDIX D — PROPOSED FORM OF SPECIAL TAX COUNSEL OPINION
CERTAIN LEGAL MATTERS	67	APPENDIX E — DTC AND BOOK-ENTRY SYSTEM
CONFLICTS OF INTEREST	68	APPENDIX F —ECONOMIC AND DEMOGRAPHIC INFORMATION
CONTINUING DISCLOSURE.....	68	APPENDIX G — CONTINUING DISCLOSURE CERTIFICATE
RATINGS	68	
UNDERWRITING	68	
MUNICIPAL ADVISOR	69	
MISCELLANEOUS.....	69	

PUBLIC UTILITY DISTRICT NO. 2 OF GRANT COUNTY, WASHINGTON

OFFICIAL STATEMENT

RELATING TO

\$47,190,000

**ELECTRIC SYSTEM REVENUE REFUNDING BONDS,
SERIES 2020-R (MANDATORY PUT BONDS)**

AND

\$48,045,000

**ELECTRIC SYSTEM REVENUE REFUNDING BONDS,
SERIES 2020-S (MANDATORY PUT BONDS)**

INTRODUCTION

The purpose of this Official Statement, which includes the cover page, inside cover page and appendices, is to set forth information concerning Public Utility District No. 2 of Grant County, Washington (the “District”), the District’s electric transmission, distribution and telecommunications system (as more specifically defined in the hereinafter defined Bond Resolution, the “Electric System”), the District’s Priest Rapids Hydroelectric Project (as more specifically defined in the Bond Resolution, the “Priest Rapids Project”), which consists of the Priest Rapids Development and the Wanapum Development, and the District’s \$47,190,000 principal amount of Electric System Revenue Refunding Bonds, Series 2020-R (Mandatory Put Bonds) (the “2020-R Bonds”) and \$48,045,000 principal amount of Electric System Revenue Refunding Bonds, Series 2020-S (Mandatory Put Bonds) (the “2020-S Bonds”) and, together with the 2020-R Bonds, the “Bonds”).

This Official Statement describes the terms of each series of the Bonds only during the Initial Term Rate Period for such series of the Bonds and must not be relied upon after interest on a series of the Bonds is converted to another Interest Rate Period.

The Bonds

The Bonds are to be issued pursuant to Title 54 of the Revised Code of Washington (“RCW”) (the “Enabling Act”) and chapters 39.46 and 39.53 RCW. The Bonds are authorized by Resolution No. 8947 of the District, adopted by the Board of Commissioners (the “Commission”) of the District on August 11, 2020 (the “Bond Resolution”). Certain capitalized words and phrases used in this Official Statement are defined in the Bond Resolution, a copy of which is attached hereto as Appendix A.

Proceeds of the Bonds will be used, together with other available funds of the District, to refund certain senior lien and subordinate lien outstanding obligations of the Electric System and to pay costs of issuance of the Bonds. See – “PURPOSE AND APPLICATION OF BOND PROCEEDS.”

Outstanding Electric System Debt

The District has outstanding the following Electric System senior lien obligations:

- Electric System Revenue Refunding Bonds, Series 2017-N (Mandatory Put Bonds) (the “2017-N Bonds”), in the principal amount of \$49,865,000, all of which will be refunded with proceeds of the 2020-S Bonds and from other available funds of the District,
- Electric System Revenue Refunding Bonds, Series 2017-O (the “2017-O Bonds”), in the aggregate principal amount of \$64,545,000, and

- Electric System Revenue Refunding Bonds, Series 2020-Q (Taxable) (the “2020-Q Bonds”) in the aggregate principal amount of \$74,975,000.

The 2017-N Bonds, the 2017-O Bonds and the 2020-Q Bonds are referred to herein as the “Outstanding Parity Bonds.” In accordance with the resolutions authorizing the Outstanding Parity Bonds, the Bonds will be issued on a parity of lien with the Outstanding Parity Bonds remaining Outstanding after the refunding described herein. The District has reserved the right in the Bond Resolution to issue additional bonds (“Future Parity Bonds”) and certain Parity Lien Obligations on a parity of lien with the Bonds and the Outstanding Parity Bonds. The Outstanding Parity Bonds, the Bonds and any Future Parity Bonds are referred to herein as the “Parity Bonds.” See “SECURITY FOR THE PARITY BONDS — Additional Bonds” and “DEBT SERVICE REQUIREMENTS.”

In addition, the District has outstanding the following subordinate lien obligations of the Electric System, which have a lien on Gross Revenue subordinate to the lien thereon of the Parity Bonds:

- Electric System Revenue Bond, Series 2017-M (the “2017-M Bond”), in the principal amount of \$50,000,000, which will be refunded with proceeds of the 2020-R Bonds and from other available funds of the District, and
- Electric System Revenue Refunding Bond, Series 2019-P (the “2019-P Bond”), in the principal amount of \$50,000,000.

The 2017-M Bond, the 2019-P Bond and any subordinate lien bonds issued on a parity of lien with such bonds are referred to herein as the “Electric System Subordinate Bonds.” The District has reserved the right to issue additional indebtedness secured by a lien on Gross Revenue of the Electric System that is subordinate to the lien thereon of the Parity Bonds. See “DEBT SERVICE REQUIREMENTS — Subordinate Lien Obligations.”

Security for the Bonds

The principal of and interest on the Bonds are payable solely from and secured by a pledge of Gross Revenue of the Electric System, subject to prior application for payment of Operating Expenses, and other funds pledged therefor by the Bond Resolution. Payments made by the Electric System for its share of the output of the Priest Rapids Project and other costs of purchased power and energy from the Priest Rapids Project are Operating Expenses of the Electric System, and, therefore, are payable prior to debt service on the Parity Bonds (as long as power or energy is produced or capable of being produced). The obligation of the Electric System to pay for all other costs associated with the Priest Rapids Project (including debt service on Priest Rapids Project bonds if power or energy is not produced or capable of being produced) is junior in rank to all other obligations of the Electric System. See “SECURITY FOR THE PARITY BONDS” and “THE PRIEST RAPIDS PROJECT.”

Outstanding Priest Rapids Project Bonds

The District currently has Priest Rapids Project bonds outstanding in the aggregate principal amount of \$787,555,000 (the “Outstanding Priest Rapids Project Bonds”). The District has reserved the right in the Priest Rapids Project bond resolutions to issue additional bonds on a parity of lien on Priest Rapids Project revenues with the Outstanding Priest Rapids Project Bonds (the “Future Priest Rapids Project Bonds”). The Outstanding Priest Rapids Project Bonds and any Future Priest Rapids Project Bonds are referred to herein as the “Priest Rapids Project Bonds.” The District also has outstanding subordinate lien revenue bonds of the Priest Rapids Project in the aggregate principal amount of \$400,646,000 (together with any additional subordinate lien obligations, the “Priest Rapids Project Subordinate Bonds”), which have been purchased by the District’s Electric System as an investment and are payable from and secured by a lien on revenue of the Priest Rapids Project subordinate to the payment of the Priest Rapids Project Bonds. The District has reserved the right to issue additional Priest Rapids Project Subordinate Bonds in the future.

Brief descriptions of the Bonds, the Bond Resolution and certain statutes and agreements are included in this Official Statement. Such descriptions do not purport to be comprehensive or definitive. All references herein to such instruments, documents and statutes and to any other documents, statutes, agreements or other instruments described herein are qualified in their entirety by reference to each such document, statute, or other instrument.

The Bonds are special limited obligations of the District and are not obligations of the State or of any political subdivision of the State other than the District, and neither the full faith and credit nor the taxing power of the District or the State, or any political subdivision thereof, is pledged to the payment of the Bonds. No revenues of any utility systems of the District other than the Gross Revenue of the Electric System are pledged to the payment of the Bonds.

Considerations Related to COVID-19

The novel coronavirus (“COVID-19”) pandemic currently is affecting many parts of the world, including the State, Grant County (the “County”) and the District. The District’s audited financial statements for fiscal years ending December 31, 2018 and 2019 set forth in Appendix B hereto, as well as certain projections, budgets or forecasts described herein, do not take into account the potential effects of the COVID-19 pandemic or the related economic disruption. The District is unable to determine if COVID-19 and the related economic disruption will materially impact its future results of operations or financial position. For information related to the regional impact of the COVID-19 pandemic and the District’s response, see “THE DISTRICT — Response and Impact from COVID-19 Pandemic.” Any information related to the impacts of the COVID-19 pandemic is preliminary and subject to change.

PURPOSE AND APPLICATION OF BOND PROCEEDS

Purpose of the Bonds

The proceeds of the 2020-R Bonds will be used to refund all of the District’s Outstanding 2017-M Bond and to pay costs of issuance of the 2020-R Bonds, and proceeds of the 2020-S Bonds will be used to refund the District’s Outstanding 2017-N Bonds and to pay costs of issuance of the 2020-S Bonds, as described in more detail below under “— Refunding Plan.”

Application of the Bond Proceeds

The proceeds of the Bonds and other available funds of the District will be applied as follows:

TABLE 1
SOURCES AND USES OF FUNDS⁽¹⁾

	<u>2020-R Bonds</u>	<u>2020-S Bonds</u>	<u>Total</u>
Sources of Funds			
Principal Amount of the Bonds	\$47,190,000	\$48,045,000	\$95,235,000
Original Issue Premium	3,128,697	2,142,807	5,271,504
District Contribution for Accrued Interest	23,213	166,217	189,430
Total Sources of Funds	<u>\$50,341,910</u>	<u>\$50,354,024</u>	<u>\$100,695,934</u>
Uses of Funds			
Deposit to Refunding Account	\$50,023,213	\$50,031,217	\$100,054,430
Issuance Costs ⁽²⁾	318,697	322,807	641,504
Total Uses of Funds	<u>\$50,341,910</u>	<u>\$50,354,024</u>	<u>\$100,695,934</u>

⁽¹⁾ Totals may not add due to rounding.

⁽²⁾ Includes underwriters’ discount, bond counsel fees, Municipal Advisor fees, paying agent and registrar fees, rating fees, legal fees, costs associated with the refunding, costs of posting and printing this Official Statement and additional proceeds.

Refunding Plan

The following 2017-N Bonds and 2017-M Bond (together, the “Refunded Bonds”) will be refunded on the following redemption date with a portion of the proceeds of the Bonds and other available funds of the District:

TABLE 2
REFUNDED BONDS

Series	Maturity Date	Par Amount	Interest Rate	Redemption Date	Redemption Price	CUSIP Numbers
<i>2017-N Bonds</i>	01/01/2044*	\$49,865,000	2.00%	09/01/2020	100%	387874XH8
<i>2017-M Bond</i>	09/18/2020*	\$50,000,000	Variable**	09/01/2020	100%	N/A

* Term bonds.

** The 2017-M Bond bears interest at a rate equal to 65.1% of One-Month LIBOR plus 0.475%.

A portion of the net proceeds from the sale of the Bonds, together with available funds from the District, will be deposited with U.S. Bank National Association, as refunding agent on behalf of the District, and used immediately upon receipt to pay the redemption price of the Refunded Bonds.

DESCRIPTION OF THE BONDS

The following information describes the Bonds of each series while bearing interest at the Term Interest Rate during the applicable Initial Term Interest Rate Period only and does not purport to describe information concerning the Bonds while bearing interest in any other interest rate mode authorized by the Bond Resolution. Prior to any Conversion of the Bonds of a series from the Term Interest Rate to a different interest rate mode, the Bonds of such series will be subject to mandatory tender for purchase. In connection with the remarketing of the Bonds after such mandatory tender, the District intends to cause a new Official Statement or other disclosure document setting forth the material terms of the interest rate mode or modes into which the Bonds will be converted to be prepared and delivered to prospective investors.

General Terms; Initial Period

The Bonds will be dated the date of their initial delivery, September 1, 2020 (the “Issuance Date”), and will mature on January 1 in the year as set forth on the inside cover page. The Bonds will initially bear interest at a fixed Term Interest Rate as set forth on the inside cover page for the Initial Term Interest Rate Period ending on November 30, 2023 for the 2020-S Bonds and on November 30, 2025 for the 2020-R Bonds, subject to prior optional redemption or Conversion to a new Term Interest Rate or to another interest rate mode, as described herein. This Official Statement describes the Bonds of each series only during the applicable Initial Term Interest Rate Period.

The Bonds will be issued in denominations of \$5,000 or any integral multiple thereof within a series and maturity (“Authorized Denominations”). The Bonds will bear interest from the Issuance Date (or most recent date to which interest has been paid thereon), payable on each January 1 and July 1, commencing on January 1, 2021 (each, an “Interest Payment Date”). Interest on the Bonds will be computed on the basis of a 360-day year composed of 12 30-day months during the Initial Term Interest Rate Period. Interest will be paid to the Registered Owners of the Bonds as of the Record Date. “Record Date” is defined in the Bond Resolution for the Bonds while bearing interest at a Term Interest Rate as the 15th day immediately preceding each Interest Payment Date (the “Record Date”).

At the end of the Initial Term Interest Rate Period for a series of Bonds, the Bonds of such series are subject to mandatory tender for purchase and Conversion to a new Term Interest Rate or to the Daily Interest Rate, Weekly Interest Rate or Index Floating Rate on or after the applicable Par Call Date, as described herein. No Credit Facility secures payment of the Purchase Price of the Bonds. If there are insufficient funds to pay the Purchase Price or the District rescinds its election to effect a Conversion, then the Bonds at the end of the applicable Initial Term Interest

Rate Period shall be in a Delayed Remarketing Period and bear interest at a Stepped Interest Rate. See the inside cover page of this Official Statement for the Initial Term Interest Rate and yield, price, Mandatory Tender Date and Par Call Date for each series of Bonds. See “Other Interest Rate Modes and Conditions for Conversion” for a summary of the interest rate modes authorized by the Bond Resolution and the conditions for Conversion.

No Credit Facility secures payment of the Purchase Price of the Bonds of a series that are not remarketed at the end of the applicable Initial Term Interest Rate Period; however, the Bonds are subject to a Stepped Interest Rate. See “— Mandatory Purchase at End of Initial Term Interest Rate Period.”

Registration and Payment

The District has adopted the system of registration for the Bonds approved, from time to time, by the State Finance Committee (the “Committee”). The State’s fiscal agent, currently U.S. Bank National Association, Seattle, Washington (the “Registrar”), will authenticate the Bonds and act as the paying agent and registrar under the Bond Resolution for the purpose of paying the principal of and interest on the Bonds, recording the purchase and registration, exchange or transfer, and payment of Bonds and performing the other respective obligations of the paying agent and registrar. No resignation or removal of the Registrar will become effective until a successor has been appointed by the District and has accepted the duties of Registrar.

The Bonds will be registered initially in the name of “Cede & Co.,” as registered owner (the “Registered Owner”) and nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository for the Bonds. Individual purchases may be made in book-entry form only as described in Appendix E. Purchasers of the Bonds (the “Beneficial Owners”) will not receive certificates representing their interest in the Bonds purchased. So long as Cede & Co. is the Registered Owner of the Bonds, references herein to the “registered owners” shall mean DTC (or its nominee) and shall not mean the “Beneficial Owners” of the Bonds. In this Official Statement, the term “Beneficial Owners” shall mean the persons for whom a DTC participant acquires an interest in the Bonds.

For so long as all Bonds are in book-entry form, principal of and interest on the Bonds are payable by wire transfer by the Registrar to DTC, which in turn is obligated to remit such principal and interest to the DTC participants for subsequent disbursements to Beneficial Owners of the Bonds. If any Bond is duly presented for payment and funds have not been duly provided by the District on such applicable date, then interest will continue to accrue thereafter on the unpaid principal thereof at the rate stated on such Bond until it is paid.

Termination of Book-Entry Transfer System

If DTC or its successor resigns as the securities depository or if the District determines that it is no longer in the best interests of the Beneficial Owners of the Bonds to continue the system of book-entry transfers through DTC or its successor, the District will deliver at no cost to the Beneficial Owners of the Bonds or their nominees Bonds in registered certificate form, in Authorized Denominations. Thereafter, the principal of the Bonds will be payable upon due presentment and surrender thereof at the office of the Registrar. Interest on the Bonds will be payable by check or draft mailed on the Interest Payment Date to the persons in whose names the Bonds are registered at the address appearing upon the Bond Register on the Record Date or, at the request of the owner of \$1,000,000 or more in aggregate principal amount of Bonds, by wire transfer to a bank within the United States.

Transfer and Exchange

In the event that the Bonds are no longer held in book-entry form, the transfer of any Bond may be registered and Bonds may be exchanged, but no transfer of any such Bond will be valid unless it is surrendered to the Registrar with the assignment form appearing on such Bond duly executed by the Registered Owner or such Registered Owner’s duly authorized agent in a manner satisfactory to the Registrar. Upon such surrender, the Registrar will cancel the surrendered Bond and will authenticate and deliver, without charge to the Registered Owner or transferee therefor, a new Bond (or Bonds at the option of the new Registered Owner) of the same date, series, maturity and interest rate and for the same aggregate principal amount in any authorized denomination, naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for such surrendered and cancelled Bond. Any Bond may be surrendered to the Registrar and exchanged, without charge, for

an equal aggregate principal amount of Bonds of the same date, series, maturity and interest rate, in any authorized denomination. The Registrar will not be obligated to register the transfer or to exchange any Bond during the period from the Record Date to the redemption or payment date.

No Optional Tender for Purchase

The Bonds of each series are not subject to optional tender for purchase by the Beneficial Owners thereof while the Bonds bear interest at the Term Interest Rate.

Mandatory Tender for Purchase on or After the Par Call Date

Pursuant to the Bond Resolution, the District has the right at any time on or after the Par Call Date for a series of Bonds to convert such Bonds from bearing interest at the Initial Term Interest Rate to bearing interest in any other interest rate mode authorized by the Bond Resolution, at which time such Bonds would be subject to mandatory tender for purchase. Any such Conversion must be for all of the Bonds of a series.

Mandatory Tender for Purchase at End of the Initial Term Interest Rate Period

Pursuant to the Bond Resolution, at the end of the Initial Term Interest Rate Period for a series of Bonds, such Bonds will be subject to mandatory tender for purchase on the Business Day following the last day of such Term Interest Rate Period and the District will convert such Bonds from bearing interest at the Initial Term Interest Rate to bearing interest in any other interest rate mode or another Term Interest Rate, subject to satisfying the conditions for Conversion (including sufficient monies being available to purchase all of the Bonds of a series).

Purchase Date/Conversion Date

The date chosen by the District on or after the Par Call Date for a series of Bonds, or, if no such date is chosen, the Business Day following the last day of the applicable Initial Term Interest Rate Period, is a Conversion Date and a Purchase Date, and on that date the Bonds of such series are subject to mandatory tender for purchase by the Registrar at a Purchase Price of par plus accrued interest, if any. The Registrar is required to give notice of mandatory tender of the Bonds of a series to the registered owners of such Bonds (at their addresses as they appear on the Bond Register as of the date of such notice) by written notice not less than 30 days prior to the Purchase Date. The notice of mandatory tender will state: (1) the Purchase Date; (2) that the Bonds of such series are subject to mandatory tender for purchase on the Purchase Date; (3) that registered owners may not elect to retain Bonds; (4) that any such Bonds not subject to a book-entry only system must be delivered to the Registrar at or prior to 10:00 a.m., New York City time, on the Purchase Date; (5) that if the registered owner of a Bond subject to mandatory tender for purchase that is not subject to a book-entry only system shall fail to deliver its Bond to the Registrar at the place and on the Purchase Date and by the time specified, or shall fail to deliver its Bond properly endorsed, such Bond shall constitute an “Undelivered Bond”; and (6) that if money sufficient to effect such purchase is provided through (i) the remarketing of such Bonds by the Remarketing Agent or (ii) funds provided by the District, all such Bonds of the series shall be purchased.

Any Bond subject to mandatory tender for purchase that is not subject to a book-entry only system and not delivered to the Registrar at the place and on the Purchase Date and by the time specified, shall constitute an Undelivered Bond. If funds in the amount of the Purchase Price of the Undelivered Bond are available for payment to the registered owner thereof on the Purchase Date and at the time specified, then from and after the Purchase Date and time of that required delivery (1) the Undelivered Bond shall be deemed to be purchased and shall no longer be deemed to be outstanding under the Bond Resolution; (2) interest shall no longer accrue on the Undelivered Bond; and (3) funds in the amount of the Purchase Price of the Undelivered Bond shall be held uninvested and without liability for interest by the Registrar for the benefit of the registered owner thereof, to be paid on delivery (and proper endorsement) of the Undelivered Bond to the Registrar at its designated office for delivery of Bonds.

No Credit Facility secures payment of the Purchase Price of any Bonds that are not remarketed at the end of the applicable Initial Term Interest Rate Period however, the Bonds are subject to a Stepped Interest Rate. See “— Mandatory Purchase at End of Initial Term Interest Rate Period.”

Delayed Remarketing Period; Stepped Interest Rate

If the Purchase Price of all of the Bonds of a series required to be purchased on the Mandatory Tender Date cannot be paid, none of the Bonds of such series will be purchased on such Mandatory Tender Date, Bond owners will retain their Bonds, and a Delayed Remarketing Period for such Bonds will commence on such date. The failure to pay the Purchase Price on such Mandatory Tender Date shall not constitute an Event of Default. During a Delayed Remarketing Period, the following will apply to the applicable Bonds: (1) all of the Bonds will bear interest at the Stepped Interest Rate; (2) the Remarketing Agent will continue to be obligated to remarket the Bonds; (3) the Bonds will continue to be subject to optional redemption by the District as described under “Optional Redemption”; (4) the District, by notice to the Registrar and the Remarketing Agent, may direct a Conversion of the Bonds as described below under “— Other Interest Rate Modes and Conditions for Conversion”; (5) interest on the Bonds shall continue to be due and payable on each Interest Payment Date and also shall be payable on the last day of the Delayed Remarketing Period; and (6) if the Bonds are successfully remarketed, converted or refunded as described, the Registered Owners of the applicable Bonds will be obligated to tender their Bonds to the Registrar.

Pursuant to the Bond Resolution, during a Delayed Remarketing Period, the Bonds of a series will bear interest at the “Stepped Interest Rate,” which equals 6.00% per annum for 90 days, then 8.00% per annum thereafter.

Optional Redemption

The 2020-R Bonds are subject to redemption at the option of the District on any Business Day on and after the Par Call Date (September 1, 2025), in whole or in part, at a price equal to the principal amount of 2020-R Bonds called for redemption, plus interest accrued thereon, if any, to the date fixed for redemption, without premium.

The 2020-S Bonds are subject to redemption at the option of the District on any Business Day on and after the Par Call Date (September 1, 2023), in whole or in part, at a price equal to the principal amount of 2020-S Bonds called for redemption, plus interest accrued thereon, if any, to the date fixed for redemption, without premium.

Mandatory Redemption

The 2020-R Bonds, which are Term Bonds, shall be redeemed prior to maturity (or paid at maturity), no later than January 1 in the years and in the sinking fund installment amounts set forth below (to the extent such 2020-R Bonds have not been previously redeemed or purchased), by payment of the principal amount thereof, together with the interest accrued thereon to the date fixed for redemption.

2020-R Bonds

<u>Year</u>	<u>Sinking Fund Installment</u>
2035	\$4,310,000
2036	4,395,000
2037	4,485,000
2038	4,575,000
2039	4,665,000
2040	4,755,000
2041	4,855,000
2042	4,950,000
2043	5,050,000
2044*	5,150,000

* Final maturity.

The 2020-S Bonds, which are Term Bonds, shall be redeemed prior to maturity (or paid at maturity), no later than January 1 in the years and in the sinking fund installment amounts set forth below (to the extent such 2020-S Bonds have not been previously redeemed or purchased), by payment of the principal amount thereof, together with the interest accrued thereon to the date fixed for redemption.

2020-S Bonds

Year	Sinking Fund Installment
2035	\$4,390,000
2036	4,475,000
2037	4,565,000
2038	4,655,000
2039	4,750,000
2040	4,845,000
2041	4,940,000
2042	5,040,000
2043	5,140,000
2044*	5,245,000

* Final maturity.

Upon the purchase or redemption of Bonds for which mandatory sinking fund installments have been established, other than by reason of the mandatory sinking fund installment redemption described above, an amount equal to the principal amount of the Bonds so purchased or redeemed shall be credited toward each of the mandatory sinking fund installments with respect to such Bonds of such maturity on a *pro rata* basis.

Partial Redemption

If less than all of the Bonds of a series are to be redeemed, the District may select the maturity or maturities within the series to be redeemed. If less than all of the Bonds of any series and maturity are to be redeemed, so long as DTC or its nominee is the registered owner of the Bonds, the Registrar shall notify DTC that the redemption is to be made *pro rata* (or in such manner determined by the Registrar or as set forth in the purchase contract for the Bonds) among the owners of the Bonds of such series and maturity in Authorized Denominations and that partial redemptions of the Bonds are to be determined in accordance with DTC's *pro rata* pass-through distribution of principal procedures in effect at the time notice of such partial redemption is given. Such redemption payments shall be subject to the rules and procedures of DTC, and neither the District nor the Registrar need provide any assurance that DTC, its Participants or any other intermediaries will be able to allocate redemption payments of the Bonds of a particular series and maturity among the owners of the Bonds on such a proportional basis.

At all other times, if less than all of the Bonds of a particular series and maturity are called for redemption, the redemption shall be made *pro rata* among the owners of the Bonds of such series and maturity in Authorized Denominations in such manner as the District in its discretion may determine.

At all times the Bonds of a series shall be redeemed in and shall remain outstanding after redemption in Authorized Denominations. Any Bond that is to be redeemed only in part shall be surrendered to the Registrar and there shall be delivered to the registered owner of such Bond a new Bond or Bonds of the same series and maturity and of any Authorized Denomination as requested by such registered owner in an aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

Notice of Redemption; Conditional Redemption

So long as the Bonds are held by DTC in book-entry only form, any notice of redemption and mandatory tender will be given at the time, to the entity and in the manner required by the Blanket Issuer Letter of Representations between the District and DTC ("Letter of Representations"). During any period in which the Bonds are not in book-entry only form, unless waived by any registered owner of the Bonds to be redeemed, official notice of any redemption of Bonds will be given by the Bond Registrar on behalf of the District by mailing a copy of an official redemption notice by first-class mail, postage prepaid, at least 20 days and not more than 60 days prior to the date fixed for redemption, to the registered owners of the Bonds to be redeemed at the address appearing on the Bond Register at the time the Bond Registrar prepares the notice.

In the case of an optional redemption, the District reserves the right to rescind any redemption notice and the related optional redemption of Bonds by giving a notice of rescission to the affected registered owners at any time on or prior to the scheduled optional redemption date. Any notice of optional redemption that is so rescinded will be of no effect, and the Bonds for which the notice of optional redemption has been rescinded will remain outstanding.

Interest on the Bonds called for redemption will cease to accrue on the date fixed for redemption, except in the case of a rescinded optional redemption as described above or unless payment of that Bond is not made or provided for in full on the date fixed for redemption.

Other Interest Rate Modes and Conditions for Conversion

The District may establish a Conversion Date for a series of Bonds on or after the applicable Par Call Date upon notice as described above under “—Purchase Date/Conversion Date.” On any Conversion Date, the District may convert the Bonds of a series in whole to a new Term Interest Rate, an Index Floating Rate (electing either the SIFMA Index, the One-Month LIBOR, the Three Month LIBOR or any other index chosen by the District), a Daily Interest Rate or a Weekly Interest Rate.

Opinion of Counsel

On or before the Conversion Date, the District must deliver to the Registrar, the Credit Provider, if any, and the Remarketing Agent, if any, a Favorable Opinion of Bond Counsel to the effect that the Conversion is authorized by the Bond Resolution and will not impair the exclusion of interest on the Bonds from gross income for purposes of federal income taxation (subject to customary exceptions).

Other Conditions for Conversion

The District may rescind any election to effect a Conversion by delivering to the Registrar and the Remarketing Agent (if any), on or prior to 10:00 a.m., New York time, on the second Business Day preceding a proposed Conversion Date, a notice to the effect that the District elects to rescind its election to effect such Conversion. If the District rescinds its election to effect a Conversion at the end of a Term Interest Rate Period, a Delayed Remarketing Period shall commence on the Purchase Date and the applicable bonds shall bear interest at a Stepped Interest Rate. If notice of a Conversion has been mailed to the registered owners of the applicable bonds and the District rescinds its election to effect such Conversion, the applicable bonds shall nevertheless be subject to mandatory tender for purchase on the proposed Conversion Date.

Notwithstanding the District's delivery of a notice of Conversion, any Conversion to a new Term Interest Rate or to another interest rate mode will not take effect if: (1) the District has not received the written consent of the Credit Provider, if any; (2) any required Credit Facility is not in effect on the Conversion Date; (3) the District fails to deliver to the Registrar, the Credit Provider, if any, and the Remarketing Agent, if any, the required Favorable Opinion of Bond Counsel; or (4) sufficient funds, including any draws on a Credit Facility, are not available on the Conversion Date to pay the Purchase Price of the Bonds on such Conversion Date.

In any of these events, the Conversion will not occur (whether or not notice of the Conversion has been given to the registered owners), and: (1) the Bonds of such series will be retained by their owners and will bear interest at the Stepped Interest Rate commencing on the proposed Conversion Date; and (2) the Bonds of such series shall be subject to mandatory tender for purchase at the Purchase Price on the first day of each Interest Rate Period and on each proposed Conversion Date for which notice has been given to the registered owners.

“Purchase Price” means the purchase price to be paid to the registered owners of Bonds purchased, which shall be equal to the principal amount thereof tendered for purchase, without premium, plus accrued interest from the immediately preceding Interest Accrual Date to the Purchase Date (if the Purchase Date is not an Interest Payment Date).

Open Market Purchases

The District has reserved the right to use money in the Revenue Fund or any other funds legally available therefor at any time to purchase any of the Bonds in the open market if such purchase is found by the District to be economically advantageous and in the best interest of the District.

Defeasance of the Bonds

In the event that money and/or Government Obligations maturing or having guaranteed redemption prices at the option of the holder at such time or times and bearing interest to be earned thereon in amounts (together with such money, if any) sufficient to redeem and retire part or all of the Bonds in accordance with their terms, are irrevocably set aside in a special account and pledged to effect such redemption and retirement, then no further payments need be made into the Bond Fund or any account therein for the payment of the principal of and interest on the Bonds so provided for and such Bonds will then cease to be entitled to any lien, benefit or security of the Bond Resolution, except the right to receive the funds so set aside and pledged, and such Bonds shall no longer be deemed to be outstanding under the Bond Resolution or under any resolution authorizing the issuance of bonds or other indebtedness of the District.

The term "Government Obligations" is defined in the Bond Resolution to mean those obligations now or hereafter defined as such in chapter 39.53 RCW constituting direct obligations of or obligations unconditionally guaranteed by the United States of America, as such chapter may be hereafter amended or restated.

The covenants of the District made in the Bond Resolution related to the tax-exempt status of the Bonds will survive payment in full or defeasance of the Bonds.

SPECIAL CONSIDERATIONS RELATING TO PURCHASE AND REMARKETING OF THE BONDS

Selection of Remarketing Agent; Each Remarketing Agent is Paid by the District

The District may appoint a Remarketing Agent meeting the requirements of the Bond Resolution, and after the Initial Term Interest Rate Period is required to appoint a Remarketing Agent for any Bonds to be converted to a Daily Interest Rate, Weekly Interest Rate or Term Interest Rate or to remarket Variable Rate Bonds upon a Purchase Date and to enter into a remarketing agreement (a "Remarketing Agreement") with such Remarketing Agent. The Remarketing Agents' responsibilities will include remarketing the Bonds that are mandatorily tendered by the registered owners thereof, as further described in this Official Statement and the Bond Resolution. Each Remarketing Agent will be appointed by the District prior to the Purchase Date and paid by the District for its services. As a result, the interests of the Remarketing Agents may differ from those of the registered owners or Beneficial Owners of the Bonds.

Each Remarketing Agent May Purchase the Bonds Remarketed for its Own Account

Each Remarketing Agent will be permitted, but not obligated, to purchase tendered Bonds for its own account and, in its sole discretion, may acquire such tendered Bonds in order to achieve a successful remarketing of the Bonds. The Remarketing Agents, however, will not be obligated to purchase the Bonds and may cease doing so at any time without notice. The Remarketing Agents may also make a market in the Bonds by routinely purchasing and selling the Bonds other than in connection with a tender and remarketing. Such purchases and sales may be at or below par. The Remarketing Agents, however, will not be required to make a market in the Bonds. Each Remarketing Agent may also sell any Bonds it has purchased to one or more affiliated investment vehicles for collective ownership or enter into derivative arrangements with affiliates or others in order to reduce its exposure with respect to the Bonds. The purchase of the Bonds by the Remarketing Agents may create the appearance that there is greater third party demand for the Bonds in the market than is actually the case.

The Bonds May be Offered at Different Prices on Any Date

The Remarketing Agents may or may not be able to remarket the Bonds on a Purchase Date at par, and the Remarketing Agents may sell the Bonds at varying prices to different investors on such date or any other date. The Remarketing Agents are not obligated to advise purchases in a remarketing that it does not have third party buy, for all of the

Bonds at the Purchase Price. In the event a Remarketing Agent owns any Bonds for its own account, it may, in its sole discretion in a secondary market transaction outside the tender process, offer such Bonds on any date, including any Purchase Date, at a discount to par to some investors.

The Ability to Sell the Bonds May be Limited

During the Term Interest Rate Period, the registered owners of the Bonds do not have the right to optionally tender their Bonds for purchase through a tender process. Investors who purchase the Bonds, whether through the initial issuance or otherwise, should not assume that they will be able to sell their Bonds other than through the mandatory tender process set forth in the Bond Resolution.

The District's Ability to Pay the Purchase Price of the Bonds on the Scheduled Mandatory Tender Date May Be Limited

The owners of all of the Bonds must tender for purchase all Bonds on the scheduled Mandatory Tender Date. The District has not secured any liquidity facility or letter of credit to support the payment of the Purchase Price of the Bonds on the scheduled Mandatory Tender Date. The ability of the District to pay the Purchase Price will depend on its ability to successfully remarket the Bonds and otherwise to provide funds to pay the Purchase Price. Failure by the District to pay the Purchase Price of the tendered Bonds on the Mandatory Tender Date will not constitute an Event of Default under the Resolution.

In the event sufficient funds are not available for the purchase of all of the 2020-R Bonds on the Mandatory Tender Date, then none of the 2020-R Bonds will be purchased and all tendered 2020-R Bonds will be returned to their respective owners. In such event, the 2020-R Bonds will remain outstanding and will accrue interest at the 2020-R Stepped Interest Rate until all of the 2020-R Bonds are remarketed, redeemed or paid at maturity as further described herein.

In the event sufficient funds are not available for the purchase of all of the 2020-S Bonds on the Mandatory Tender Date, then only a portion of such 2020-S Bonds in an amount equal to the funds available to pay the full Purchase Price thereof will be purchased on such Purchase Date and the remainder of such 2020-S Bonds for which there are not sufficient available funds to pay the full Purchase Price thereof will not be purchased and such 2020-S Bonds will be returned to their respective owners. Such 2020-S Bonds that have not been purchased will remain outstanding and will accrue interest at the 2020-S Stepped Interest Rate until such 2020-S Bonds are remarketed, redeemed or paid at maturity as further described herein.

The Remarketing Agents May be Removed, Resign, or Cease Remarketing

The Remarketing Agents will be appointed by the District prior to the Purchase Date. The Remarketing Agents may be removed or have the ability to resign or cease its remarketing efforts, subject to the terms of the Remarketing Agreements, without a successor being named under certain circumstances.

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DEBT SERVICE REQUIREMENTS

Outstanding Long-Term Debt of the District

The table below lists the outstanding long term debt of the District for the Electric System and the Priest Rapids Project, including the Refunded Bonds and excluding the Bonds.

TABLE 3
SUMMARY OF OUTSTANDING LONG TERM DEBT OF THE DISTRICT⁽¹⁾⁽²⁾

System ⁽³⁾	Series	Date of Final Maturity	Original Principal Amount (\$000)	Outstanding Principal Amount (\$000)
Electric System	2017-N ^(4,5)	1/1/2044 ⁽⁵⁾	\$ 49,865	\$ 49,865
	2017-O	1/1/2047	64,545	64,545
	2020-Q	1/1/2041	74,975	74,975
			\$ 189,385	\$ 189,385
Electric System Subordinate Bonds	2017-M ⁽⁴⁾	9/18/2020	\$ 50,000	\$ 50,000
	2019-P ⁽⁶⁾	7/1/2021	50,000	50,000
			\$ 100,000	\$ 100,000
Priest Rapids Development Bonds	2003-Z	1/1/2021	\$ 18,450	\$ 1,715
	2005-Z	1/1/2033	43,685	20,085
	2006-Z	1/1/2036	36,370	26,395
			\$ 98,505	\$ 48,195
Wanapum Development Bonds	2003-Z	1/1/2021	\$ 20,135	\$ 1,870
	2006-Z	1/1/2043	96,845	78,350
			\$ 116,980	\$ 80,220
Priest Rapids Project Bonds	2010-L	1/1/2040	\$ 173,915	\$ 164,495
	2010-M	1/1/2027	90,000	90,000
	2010-Z	1/1/2040	34,585	30,880
	2012-B	1/1/2023	16,235	5,460
	2012-M	1/1/2032	42,395	42,395
	2012-Z	1/1/2035	14,480	10,665
	2015-M	1/1/2040	90,000	90,000
	2017-B	1/1/2031	7,905	6,485
	2020-Z	1/1/2043	127,115	127,115
	2020-ZZ	1/1/2044	220,060	220,060
		\$ 816,690	\$ 787,555	
Total			\$ 1,321,560	\$ 1,205,355

(1) Table excludes the Bonds. Table includes the Refunded Bonds to be refunded with proceeds of the Bonds.

(2) Table does not include Priest Rapids Project Subordinate Bonds purchased by the Electric System. As of July 1, 2020, the Priest Rapids Project had a liability to the Electric System of \$400.6 million for equity capital financing.

(3) In 2010, the Priest Rapids Development and Wanapum Development were combined into one system, the Priest Rapids Project. Bonds issued prior to 2010 are identified in the column by the Development for which they were issued.

(4) To be refunded with proceeds of the Bonds.

(5) The 2017-N Bonds were issued as mandatory put bonds bearing interest at a fixed term interest rate of 2.0% for the initial term interest rate period ending on December 1, 2020 and will be refunded with the proceeds of the 2020-S Bonds on September 1, 2020.

(6) Direct placement with Bank of America, N.A.

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Debt Service Requirements for the Electric System

The District's debt service requirements on the Bonds and the Outstanding Parity Bonds of the Electric System (excluding the Refunded Bonds) are shown in the following table. The District's debt service requirements for the Outstanding Priest Rapids Project Bonds are shown in Table 24. Amounts in the table have been rounded.

**TABLE 4
ELECTRIC SYSTEM DEBT SERVICE REQUIREMENTS⁽¹⁾**

Year ⁽¹⁾	Outstanding Parity Senior Lien Bonds Debt Service ⁽²⁾	Outstanding Subordinate Lien Bonds Debt Service ⁽²⁾⁽³⁾	The Bonds ⁽⁴⁾		Total Debt Service ⁽³⁾
			Principal	Interest	
2021	\$6,286,570	\$50,000,000	-	\$634,900	\$56,921,470
2022	11,326,256	-	-	1,904,700	13,230,956
2023	9,039,191	-	-	1,904,700	10,943,891
2024	9,256,505	-	-	1,904,700	11,161,205
2025	9,253,749	-	-	1,904,700	11,158,449
2026	9,247,040	-	-	1,904,700	11,151,740
2027	9,245,111	-	-	1,904,700	11,149,811
2028	9,233,846	-	-	1,904,700	11,138,546
2029	9,233,605	-	-	1,904,700	11,138,305
2030	9,230,401	-	-	1,904,700	11,135,101
2031	9,223,073	-	-	1,904,700	11,127,773
2032	9,215,222	-	-	1,904,700	11,119,922
2033	9,216,070	-	-	1,904,700	11,120,770
2034	9,206,511	-	-	1,904,700	11,111,211
2035	9,202,726	-	\$8,700,000	1,904,700	19,807,426
2036	9,186,758	-	8,870,000	1,730,700	19,787,458
2037	9,183,191	-	9,050,000	1,553,300	19,786,491
2038	9,179,167	-	9,230,000	1,372,300	19,781,467
2039	9,167,164	-	9,415,000	1,187,700	19,769,864
2040	9,161,618	-	9,600,000	999,400	19,761,018
2041	9,158,943	-	9,795,000	807,400	19,761,343
2042	3,971,500	-	9,990,000	611,500	14,573,000
2043	3,966,750	-	10,190,000	411,700	14,568,450
2044	3,964,250	-	10,395,000	207,900	14,567,150
2045	3,958,625	-	-	-	3,958,625
2046	3,954,500	-	-	-	3,954,500
2047	3,951,375	-	-	-	3,951,375
Total ⁽⁴⁾	\$216,219,717	\$50,000,000	\$95,235,000	\$36,182,600	\$397,637,317

(1) Based on a calendar year, including January 1 and July 1 payments made in that year.

(2) Table does not include debt service on the Refunded Bonds.

(3) Does not include the interest paid at a variable rate (calculated as a percentage of LIBOR plus a spread) on the 2019-P Bonds. See Table 3.

(4) Includes debt service on the Bonds to final maturity.

(5) Totals may not add due to rounding.

Future District Borrowings

The Bond Resolution authorizes the District to issue, from time to time, one or more series of revenue bonds payable from the Electric System in the aggregate principal amount of not to exceed \$175,000,000 for the purpose of refunding the Refunded Bonds and paying for improvements to and other capital costs of the Electric System. All revenue bonds

issued under the Bond Resolution shall be issued on or before December 31, 2020, unless the Board extends such date. After the issuance of the Bonds, \$79,765,000 of this authorization will remain available to the District. Depending on market conditions and capital needs of the District, the District may issue Future Parity Bonds up to the remaining authorization under the Bond Resolution in the fall of 2020.

In addition, the District currently expects to issue additional revenue bonds payable from the Electric System within the next two years. If market conditions allow for the refunding of higher rate Outstanding Parity Bonds for savings, the District will consider such refunding.

Subordinate Lien Obligations

The District has certain outstanding Electric System Subordinate Bonds, and has reserved the right to issue additional subordinate lien obligations in the future. The resolutions authorizing the Electric System Subordinate Bonds bar acceleration as a remedy for an event of default and establish a coverage requirement of at least 1.10 times annual debt service on the Electric System Subordinate Bonds. See Table 3 for a summary of the District's outstanding Electric System Subordinate Bonds.

SECURITY FOR THE PARITY BONDS

Pledge of Revenues

The Bonds and the interest thereon are payable from the Electric System Revenue Bond Fund (the "Bond Fund") held by the District. The District has covenanted: (i) to pay into the Revenue Fund created by Resolution No. 75 all Gross Revenue, except for certain investment income (see "Flow of Funds Under the Bond Resolution" below), and (ii) to pay into the Bond Fund out of the Gross Revenue certain fixed amounts sufficient (together with other available funds on hand and paid into the Bond Fund) to pay the principal of, premium, if any, and interest on the Parity Bonds from time to time outstanding as the same become due and payable.

The pledge of the Gross Revenue is subject to its prior application for payment of Operating Expenses and costs associated with Resource Obligations for any month in which any power and energy or other goods and services from such resources were made available to the Electric System.

"Gross Revenue" is defined in the Bond Resolution to mean all income and revenues received by the District from the sale of electric energy through the ownership or operation of the Electric System and all other commodities, services and facilities sold, furnished or supplied by the District through the ownership or operation of the Electric System, together with the proceeds received by the District directly or indirectly from the sale, lease or other disposition of any of the properties, rights or facilities of the Electric System, and together with the investment income earned on money held in any fund or account of the District, including any bond redemption funds and the accounts therein, and federal credit payments for interest on bonds, in connection with the ownership and operation of the Electric System (but exclusive of income derived from investments irrevocably pledged to the payment of any specific revenue bonds of the District, such as bonds that have been or will be refunded, or any Bonds defeased pursuant to this the Bond Resolution or other bonds defeased, or the payment of which is provided for, under any similar provision of any other bond resolution of the District, exclusive of investment income earned on money in any arbitrage rebate account, grants for capital purposes, assessments in any local utility district, any Reciprocal Payments and any ad valorem tax revenues).

"Operating Expenses" are defined in the Bond Resolution to mean the District's expenses for operation and maintenance of the Electric System and shall include ordinary repairs, renewals, replacements and reconstruction of the Electric System, all costs of delivering electric power and energy and payments into reasonable reserves in the Revenue Fund for items of Operating Expenses the payment of which is not immediately required, and shall include, without limiting the generality of the foregoing, costs of purchased power (including costs of power and energy required by any resolution or contract of the District to be taken by the District from the Priest Rapids Project for the account of the Electric System); costs of transmission and distribution operation and maintenance expenses; rents; administrative and general expenses; engineering expenses; legal and financial advisory expenses; required payments to pension, retirement, health and hospitalization funds; insurance premiums; and any taxes, assessments, payments

in lieu of taxes or other lawful governmental charges, all to the extent properly allocable to the Electric System; and the fees and expenses of the Registrar. Operating Expenses do not include any costs or expenses for new construction, interest, amortization, any allowance for depreciation and District Payments.

“Net Revenue” means, for any period, the excess of Gross Revenue over Operating Expenses for such period, excluding from the computation of Gross Revenue (a) any profit or loss derived from the sale or other disposition, not in the ordinary course of business, of properties, rights or facilities of the Electric System, or resulting from the early extinguishment of debt and (b) insurance proceeds other than proceeds to replace lost revenue.

The rights of the owners of the Bonds under the Bonds and the Bond Resolution, and the enforceability thereof, may be subject to judicial discretion and valid exercise of sovereign police powers of the State of Washington (the “State”), and of the constitutional powers of the United States of America, and valid bankruptcy, insolvency, receivership, reorganization, moratorium, and other laws affecting creditors’ rights.

Limited Obligations

The Bonds are special limited obligations of the District and are not obligations of the State or any political subdivision thereof other than the District, and neither the full faith and credit nor the taxing power of the District nor the revenues of any utility systems of the District other than the Gross Revenue of the Electric System are pledged to the payment of the Bonds.

State law provides that the revenue obligations issued by a public utility district and interest thereon are a valid claim of the owner thereof only as against the special fund or funds provided for the payment of such obligations and the proportion or amount of the revenues pledged to such fund or funds, and that (1) such pledge of the revenues or other money or obligations is valid and binding from the time made, (2) the revenues or other money or obligations so pledged and thereafter received by a public utility district are immediately subject to the lien of such pledge without any physical delivery or further act, and (3) the lien of any such pledge will be valid and binding as against any parties having claims of any kind in tort, contract or otherwise against a district irrespective of whether such parties have notice thereof. The Bonds are not secured by a mortgage, deed of trust, or security interest in the Electric System or any of the physical plant and facilities thereof.

Flow of Funds Under the Bond Resolution

The District has covenanted that so long as any of the Parity Bonds are outstanding and unpaid it will continue to pay into the Revenue Fund all Gross Revenue, exclusive of earnings on money in any arbitrage rebate account or any bond fund (including the Bond Fund), the Reserve and Contingency Fund (“R&C Fund”) or the Reserve Funds, which may be retained in such funds and account or transferred to other funds as required by the Bond Resolution or other bond resolution.

The Gross Revenue of the District will be used only for the following purposes and in the following order of priority:

- (1) to pay Operating Expenses and Resource Obligations (to the extent payable as Operating Expenses);
- (2) to make all payments required to be made into the Bond Fund for the payment of accrued interest on Parity Bonds on the next interest payment date and to make any District Payments;
- (3) to make all payments required to be made into the Bond Fund for the payment of the principal amount of Serial Bonds next coming due, and for the optional or mandatory redemption of Term Bonds;
- (4) to make all payments required to be made into the Reserve Funds, or to meet a reimbursement obligation with respect to any Qualified Insurance or Qualified Letter of Credit or other credit enhancement device, if so required by resolution of the Commission; and

- (5) to make all payments required to be made into any special fund or account created to pay or secure the payment of the principal of and interest on any Electric System Subordinate Bonds and any other revenue bonds, warrants or other revenue obligations of the District having a lien upon Gross Revenue and money in the Revenue Fund and Bond Fund and accounts therein junior and inferior to the lien thereon for the payment of the principal of and interest on the Bonds.

Resource Obligations not payable as Operating Expenses shall be paid on a parity with outstanding Parity Bonds as provided in Sections (2) and (3) above.

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

Rate Covenant

The District has covenanted to establish, maintain and collect rates or charges for electric energy and all other commodities, services and facilities sold, furnished or supplied by the District in connection with the ownership or operation of the Electric System that shall be fair and nondiscriminatory and adequate to provide Gross Revenue, together with other available money (including without limitation transfers from the Rate Stabilization Account held in the R&C Fund) sufficient for the payment of the principal of and interest on all outstanding Parity Bonds and all payments which the District is obligated to set aside in the Bond Fund, and for the proper operation and maintenance of the Electric System, and all necessary repairs, replacements and renewals thereof, the working capital necessary for the operation thereof, and for the payment of all amounts that the District may now or hereafter become obligated to pay from Gross Revenue. Such rates or charges must be sufficient to provide Net Revenue, taking into account any transfers to or from the R&C Fund, in any fiscal year in an amount equal to at least 1.25 times the Annual Debt Service in such fiscal year, excluding any capitalized interest thereon in such fiscal year. For purposes of calculating the coverage requirement, there must be added to the Net Revenue in any year any amount withdrawn from the Rate Stabilization Account in such calendar year and deposited in the Revenue Fund, and there must be subtracted from Net Revenue in any year any amount withdrawn from the Revenue Fund and deposited in the Rate Stabilization Account.

The balance in the Rate Stabilization Account was approximately \$109.6 million as of December 1, 2019. See Section 5.4 of the Bond Resolution in Appendix A for information on the Rate Stabilization Account. See also “— Reserve and Contingency Fund” below.

Failure to maintain the rate covenant in any fiscal year will not constitute an Event of Default under the Bond Resolution if the District takes remedial action within 90 days as further described in the Bond Resolution. See Appendix A.

Reserve and Contingency Fund

The District has established the R&C Fund for the purposes of paying the costs of extraordinary, unexpected or catastrophic expenses not otherwise provided for, additional power and energy purchases, and defeasing outstanding debt. The Commission determines the amount, if any, to deposit in such fund as part of the annual budget. The R&C Fund is pledged to the payment of the Outstanding Parity Bonds and the Bonds to the extent, if any, of money in the fund. The Rate Stabilization Account is an account within the R&C Fund.

There was approximately \$18.0 million in the R&C Fund as of December 1, 2019 (excluding amounts held in the Rate Stabilization Account portion of the R&C Fund, see “Rate Covenant” above).

Additional Bonds

The District has covenanted in the Bond Resolution not to issue any obligations subsequent to the issuance of the Bonds with a lien and charge on the Gross Revenue and funds of the Electric System prior to the lien and charge of the Parity Bonds.

The District has covenanted in the Bond Resolution that it will not issue any bonds or other obligations on a parity of lien with the outstanding Parity Bonds and the Bonds, except the District has reserved the right to issue Future Parity Bonds and to incur Resource Obligations, obligations under reimbursement agreements and under Derivative Products as provided in the Bond Resolution, subject to the limitations set forth in the Bond Resolution.

Future Parity Bonds. Future Parity Bonds may be issued for any lawful purpose of the District and only upon compliance with the following conditions:

- (1) At the times of issuance of such Future Parity Bonds there is no deficiency in the Bond Fund or in any of the accounts therein and no Event of Default has occurred and is continuing;
- (2) Net Revenue of the Electric System for any 12 consecutive months of the months next preceding the issuance of the Future Parity Bonds (not including any transfer from the R&C Fund) will equal at least 1.25 times the Annual Debt Service required to be paid in any fiscal year thereafter;
- (3) At or prior to the time of the issuance of such Future Parity Bonds the District must obtain and have on file a certificate from the Treasurer which shall certify full compliance with conditions (1) and (2) set forth above, or in the alternative the District must obtain a certificate from a Professional Utility Consultant stating that the projected annual Net Revenue for the fiscal years in which the Parity Bonds, including the Future Parity Bonds being issued, are expected to at least equal 1.25 times the Annual Debt Service required to be paid in any fiscal year thereafter; and
- (4) The resolution authorizing the issuance of the Future Parity Bonds shall contain covenants and provisions substantially the same as covenants and provisions in the Bond Resolution with respect to the Revenue Fund, the Bond Fund and Reserve Fund, the Rate Stabilization Account, Security for Parity Bonds, General Covenants, Future Parity Bonds and Resource Obligations, Restrictions on the Contracting of Obligations Secured by Revenue, Derivative Products, Defaults and Remedies, and Amendments to such resolution. See Appendix A.

For the purpose of such conditions, Net Revenue of the Electric System may be adjusted to include (i) a full 12 months of Net Revenue from any customers added during the 12-month period being considered; (ii) the annual estimated Net Revenue to be received as a result of any additions, betterments and improvements to and extensions of the Electric System to be acquired, constructed or installed by the District from the proceeds of the Future Parity Bonds to be issued or under construction at the time of such certificate; and (iii) the additional Net Revenue which would have been received by the District if any rate change adopted prior to the delivery of the Future Parity Bonds, but subsequent to the beginning of the 12-month period being considered, had been in force during the full 12-month period.

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

The District may issue bonds, notes, warrants or other obligations having a lien and charge against the Gross Revenue of the Electric System junior to the Parity Bonds upon the terms and conditions stated in the Bond Resolution. Any such junior lien obligations will not be subject to acceleration.

Resource Obligations. The District may enter into or incur a Resource Obligation pursuant to a resolution of the Commission (see "Resource Obligations; Take or Pay Contracts" below) provided that the following requirements shall be met at the time of adoption of such resolution:

- (1) No Event of Default with respect to any Parity Bonds or Resource Obligations has occurred and is continuing;

- (2) There must have been filed a certificate of a Professional Utility Consultant stating that the additional source of power and energy or conservation from such Resource Obligation is consistent with sound utility power supply planning;
- (3) There must have been filed a report of the Professional Utility Consultant stating that estimated annual Net Revenue for the second full fiscal year after the date of initial operation of the facilities, costs of which are to be financed as a Resource Obligation, or after the date of first delivery of energy, capacity, reserves or services pursuant to a contract, costs of which are declared to be a Resource Obligation, as the case may be, is at least equal to 125% of maximum Annual Debt Service in any future fiscal year;
- (4) In the event that the Resource Obligation is a contract to purchase energy, capacity, reserves or services, there must have been filed opinions of counsel to all other parties to the contract which opinions state that each such party to such contract has all requisite right, power and authority to execute and deliver such contract and to perform its obligations thereunder and that such contract constitutes a legally valid and binding obligation of such party thereto; and
- (5) The Resource Obligations must not be subject to acceleration if an event of default has occurred.

Electric System Obligations for the Priest Rapids Project Bonds

The District's Outstanding Priest Rapids Project Bonds are currently outstanding in the aggregate principal amount of \$787,555,000. The District has reserved the right to issue Future Priest Rapids Project Bonds on a parity of lien with the Outstanding Priest Rapids Project Bonds. The Priest Rapids Project Subordinate Bonds of the District are currently outstanding in the aggregate principal amount of \$400,646,000, which have been purchased by the Electric System as an investment. The District has reserved the right to additional subordinate Priest Rapids Project bonds in the future.

The District has covenanted (1) to pay to the Priest Rapids Project from the Electric System that portion of the annual costs of the Priest Rapids Project for each Fiscal Year, including without limitation for operating and maintenance expenses and debt service on the Priest Rapids Project Bonds, that is not otherwise paid or provided from payments received by the Priest Rapids Project from the sale of power and energy and related products from the Priest Rapids Project to purchasers other than the District and (2) to establish, maintain and collect rates or charges for electric power and energy and related products sold through the Electric System sufficient to make any such payments to the Priest Rapids Project.

Payments made by the Electric System for its share of the output of the Priest Rapids Project and other costs of purchased power and energy from the Priest Rapids Project are Operating Expenses of the Electric System, and, therefore, are payable prior to debt service on the Parity Bonds (as long as power or energy is produced or capable of being produced). The obligation of the Electric System to pay for all other costs associated with the Priest Rapids Project (including debt service if power or energy is not produced or capable of being produced) is subordinate in rank to all other obligations of the Electric System. See "THE PRIEST RAPIDS PROJECT."

Reserve Fund

There will be no reserve fund established for the 2020-R Bonds or the 2020-S Bonds.

2020-Q Reserve Fund

As provided in Resolution No. 8933, the resolution authorizing the issuance of the 2020-Q Bonds, the reserve fund requirement with respect to the 2020-Q Bonds and any Future Parity Bonds secured by the 2020-Q Reserve Fund (the "2020-Q Reserve Fund Requirement") was an amount equal to the least of (A) 125% of average Annual Debt Service, (B) maximum Annual Debt Service or (C) 10% of the initial principal amount of the 2020-Q Bonds or any Future Parity Bonds secured by such reserve fund. Such 2020-Q Reserve Fund Requirement may be recalculated and determined from time to time. The 2020-Q Reserve Fund is held by the District. As of August 10, 2020, the 2020-Q Reserve Fund had a balance of approximately \$5.6 million. The 2020-Q Reserve Fund is not available to pay the Bonds.

2017-O Reserve Fund

As provided in Resolution No. 8866, the resolution authorizing the issuance of the 2017-O Bonds, the reserve fund requirement with respect to the 2017-O Bonds and any Future Parity Bonds secured by the 2017-O Reserve Fund (the “2017-O Reserve Fund Requirement”) was an amount equal to the least of (A) 125% of average Annual Debt Service, (B) maximum Annual Debt Service or (C) 10% of the initial principal amount of the 2017-O Bonds or any Future Parity Bonds secured by such reserve fund. Such 2017-O Reserve Fund Requirement may be recalculated and determined from time to time. The 2017-O Reserve Fund is held by the District. As of August 10, 2020, the 2017-O Reserve Fund had a balance of approximately \$5.9 million. The 2017-O Reserve Fund is not available to pay the Bonds.

Resource Obligations; Take or Pay Contracts

Upon compliance with certain requirements in the Bond Resolution, the District may (1) enter into contracts for the purchase of energy, capacity, capability, reserves, conservation or services or (2) construct or acquire as a separate system, facilities or resources for the generation of power and energy or for the conservation, transformation, transmission or distribution of power and energy and may declare costs associated with such contract or separate system (including debt service on bonds) to be a resource obligation (“Resource Obligation”) of the Electric System to be paid as an Operating Expense of the Electric System for any month in which power and energy or other goods and services from such resource were made available to the Electric System during such month (regardless of whether or not the Electric System actually scheduled or received energy from such resource during such month). At all other times a Resource Obligation is an indebtedness of the Electric System payable from Gross Revenue on a parity of lien with the Bonds. The District has not entered into Resource Obligations. The District’s share of the Priest Rapids Project is not a Resource Obligation, but the District’s costs associated with the Priest Rapids Project are Operating Expenses as long as power or energy is provided or capable of being provided.

The District has covenanted in the Bond Resolution not to enter into any agreement which obligates the District to pay from Gross Revenue for (a) generating or transmission capacity or the use or lease of generating or transmission facilities (under which agreement payment is not conditioned on the availability of such capacity or facility) or (b) the installment purchase or lease of property which otherwise transfers to the District the burdens and benefits of ownership, unless such agreement specifically provides that the payment obligation of the District thereunder is subordinate to the obligation of the District to make payments from the Revenue Fund into the Bond Fund. This restriction does not apply to Resource Obligations or any agreement relating to the Priest Rapids Project or to any other hydroelectric facility owned and operated by the District.

Other Covenants; Other Terms of the Bond Resolution

The District has, among other covenants, made covenants in the Bond Resolution with respect to maintenance of District properties, sale or disposition of the Electric System, insurance and the keeping of proper books of account of the Electric System. See Appendix A.

The Bond Resolution defines certain Events of Default with respect to the Bonds, including but not limited to, failure to make bond payments punctually, failure to observe or perform any of the covenants included in the Bond Resolution, and actions related to bankruptcy or insolvency. The Bond Resolution provides for the opportunity to cure certain defaults and the appointment of a trustee (a “Bondowners’ Trustee”) to take such steps and institute such suits, actions or other proceedings, all as it may deem appropriate for the protection and enforcement of the rights of the owners of Parity Bonds. The Bond Resolution also sets forth provisions related to amending the Bond Resolution, with and without the consent of owners of Parity Bonds, and other terms important to the Bonds. See Appendix A.

Derivative Products

To the extent permitted by State law, the District may enter into Derivative Products secured by a pledge and lien on Gross Revenue on a parity with the Bonds and the Outstanding Parity Bonds subject to the satisfaction of certain conditions precedent. A “Derivative Product” is a written contract between the District and a third party obligating the District to make District Payments (subject to certain conditions) on one or more scheduled and specified payment

dates in exchange for a Reciprocal Payor's obligation to pay or cause to be paid Reciprocal Payments to the District on scheduled and specified payment dates. Derivative Products include agreements providing for an exchange of payments based on interest rates (known as interest rate swaps) or providing for ceilings or floors on such payments. The District has not entered into any Derivative Products. For a definition of terms used in this paragraph and a summary of the conditions precedent to the District's entering into a Derivative Product, see Appendix A.

No Acceleration Upon Default

Upon the occurrence and continuance of an Event of Default under the Bond Resolution, payment of the principal of and interest on the Bonds is not subject to acceleration. The District thus would be liable only for principal and interest payments as they became due, and the Bondowners' Trustee would be required to seek a separate judgment for each payment, if any, not made. Any such action for money damages would be subject to any limitations on legal claims and remedies against public bodies under Washington law. Amounts recovered would be applied to unpaid installments of interest prior to being applied to unpaid principal and premium, if any, which had become due. The bonds issued for the Priest Rapids Project also are not subject to acceleration.

The District has never defaulted in the payment of principal of or interest on any of its bonds.

THE DISTRICT

General

The District is a Washington municipal corporation. It was organized in 1938 pursuant to a general election in accordance with the Enabling Act and commenced operations in 1942. The District has its administrative offices in Ephrata, Washington, the county seat of the County, which is located in central Washington. The District's Electric System serves all of the County.

Pursuant to State statutes, the District is administered by a Commission of five elected members. The legal responsibilities and powers of the District, including the establishment of rates and charges for services rendered, are exercised through the Commission. The Commission establishes policy, approves plans, budgets and expenditures and reviews the District's operations.

The District's electric utility properties and operations consist of two operating systems, each of which is accounted for and financed separately. The systems are the Electric System and the Priest Rapids Project, which consists of the Priest Rapids Development and the Wanapum Development. The present combined total nameplate generating capacity of the Priest Rapids Project is approximately 2,154 megawatts ("MW"). The revenues of the Priest Rapids Project are not pledged to or available for the payment of the bonds of the Electric System. See "THE ELECTRIC SYSTEM" and "THE PRIEST RAPIDS PROJECT."

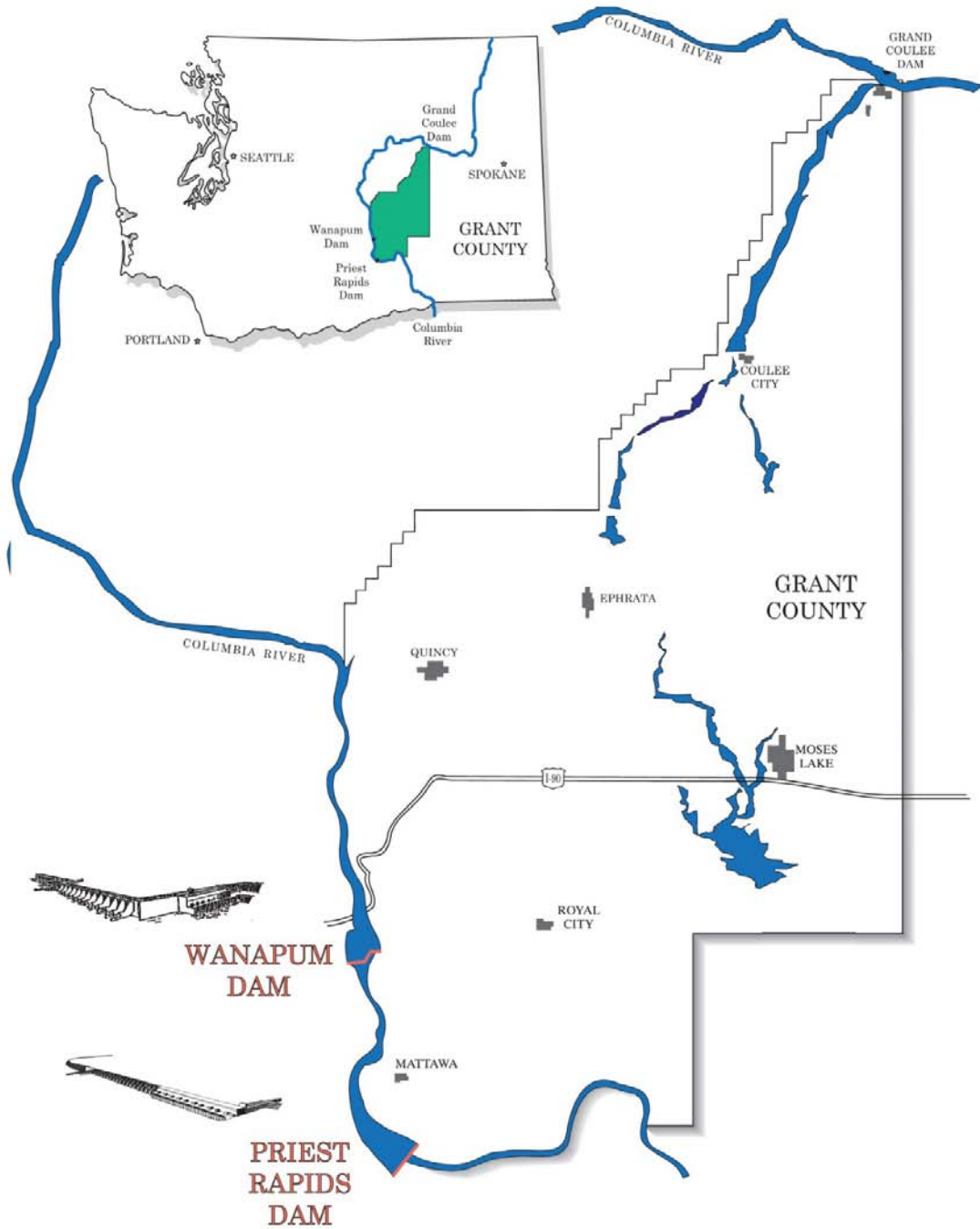
Although cities in the District's service area have statutory authority to provide electric service, only the town of Coulee Dam, which is located partially in the County, has its own electric distribution system. The District is not aware of any other city that is considering providing electric service. The District also has statutory rights of eminent domain which, subject to certain limitations, enable the District to acquire various assets and property rights, including electric distribution facilities in the County of any investor-owned utility company that may seek to serve the County. The District's facilities in any city and its right to provide electric service in any city are subject to the reasonable police power of such city.

Under Washington law, public utility districts (such as the District) are authorized to provide retail electrical service beyond their boundaries. Further, investor-owned utilities are not prohibited from providing retail electrical service beyond their current service area.

The following map shows the District's service area and location of the Priest Rapids and Wanapum Developments.

PUBLIC UTILITY DISTRICT NO. 2 OF GRANT COUNTY, WASHINGTON

ELECTRIC SYSTEM RETAIL SERVICE AREA



Management and Administration

The Commissioners of the District, their titles and the expiration of their respective terms of office are listed below.

**TABLE 5
BOARD OF COMMISSIONERS**

Name	Title	Expiration of Term of Office (12/31)
Thomas Flint	President	2020
Larry Schaapman	Vice President	2020
Judy Wilson	Secretary	2024
Nelson Cox	Commissioner	2022
Dale Walker	Commissioner	2022

Thomas Flint, President, joined the Commission in 2001. He is a fifth generation farmer actively farming in the County. Commissioner Flint serves as a director on the Blacksands Irrigation District. He is a past president of the Washington Public Utility Districts Association. Commissioner Flint is a graduate of Central Washington University and holds a degree in industrial technology. Commissioner Flint will be running unopposed in the November, 2020 election.

Larry Schaapman, Vice President, was appointed to the Commission in 2012. He has been a resident of the County for 40 years and has operated several businesses in the area during that time. He currently owns and manages a family farm in the Quincy area, and has served on numerous agricultural boards in the region including the Washington State Farm Bureau. Commissioner Schaapman currently sits on the Potato Growers of Washington Board. Commissioner Schaapman will be running unopposed in the November, 2020 election.

Judy Wilson, Secretary, was elected to the Commission in 2018. From a long-time cattle-ranching family, Mrs. Wilson managed a farm-and-construction machinery dealership for 21 years in Central Washington and Oregon before retiring in 2017. She was director of a publicly owned water utility in the Spokane Valley from 1982 to 1996.

Nelson Cox, Commissioner, was elected to the Commission in 2018. He is a lifetime resident of Warden, Washington, and has actively operated his family farm for more than 45 years. Commissioner Cox has been a part of various local community groups and boards. He also represented the agriculture industry through his service within state and national organizations.

Dale Walker, Commissioner, joined the Commission in 2011. He is a 57-year resident of the County, having been actively involved in agriculture and agriculture research. Commissioner Walker has served local, state and national organizations representing the agricultural industry. He is a current Northwest Public Power Association Board member. His family was involved in the development of the Columbia Basin Project.

The senior management team of the District is as follows:

Kevin Nordt, General Manager, joined the District in 2004. He was appointed to the position of General Manager in June 2016. Mr. Nordt began his career at the District as the Mid-Columbia Coordinator. In 2006, he became the Director of Power Management with nearly 20 years of experience in the Northwest energy market. He began serving as Chief Financial Officer in 2011. While serving as Chief Financial Officer, Mr. Nordt oversaw the power management, finance and reliability and compliance divisions. He has spent his career working in the Northwest in a variety of engineering, marketing, trading and operations positions. Past regional employment includes positions with Portland General Electric and Energy Northwest. Mr. Nordt is a native of New York and holds a bachelor's degree in mathematical physics from St. John's University, a master's degree in nuclear engineering from the University of Wisconsin and additional graduate work in computational finance at Oregon Graduate Institute.

Mitch Delabarre, General Counsel, joined the District in 2009. He has more than 28 years of legal experience, including 22 years working with municipal organizations in the County. Mr. Delabarre holds a Bachelor of Science degree from San Diego State University and obtained his law degree from Willamette University College of Law.

Jeff Bishop, Chief Financial Officer, joined the District in May 2017. His professional experience includes audit manager for Deloitte & Touche, and high-level financial posts at Seattle City Light, Pacificorp and Gridliance. He holds a bachelor's in Business Administration from Washington State University and a bachelor's degree in Zoology from the University of Washington. Mr. Bishop is a licensed certified public accountant.

Dave Churchman, Chief Customer Officer, joined the District in January 2017. His professional experience includes nearly 30 years in utility operations, including 19 years at IDACORP, Inc. and seven years in power-management and top leadership posts at the Eugene Water & Electric Board in Oregon. He holds a Bachelor's Degree in Business Production Management from the University of Idaho and a Masters of Business Administration from Boise State University.

Richard Wallen, Chief Operating Officer, joined the District in June 2017. His professional background includes 30 years of energy industry experience within nuclear, coal, gas and hydro. He earned his Bachelor's Degree from West Virginia University and received a Master's Degree in Business Management from Clayton State University. Rich is a veteran of the U.S. Navy where he served onboard the USS Enterprise as a nuclear power plant operator. He holds a project management professional certification.

Bonnie Overfield, Senior Manager of Treasury, has been with the District since 2004. She manages the treasury operating unit which includes oversight of the debt and cash/investment portfolios and accounts payable. During her tenure at the District she has also managed other areas of finance including financial planning/budget, rates, risk, and accounting. Ms. Overfield holds a Bachelor of Arts degree from Eastern Washington University and a Master of Business Administration degree.

Dmitriy Turchik, Auditor, has been with the District since 2018. He came to the District after five years with the Washington State Auditor's Office, where he ultimately supervised performance and quality assurance of financial, federal and legal compliance audits of state and local governments. Mr. Turchik holds a Bachelor's Degree in Accounting from Central Washington University and is a certified fraud examiner.

Accounting and Financial Statements

The accounting and reporting policies of the District conform to generally accepted accounting principles ("GAAP") as applicable to proprietary funds of governments using the full accrual basis of accounting. The Governmental Accounting Standards Board ("GASB") is the accepted standard setting body for establishing governmental accounting and financial reporting principles. Accounting records are maintained in accordance with methods prescribed by the State Auditor under the authority of chapter 43.09 RCW, the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission ("FERC") for the Electric System. The State Auditor's Office has the responsibility to audit the District's financial operations.

The District uses the full-accrual basis of accounting where revenues are recognized when earned and expenses are recognized when incurred. Capital asset purchases are capitalized and long-term liabilities are accounted for in the appropriate funds. The District's financial statements include the financial position and results of operations for all enterprise operations which the District manages. The financial statements also include the assets and liabilities for which the District has a custodial or trust responsibility.

The District's financial statements are audited by an independent accounting firm. The District's financial statements for fiscal years ending December 30, 2018 and December 31, 2019 have been audited by Moss Adams LLP, independent public accountants. The District's audited financial statements for such years, including the audit letter for fiscal year 2019, have been included in its 2019 Annual Report (the "Report"). The audited financial statements set forth in Appendix B have been extracted from such Report for inclusion in this Official Statement. See "INDEPENDENT AUDITORS" and Appendix B.

The audited financial statements of the District are public documents. The District has not requested that Moss Adams LLP provide consent for inclusion of its audited financial statements in this Official Statement, and Moss Adams has not been engaged to perform and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. Further, Moss Adams LLP has not performed any procedures relating to this Official Statement or participated in any way in the preparation or review of this Official Statement.

District Employees

As of June 11, 2020, the District had 632 full-time regular employees and 73 part-time and temporary employees. In addition to its regular staff, the District employs a number of employees by contract for transmission and distribution line construction work, pole-testing and tree-trimming, turbine and generator rehabilitation, and environmental and other projects.

Of the 632 regular employees, as of June 11, 2020, 50% are bargaining unit employees under a Collective Bargaining Agreement (“CBA”) with the International Brotherhood of Electric Workers (the “IBEW”). The current IBEW three-year CBA runs through March 31, 2023. There has not been a significant labor stoppage at the District since 1978.

Pensions

Substantially all full-time and qualifying temporary and part-time employees of the District participate in one of the following State-wide cost-sharing multiple-employer plans administered by the State’s Department of Retirement Systems (“DRS”): the Public Employees Retirement System (“PERS”) Plans 1, 2 or 3, under which employees are contractually entitled to receive plan benefits.

For information on these plans and the District’s contributions thereto, see Note 8 to the audited financial statements attached hereto as Appendix B.

The information in this section has been obtained from information available on the websites of DRS and of the Office of the State Actuary (“OSA”), a nonpartisan legislative agency charged with advising the State Legislature and Governor on pension benefits and funding policy. DRS issues a publicly available comprehensive annual financial report that includes financial statements and required supplementary information for each plan. The DRS Comprehensive Annual Financial Report (the “DRS CAFR”) may be obtained from the DRS website at www.drs.wa.gov. The information on such websites is not incorporated herein by this reference.

In addition, the OSA has identified a risk that due to the COVID-19 pandemic and related economic disruption, investment returns assumed may not meet prior expectations. The ability to make contribution requirements is dependent on State and local government revenue, which is expected to fall significantly short of revenue forecasts published before the pandemic. In such an event, the District may be required to increase future contributions to the Plan. For more discussion, see leg.wa.gov/osa/pensionfunding/Pages/COVID-19.aspx. The information on this website is not incorporated herein by this reference. See “— Response and Impact from COVID-19 Pandemic.”

Plan Funding; Contribution Rates and Amounts. All DRS retirement plans are funded by a combination of funding sources: (1) contributions from the State; (2) contributions from employers (including the State as employer and the District and other governmental employers); (3) contributions from employees; and (4) investment returns. Retirement funds are held in the Commingled Trust Fund (“CTF”) and invested by the Washington State Investment Board, a 15-member board created by the Legislature in 1981. The average annualized dollar-weighted return on the investment of retirement funds held in the CTF for the 10-year period ended March 31, 2020 was 8.53%.

Under State statute, employer and employee contribution rates are adopted by the Pension Funding Council (“PFC”) in even-numbered years for the next ensuing State biennium. The rate-setting process begins with an actuarial valuation by the OSA, who makes non-binding recommendations to the Select Committee on Pension Policy, which then recommends contribution rates to the PFC. No later than the end of July in even-numbered years, the PFC adopts contribution rates, which are subject to revision by the Legislature. For all PERS plans, the State Legislature has established a minimum employer contribution rate of 3.50%, to be used for the sole purpose of amortizing a portion of the unfunded actuarial accrued liability of PERS Plan 1 and to remain in effect until the actuarial liability of PERS Plan 1 is fully funded. In the 2019-2021 State biennium, a portion of the employer contribution rate equal to 4.76% is

used for this purpose and is included in the employer contribution rate shown in Note 8 to the audited financial statements attached hereto as Appendix B.

Plan Funding Status and Unfunded Actuarial Liability. While the District’s prior contributions represent its full statutorily required contribution to the retirement systems, any unfunded pension benefit obligations could be reflected in future years as higher contribution rates. OSA has cautioned that the economic and fiscal impacts of the COVID-19 pandemic will most likely impact pension plan funding by (1) reducing investment returns below expectations and (2) reducing the amount of revenue available for participating employers to meet contribution requirements. If the Legislature deems actuarial contributions to be unaffordable for participating employers, then it may decide to adopt contribution rates that are lower than those recommended by OSA; however, as of the date of this Official Statement the Legislature has not taken such an action.

OSA prepares actuarial calculations to develop contribution rates for employers and employees. OSA uses the Entry Age Normal (“EAN”) cost method to report each Plan’s funded status. For information on these calculations and assumptions of the OSA, see Note 8 to the audited financial statements attached hereto as Appendix B.

The information set forth in Table 6A below is from the OSA 2018 Final Actuarial Valuation, dated September, 2019 and is as of June 30, 2018. The information set forth in Table 6B below is from the OSA 2019 Preliminary Actuarial Valuation, dated August 2020, and is as of June 30, 2019. According to the OSA’s website, the 2019 Preliminary Actuarial Valuation is scheduled to be final on August 31, 2020, and the 2019 Actuarial Audit Report will be final on September 30, 2020. The District cannot predict whether there will be any changes to the information in the OSA 2019 Preliminary Actuarial Valuation when the OSA 2019 Final Actuarial Valuation is released, or if any such changes will be material, and cannot predict whether the OSA 2019 Final Actuarial Valuation or 2019 Actuarial Audit Report will be released as scheduled. The OSA 2018 Final Actuarial Valuation and the OSA 2019 Preliminary Actuarial Valuation are available on the website of the OSA, at <http://leg.wa.gov/osa/pensionfunding/Pages/Valuations.aspx>. The information on such website is not incorporated herein by this reference.

TABLE 6A
FUNDED STATUS ON AN ACTUARIAL VALUATION BASIS⁽¹⁾
(DOLLARS IN MILLIONS)

	PERS 1	PERS 2/3
Actuarial Accrued Liability	\$11,942	\$40,024
Actuarial Value of Assets	(7,193)	(36,601)
Unfunded Actuarial Liability (Surplus)	4,749	3,423
Funded Ratio	60%	91%

⁽¹⁾ As of June 30, 2018, the most recent actuarial valuation date. Liabilities valued using the EAN cost method at an assumed investment rate of return of 7.5%. All assets valued under the actuarial method.
Source: OSA 2018 Actuarial Valuation, September 2019.

TABLE 6B
FUNDED STATUS ON AN ACTUARIAL VALUATION BASIS⁽²⁾
(DOLLARS IN MILLIONS)

	PERS 1	PERS 2/3
Actuarial Accrued Liability	\$11,538	\$42,900
Actuarial Value of Assets	(7,461)	(40,766)
Unfunded Actuarial Liability (Surplus)	4,077	2,134
Funded Ratio	65%	95%

⁽²⁾ Preliminary, as of June 30, 2019. Liabilities valued using the EAN cost method at an assumed investment rate of return of 7.5%. All assets valued under the actuarial method.
Source: OSA 2019 Preliminary Actuarial Valuation, August 2020.

PERS Plans 2 and 3 are accounted for in the same pension trust fund and may legally be used to pay the defined benefits of any PERS Plan 2 or 3 members. Otherwise, assets for one plan may not be used to fund benefits for another plan; however, all employers in PERS are required to make contribution at a rate (percentage of payroll) determined by the OSA every two years for the sole purpose of amortizing the PERS Plan 1 unfunded actuarial accrued liability within a rolling ten-year period.

GASB Reporting Rules. The District is required to report its pension liabilities in accordance with generally accepted accounting principles (“GAAP”); therefore, its proportionate share of the net plan asset or liability for each pension plan in which District employees participate is reported in the financial statements. The liability is based on the actuarial present value of projected benefit payments to periods of employee service, a discount rate that considers the availability of plan assets and recognition of projected investment earnings. The DRS determines each participating employer’s proportionate share of the plan liability and OSA determines each plan’s accounting valuation.

DRS has calculated the collective net pension liability for the various retirement plans and the District’s share of such liability based on GASB reporting requirements. Net pension liability equals the total pension liability (a measure of the total cost of future pension benefit payments already earned, stated in current dollars) minus the value of the assets in the pension trust that can be used to make benefit payments. Certain assumptions of the DSR are described in Note 8 to the audited financial statements attached hereto as Appendix B.

Based on the OSA actuarial valuation as of June 30, 2018, with the results rolled forward to June 30, 2019, and using such assumptions, DRS determined the net pension liability of PERS Plan 1 and PERS Plans 2 and 3, and DRS further determined each participating employer’s proportionate share of such net pension liability. As of June 30, 2019, the District’s proportionate share of such net pension liability totaled approximately \$24.8 million.

The District’s actual contributions to the plan were approximately \$8.9 million and \$8.3 million for the years ended December 31, 2019 and 2018, respectively. The Priest Rapids Project’s and the Electric System’s shares of these costs are in proportion to their share of direct payroll costs. For additional information on the District’s actual contributions to the plan, see Note 8 to the audited financial statements attached hereto as Appendix B.

For further information, see the DRS CAFR and DRS Participating Employer Financial Information for the Fiscal Year Ended June 30, 2019, which are not incorporated by reference into this Official Statement and which can be obtained from DRS.

District employees also participate in the federal Social Security program.

Deferred Compensation Plans

The District offers its employees a deferred compensation plan created under Internal Revenue Code Section 457(b), which permits employees to defer a portion of their compensation until future years and administers a 401(a) governmental profit sharing plan and trust. For more information on these plans, see Note 8 to the audited financial statements attached hereto as Appendix B. Effective January 1, 2020 the District began to contribute 3% without regard to employee contributions, which is driving an approximately 85% increase in employee contributions through May 2020 when compared to the same period in 2019.

Other Post-Employment Benefits

The District administers a single-employer defined benefit premium program (the “OPEB Plan”). District employees who end public employment are eligible to continue subsidized health insurance coverage as a retiree (between ages 59½ and 65) if they retire under PERS and are vested in that system and eligible for COBRA. The plan may be amended through collective bargaining (for bargaining unit employees) and ratified by the District’s Commission, or changed without bargaining for non-bargaining unit employees. The OPEB Plan does not issue a publicly available financial report.

The OPEB Plan is funded on a pay-as-you-go basis, and there are no assets accumulating in a qualifying trust. The District paid approximately \$400,000 in retiree subsidies for each of the years ended December 31, 2019 and 2018.

For more information, see Note 9 to the audited financial statements attached hereto as Appendix B.

Insurance

The District carries excess liability coverage with an annual aggregate limit of \$60.0 million with a self-insured retention of \$2 million per occurrence. It carries underlying liability policies for specific loss types such as foreign travel and non-owned aviation liability to protect the District from losses associated with these risks. The District does not carry a stand-alone cybersecurity insurance policy; however, it has cybersecurity coverage under two of its existing liability policies, subject to the policy limits and terms contained therein. The District has established an insurance reserve fund at a minimum balance of \$1.0 million and a maximum of \$1.5 million to cover the self-insured portion of liability losses. The insurance reserve fund had a balance of \$1.2 million as of June 30, 2020. The District also maintains property insurance coverage with an aggregate limit of \$200.0 million, protecting against significant losses at the Priest Rapids Project, the Electric System, and all of the various District real properties, with a deductible of \$2.5 million per loss, and subject to policy terms and conditions.

Strategic Planning and Financial Policies

The District operates under a strategic plan approved by the Commission in July 2019. The strategic plan is reviewed annually and modified as necessary by staff and the Commission. This strategic plan addresses key District issues associated with complying with the license requirements for the Priest Rapids Project, resource management, operations and maintenance, capital improvements, power supply, customer service, reliability and institutional matters such as employee development and succession planning, and legislative and external affairs.

The District's financial strategy includes stable retail rates and continued assurance of meeting the District's financial obligations and goals. For the Electric System and Priest Rapids Project, the District targets consolidated debt service coverage greater than or equal to 1.80 times and consolidated ratio of debt to net plant less than or equal to 60%. Financial parameters for the Electric System include a retail operating ratio of less than or equal to 100% (internal ratio designed to target retail rates to fully recoup operational costs absent wholesale revenues), Electric System liquidity cash reserves of at or above \$105.0 million, and days cash on hand greater than 250 days. Financial parameters for the Priest Rapids Project include a debt service coverage no less than 1.15 times, which is the debt service coverage required by the bond resolutions authorizing the Priest Rapids Project Bonds.

Investments

The District invests its available funds in a manner that emphasizes preserving principal, maintaining necessary liquidity, matching investment maturities to estimated cash flow requirements, and achieving maximum yield consistent with the foregoing criteria. Eligible investments include United States Treasury bonds, notes, bills or other obligations of the United States government or agencies of the United States government; interest bearing demand or time deposits issued by certain banks, trust companies or savings and loan associations; fully-secured repurchase agreements; banker's acceptances having a term of 180 days or less; taxable money market portfolios restricted to obligations of one year or less and issued and guaranteed by the full faith and credit of the United States government; and any other investments permitted to a municipality under the laws of the State. Investments generally are made so that securities can be held to maturity. The Bond Resolution provides that money in the Bond Fund, Reserve Funds, Revenue Fund, and R&C Fund be invested in any investments permitted under State law.

At year-end 2019, the market value of the District's total cash and investment assets was approximately \$565 million. In January of 2020, the District used approximately \$91 million to cash defease outstanding debt from a combination of excess operating reserves and bond reserves. As of June 30, 2020, the value of total cash and investments was approximately \$450 million. For additional information relating to the District's investments, see Note 2 to the audited financial statements attached hereto as Appendix B.

Physical Security Efforts at the District

Protection of personnel and assets is an integral part of District operations. The District has risk-based controls to ensure the protection of its employees, assets and facilities. A dedicated, centralized security department is in place,

and the District has implemented an Enterprise Security Risk Management framework to manage security risk. The Security Department performs investigations of suspicious activities on and around the premises, develops and oversees implementation of protection measures, and maintains active communication with local, State and federal law enforcement. The Security Department has documented and implemented a complete identity and access management program to ensure employees and contractors have been screened and are granted the minimum level of access needed to complete their duties.

The Security Department actively participates on the U.S. Department of Homeland Security Dams Sector Coordinating Council, the Western Electricity Coordinating Council Physical Security Work Group, the ASIS International Utilities Security Council, and the Electricity Information Sharing and Analysis Center. The Security Department conducts at least annual full spectrum security assessments and regularly participates in training exercises with local law enforcement, federal, State and local emergency management, and the Moses Lake Regional Tactical Response Team.

Technology Reliability and Cyber Security

The District currently sustains compliance with all regulatory requirements for its information technology (“IT”) and Industrial Control System (“ICS”) resources. The District employs a risk based methodology to evaluate and respond to the ever changing threat landscape, mitigating threats related to both IT and ICS. The architecture of its IT and ICS systems provides for both high availability and redundancy while mitigating both current threats and future threats.

The District is actively migrating business systems to cloud-based solutions to reduce operating risk, improve overall reliability and improve access to technology services required to perform District operations and services.

The District seeks to comply with the North American Energy Reliability Corporation Critical Infrastructure Protection (“NERC CIP”) regulations, which outline the compliance requirements for the District’s ICS systems. The operations and cyber security staff dedicated to the reliability of the District’s IT and ICS systems are certified and trained, and maintain their skills and awareness through involvement in cyber security and electric industry organizations such as: the International Information Systems Security Certification Consortium, ISACA, the Northwest Public Power Association, the Large Public Power Council, the Western Interconnection Compliance Forum, and the Western Energy Coordination Council where participants share information and collaborate to strengthen not only the District’s cyber security posture but also the western grid.

In addition, the District staff consult cyber security and reliability guidelines such as the Information Technology Infrastructure Library (“ITIL”), the Control Objectives for Information and Related Technology (“COBIT”), the National Institute of Standards and Technology (“NIST”), and the International Organization of Standardization 27002 for best business practices.

The District has incorporated cyber risk reviews into its technology service and product acquisition processes, employs continuous monitoring of its partners and environment, and performs an annual vulnerability assessment to identify any outstanding issues and gaps that can be mitigated in an effort to improve and maintain its reliability posture.

Response and Impacts from COVID-19 Pandemic

On February 29, 2020, State Governor Jay Inslee declared a state of emergency, directing State agencies to use all resources necessary to prepare for and respond to the outbreak. COVID-19 – caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2) infection – is a respiratory disease and a new strain of coronavirus. Cases have been reported in more than 180 countries, including all 50 U.S. states, and the District’s service area. On March 12, 2020, the World Health Organization declared the COVID-19 outbreak to be a pandemic, and the next day President Trump declared a national state of emergency.

Since the emergency declaration, Governor Inslee has issued numerous proclamations and Executive Orders designed to limit social interactions, including a “Stay Home, Stay Healthy” Proclamation 20-25, Risk Assessment Dashboard, and four-phased “Safe Start” plan to re-open Washington businesses and other economic activities. Governor Inslee has formed several Safe Start advisory groups, provided additional guidance on the phased re-opening plan, and extended or added proclamations as the pandemic situation evolves.

On March 4, 2020, the District initiated its formal response to COVID-19 with the implementation of an Incident Command System (“ICS”). ICS is designed to move through various stages of an emergency or incident and adjust the District operations quickly while managing risk. The ICS is structured to facilitate activities in six major sections: operations, planning, intelligence/investigations, logistics, finance/administration, and information technology. Each activity has section chiefs and deputy chiefs. The team is led by the Incident Commander. The command staff includes Liaison, Safety, and Communication officers who report to the Incident Commander. Together, the command staff and section chiefs form the Incident Management Team (“IMT”).

The District’s response has included the development of COVID-19 pandemic-related policies and mitigation measures, including wearing face coverings at work, employee health screening prior to entering District facilities, reconfigured work spaces to maintain physical distancing, significant increases in telecommuting for those who can productively work remotely, and requiring employees to stay home when symptomatic or sick or when an exposure has occurred. The District continually reviews health data from the Centers for Disease Control (the “CDC”) and Johns Hopkins University for the latest guidance and trends to best determine when and how various activities can resume or must be curtailed. In addition, The District has developed an employee sequestration plan and continuity of operations plan. To date, the District has not implemented the sequestration plan, but it is ready in the event it shall be determined necessary.

The District’s IMT has implemented a system that declares “Incident Criticality Levels” or “ICLs.” As the COVID-19 incident progresses (becoming either more or less critical), the District moves through each criticality level and communicates to all levels of the organization which activities will continue, which activities will be discontinued, and what mitigation measures need to be implemented. As the COVID-19 incident progresses, this system will allow the District operations to be adjusted quickly and effectively.

The District maintains a strong relationship with the IBEW Local 77 and has coordinated its COVID-19 response with the IBEW, including implementing a letter of agreement describing coverage of essential functions with reduced staffing and procedures on testing should a sequestration plan be initiated.

On March 11, 2020, the District closed all public facilities, including our 20 recreation sites, to protect the health and safety of employees and the public. Employees immediately began working remotely to the extent possible in all departments. The District continues to process customer payments daily, maintain online and phone customer service, and provides updates to customers routinely via the District’s website, social media, newsletter and other communicating sources. On May 8, 2020, after careful and extensive safety planning, the District reopened many day-use amenities and boat launches with strict safety protocols in place in alignment with guidance from the CDC, the Washington Department of Health and the Grant County Health District. The District’s local offices remain closed, but customers may contact customer service representatives during normal business hours either online or by phone.

On March 23, 2020, Governor Inslee issued Proclamation 20-23 prohibiting all energy providers from (i) disconnecting or refusing to reconnect any residential customers affected by COVID-19 due to non-payment (except at the request of the customer), and (ii) charging fees for late payment or reconnection of these services. The proclamation strongly encourages utilities to adopt flexible credit and billing practices and work with customers to set up payment arrangements. The District had waived late fees prior to the proclamation for its “core retail customer rate schedules,” but continues to enforce late fees for large industrial customers. The District monitors accounts receivable aging balances and provides options for customers to stay current with their bills. As of June 30, 2020, there are no material deficiencies in past due accounts. Additionally, as of June 30, 2020, the amount of late fees forecasted to be unbillable for 2020 is forecasted to be approximately \$620,000. The amount of late fees collected in 2019 was \$944,000 and in 2018 was \$1,096,000.

The impact of COVID-19 on the District’s retail revenue is not fully determined. As of June 30, 2020, changes in future load growth may be partially impacted by varying customer responses. The District’s customer load is anticipated to continue to increase based on current forecasts, primarily in the industrial sector. To the extent that these customers are further impacted by COVID-19, it could result in changes to the load projections.

The District’s wholesale fiber optic network continues to see growth and provides a robust network for County residents to work remotely and for business that rely on the network. The District actively monitors the cost

implications of COVID-19, which has largely consisted of reduced work capacity due to stay home orders. The District's estimate of the COVID-19 impact will evolve as conditions change.

The overall financial impact related to COVID-19 will continue to be monitored by the District as conditions change. As of June 30, 2020, the most up to date forecast indicates changes against the adopted budget, but such changes are not exclusively related to impacts of COVID-19. See "THE ELECTRIC SYSTEM – Management's Discussion of Results" herein.

The District has provided the information contained in this Official Statement to describe some of the impacts that the COVID-19 pandemic and related orders have had on the District's finances and operations, and to describe some of the actions that the District is taking in response. The District cannot predict the duration and extent of the COVID-19 public health emergency, or quantify the magnitude of the impact on the State and regional economy or on the other revenues and expenses of the District. The COVID-19 outbreak is ongoing, and its dynamic nature leads to many uncertainties, including (i) the geographic spread of the virus; (ii) the severity of the disease; (iii) the duration of the outbreak; (iv) actions that may be taken by governmental authorities to contain or mitigate the outbreak; (v) the development of medical therapeutics or vaccinations; (vi) travel restrictions; (vii) the impact of the outbreak on the local or global economy; (viii) whether and to what extent the State Governor may order additional public health measures; and (ix) the impact of the outbreak and actions taken in response to the outbreak on District revenues, expenses, and financial condition. Prospective investors should assume that the restrictions and limitations instituted related to COVID-19 will continue, and the current upheaval to the national and global economies will continue and/or be exacerbated, at least over the near term, and the recovery may be prolonged.

THE ELECTRIC SYSTEM

The Electric System consists of substations, transmission and distribution lines, telecommunication facilities, and associated general plant, together with a contract interest in the Potholes East Canal ("P.E.C.") Headworks Powerplant Project, a contract interest in the Quincy Chute Project, a contract interest in the Wapato Project and a purchased power agreement from the Nine Canyon Wind Project. The Electric System is owned and operated by the District and serves the entire County. For the year ending December 31, 2019, the Electric System operated approximately 4,381 miles of transmission and distribution lines and other related infrastructure to serve approximately 52,212 active meters. As of December 31, 2019, the District's gross investment in the Electric System was approximately \$1.2 billion and its net investment was approximately \$608.0 million. The hydroelectric generation facilities of the District's Priest Rapids Project is the primary source of power for the Electric System.

Retail Energy Sales and Customers

The Electric System's combined retail and wholesale revenues, excluding fiber, for 2019 totaled approximately \$253.5 million. Of this total, approximately \$209.9 million (83%) was derived from retail energy sales to an average of 51,635 customers. Wholesale revenues, net provided approximately \$41.0 million of revenues (16% of the total). See "Power Supply Management and Power Marketing." Of the retail customers, approximately 76% were residential customers, consuming 17% of all retail energy. The Electric System has experienced a stable residential customer base over the past five years. It is estimated that between 85% and 90% of all homes in the District's service area are electrically heated. Only the cities of Moses Lake, Quincy and Warden have natural gas service available, which is primarily used for industrial and commercial use. The most important variable in power sales to residential accounts from year to year is weather as it relates to heating and cooling requirements. Retail sales are a significant portion of revenue as stated above; however, the Electric System also receives significant surplus revenue from wholesale sales related to excess generation from the Priest Rapids Project above its load. Retail sales are projected to remain the primary revenue source as load and rates increase.

The 10 largest customers, based on retail revenue of the Electric System for the 12 months ended December 31, 2019, are shown in the following table.

TABLE 7
ELECTRIC SYSTEM LARGEST CUSTOMERS (based on kWh)
(Listed alphabetically)

Customer	Location	Product
Chemi-Con Materials Corp.	Moses Lake	Process aluminum foil for capacitors
Intergate Quincy, LLC	Quincy	Data center
Lamb-Weston, Inc. ⁽¹⁾	Quincy/Warden	French fried potatoes
Microsoft Corp.	Quincy	Data center
Norco, Inc.	Moses Lake	Liquid nitrogen, oxygen and argon
Nouryon Pulp & Performance (formerly Akzo Nobel)	Moses Lake	Global paints, coatings and specialty chemicals
REC Solar Grade Silicon LLC	Moses Lake	Polycrystalline silicon and silane gas
SGL Automotive Carbon Fibers LLC	Moses Lake	Carbon-based products
Verizon Wireless (formerly Yahoo!)	Quincy	Data center
Viterra USA, LLC	Warden	Oilseed processing

⁽¹⁾ Lamb-Weston has facilities at two locations in the County.

The Electric System’s 10 largest customers used approximately 44% of total retail energy sold and provided approximately 38% of retail revenues in 2019. The two largest customers used approximately 25% of total retail energy sold and provided nearly 22% of retail revenues in 2019. The District’s rate structure for industrial customers is designed to include the marginal cost of additional power purchases. The Priest Rapids Project Power Sales Contracts (as defined under “THE PRIEST RAPIDS PROJECT — Priest Rapids Project Power Sales Contracts”) contain provisions that, when coupled with the low production cost of the Priest Rapids Project, are currently expected to mitigate some or all of the impacts to the District from loss of significant quantities of retail load.

The County continues to be an attractive location for large industrial, IT, and manufacturing customers to locate or enlarge their operations. The five-year growth for the retail system has been strong with an increase in energy sales of 20% in years 2014-2019. The prior five-year energy sales growth was 13% in years 2009-2014. The industrial sector has accounted for a significant portion of the system growth, increasing the industrial class sales by 67% over the total ten-year time frame. The residential base has remained stable with some growth over this timeframe.

The District has 24 active large requests for over 450 MW of electric service at both existing and new locations in various stages of implementation with deliveries starting between 2020 and 2025. There are other requests for electric service not included in the above that will be processed independently of the traditional queue but at a lower priority.

The District expects an increase in Electric System load of 24% over the next five years. This growth is driven primarily by load growth within the large industrial and manufacturing sector that is projected to increase by 36% over the next five years. The industrial and manufacturing growth projection is based on the current queue of requests for new large electric service, customer load projections for existing signed agreements for new or expanded facilities along with customer load projections of existing load growth within the District’s customer base. The District manages requests for service in the order received and has historically experienced a high volume of inquiries, many of which do not materialize for a variety of reasons, which is why load forecasts are weighted to signed agreements. The District believes that this growth is manageable based on the availability of resources and the structure of the District’s Power Sales Contracts for the Priest Rapids Project.

COVID-19 may have intermittent or persistent impacts on retail energy demand. For example, agricultural processors serving wholesale supply to restaurants, and chemical plants supplying inputs to finished goods manufacturing may have periodic or chronic load reduction. Conversely, some loads may increase due to COVID-19, for example, data centers supporting remote work web applications. See “THE DISTRICT — Response and Impact from COVID-19 Pandemic.”

The following table sets forth the customers, energy sales and revenues of the Electric System as derived from the financial statements of the Electric System for the fiscal years indicated.

**TABLE 8
ELECTRIC SYSTEM
RETAIL CUSTOMERS, ENERGY SALES, AND REVENUES**

	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Number of Customers (Average) ⁽¹⁾					
Residential	36,347	36,869	37,774	38,368	39,101
Commercial ⁽²⁾	6,260	6,367	6,951	7,063	7,247
Irrigation	3,052	2,648	5,158	4,951	4,978
Industrial ⁽²⁾	130	141	217	232	244
Other ⁽³⁾	120	124	410	74	65
Total Customers	<u>45,909</u>	<u>46,149</u>	<u>50,510</u>	<u>50,688</u>	<u>51,635</u>
Energy Sales (MWh) ⁽¹⁾					
Residential	771,753	725,896	837,342	765,978	838,420
Commercial ⁽²⁾	477,787	487,340	525,826	486,901	847,917
Irrigation	619,332	567,541	537,994	567,409	533,931
Industrial ⁽²⁾	2,664,779	2,648,052	2,778,143	3,084,417	2,812,656
Other ⁽³⁾	6,138	13,408	6,101	6,050	5,378
Total Energy Sales	<u>4,539,789</u>	<u>4,442,237</u>	<u>4,685,406</u>	<u>4,910,755</u>	<u>5,038,302</u>
System Peak (MW)					
Winter	623	717	793	723	795
Summer	777	748	779	812	813
Revenues from Energy Sales (\$000) ⁽¹⁾					
Residential	\$ 39,127	\$ 40,252	\$ 45,270	\$ 43,160	\$ 46,844
Commercial ⁽²⁾	21,451	22,643	24,580	24,296	35,828
Irrigation	24,481	23,876	24,080	25,785	24,927
Industrial ⁽²⁾	86,822	87,961	93,446	106,094	99,604
Other ⁽³⁾	1,034	1,066	1,097	2,056	2,693
Total Revenues	<u>\$ 172,915</u>	<u>\$ 175,798</u>	<u>\$ 188,473</u>	<u>\$ 201,391</u>	<u>\$ 209,896</u>

(1) Statistics classified by service type. Beginning in 2017, customers are reported in accordance with U.S. Energy Information Administration definition of a customer, which is an active meter. This is to ensure consistency in customer data published externally and align with industry standards. In prior years, customer is defined as an existing Service Agreement, which may have one or more active meters or can change independent of active meters providing service in the District's service territory. The difference between service agreement and active meter counts is considered immaterial.

(2) 2017 figures for commercial and industrial customers are adjusted for comparative purposes due to certain large commercial customers being excluded from industrial figures.

(3) "Other" includes street lighting, public authorities and non-firm retail energy sales.

Power Supply Management and Power Marketing

The power generated at the Priest Rapids Project is a low cost resource for the Electric System. However, the amount of generation that is available to deliver over any given time period is highly variable. Minimal storage is available in the reservoirs of the Priest Rapids Development, and Wanapum Development, and the Developments are considered "run of the river" operations. The amount of energy generated at the Priest Rapids Project depends on the amount of water released from upstream reservoirs. See "THE PRIEST RAPIDS PROJECT." Regional weather conditions also influence the amount of flow available for generation, varying from high water conditions to drought conditions. This variation in flow generates energy that is surplus to District load needs in some periods and less than load in other periods creating a need for the Electric System to purchase energy in those periods. The Electric System's retail load is also variable. Some industrial loads served by the Electric System have an elastic demand curve for electricity. To manage these variable resource and system requirements, the District enters into wholesale energy transactions. In

2015, the District entered into a five-year transaction (“Pooling Agreement”) with Shell Energy North America (“SENA”) that terminates on September 29, 2020. The Pooling Agreement is intended to shift hydro variability to SENA and create stable revenues for the District. The District also is routinely a party to a number of short term power and capacity contracts (“Slice Contracts”) and utilizes market purchases and sales as needed to manage smaller positions. The District is in the process of completing contract negotiations with Morgan Stanley Capital Group Inc. (“MSCG”) for a new contract to begin upon the expiration of the SENA contract in October 2020 to continue a similar strategy of reducing hydro variability. This contract is expected to be similar to the SENA contract in structure, but for a smaller share of the Priest Rapids Project (33.31% vs. 53.31%). See “Sale of All of the District’s Share of Priest Rapids Project Output” for additional information regarding the District’s contractual relationship with SENA. In addition to the contract for the anticipated 33.31% share, the District is in the process of completing contract negotiations with a different counterparty for a new 3-year, 20% share of the Priest Rapids Project that will begin on January 1, 2021.

The District’s power marketing activities are confined to balancing District loads and resources and optimizing the value of the Priest Rapids Project with the intent of maximizing the benefit for Electric System retail customers. Power is purchased only to meet Electric System projected loads. Power surplus to the Electric System’s needs is resold in a manner that seeks to average market prices.

For historical information on the District’s wholesale power sales, see Table 11 herein and for information on 2020 to date, see “Management’s Discussion of Results.”

In recognition of the increasing number of power transactions, price volatility and changing power supply contracts, the Commission established a Risk Oversight Committee in 2001 to review and update the energy risk management policies of the District and to provide greater ongoing monitoring and review of power transactions. The Risk Oversight Committee is comprised of senior management in the areas of power management and financial risk, and meets regularly to monitor activities and risk. The Risk Oversight Committee has developed and maintains an Energy Risk Management and Reporting Policy which has been adopted by the Commission.

Credit exposures are monitored routinely on notional and mark-to-market values of forward purchase and sales agreements. In the event that credit exposure approaches a predetermined threshold, the District would determine the most appropriate course of action including, but not limited to, trading out of the given transactions. If no other action was deemed to be in the best interest of the District, the District would proceed to provide a letter of credit or collateral within 20 business days depending on the triggering event. The collateral provisions are reciprocal, meaning that the District has the right to ask its counterparties to post collateral if the exposure of the forward transactions moves in the District’s favor and the predetermined thresholds are met.

Sale of All of the District’s Share of Priest Rapids Project Output

As described under “THE PRIEST RAPIDS PROJECT — Priest Rapids Project Power Sales Contracts,” the District receives 63.3% of the capacity and physical output of the Priest Rapids Project.

In January 2019, the District entered into a contract with Avangrid Renewables, Inc. (“Avangrid”) for a 10% slice of the output of the Priest Rapids Project for the term July 1, 2019 through December 31, 2021. The purpose of this sale and an associated schedule of firm, fixed-price power purchases by the District was to lower water volume, operational and market risks. The contract with Avangrid is paid in equal monthly installments over the life of the agreement regardless of water conditions, thereby contributing to the stabilization of District net revenue by improving the predictability of wholesale revenues. Slice sales also provide at least partial protection against reduction in operational generation unit availability. The District enters into short term fixed price power purchases and sales to manage net monthly position price risk consisting of other purchases, sales, generation and forecasted District retail load. The District has the right to curtail delivery in the event of non-payment and maintains strong credit provisions with all slice counterparties.

The District entered into the Pooling Agreement with SENA in September 2015. Under the Pooling Agreement, the District will provide SENA with a portion of the District’s 63.3% share of the capacity in the Priest Rapids Project, and SENA will provide to the District firm power sufficient to meet the Electric System’s retail load forecast, adjusted for the portion of Electric System load that is expected to be met with other District resources (“District’s Load

Forecast”). In addition, SENA will provide certain scheduling services for the District, including managing power schedules, and the District will provide certain flexibility to SENA within the District’s control area. The term of the Pooling Agreement expires September 29, 2020.

The Pooling Agreement provides for the delivery by the District to SENA of 53.31% of the capacity and associated energy of the Priest Rapids Project through September 29, 2020, as discussed under “ – Power Supply Management and Power Marketing” above. The delivery of capacity and associated energy under the Pooling Agreement and under existing slice contracts will be solely from the Electric System’s 63.3% share of the Priest Rapids Project and will not impact the Power Sales Contracts. The District will remain the owner and operator of the Priest Rapids Project and the Electric System.

The primary purposes for the District and SENA to enter into the Pooling Agreement are to enable them to satisfy different peak load demands, accommodate temporary outages, diversify supply, or enhance reliability in accordance with prudent reliability standards. In addition, the Pooling Agreement reduces the effect of variable water conditions at the Priest Rapids Project on revenues associated with the District’s wholesale sales and purchases. Under the Pooling Agreement, SENA will have rights to the actual output of a portion of the Priest Rapids Project, which will vary with water conditions, and will provide firm power to meet the District’s Load Forecast regardless of the actual output of the Priest Rapids Project.

The estimated value of SENA’s rights to Priest Rapids Project capacity and associated energy, which is based on the assumption of average water conditions, is approximately equal to the estimated value of the firm power requirements that SENA will provide to the District. Under the Pooling Agreement, these values will be offsetting and exchanged; there will, however, be monthly payments owed by either SENA or the District if certain performance metrics occur and based on differences in generation and load due to seasonal differences. The District has not experienced any significant monthly payments to date. The amount of monthly payments over the term could vary based upon actual performance versus the estimates at the time the Pooling Agreement was executed. The performance metrics are: (i) a load deviation adjustment, which provides for payments at index prices for the load served by SENA that are above or below the District’s Load Forecast, (ii) an availability adjustment that accounts for planned outages at the Priest Rapids Project, (iii) a spill adjustment to account for the cost of the lost power generation as a result of spill required at the Priest Rapids Project to facilitate fish passage or bypass, (iv) an adjustment related to the District’s existing requirements related to encroachment power for Chelan Public Utility District, (v) an adjustment related to provide the Canadian Entitlement to Bonneville Power Administration (“Bonneville”) for delivery to Canada, and (vi) Priest Rapid Project upgrades that increase capacity. Hydrological changes away from average water conditions do not trigger any adjustments or payments under the Pooling Agreement.

The Pooling Agreement provides that a party must post cash or a letter of credit to secure its “Credit Exposure” based on certain rating criteria. In the event of a default by SENA, as described below, the District would regain the capacity and energy of the Priest Rapids Project.

The Pooling Agreement defines “Events of Default” to include (1) payment defaults, (2) representations or warranties that are false or misleading, (3) failure to perform any material covenant or obligation (unless due to Uncontrollable Force or the District’s failure to deliver Priest Rapids power or other attributes), (4) bankruptcy, or (5) failure to post collateral. Upon an Event of Default, the non-defaulting party may terminate the Pooling Agreement and calculate a termination payment based on (a) the net economic loss to it (on a present value basis) resulting from the termination plus (b) any costs incurred by the party to terminate the Pooling Agreement, including any costs paid to third parties to terminate a power sales contract. No payment is allowed to a defaulting party.

The District expects to enter into an Agreement for Pooling of Priest Rapids Project Physical Output with MSCG in August 2020 (the “MSCG Pooling Agreement”) to begin upon the expiration of the SENA contract. Under the MSCG Pooling Agreement, the District will provide MSCG with a portion of the District’s 63.3% share of the capacity in the Priest Rapids Project, and MSCG will provide to the District firm power sufficient to meet the District’s Load Forecast. In addition, MSCG will provide certain scheduling services for the District, including managing power schedules, and the District will provide certain flexibility to MSCG within the District’s control area. The term of the MSCG Pooling Agreement will expire September 29, 2025. Except as described below, the terms and provisions of the MSCG Pooling Agreement are expected to be substantially the same as the terms of the Pooling Agreement with SENA.

The MSCG Pooling Agreement provides for the delivery by the District to MSCG of 53.31% of the capacity and associated energy of the Priest Rapids Project from September 30, 2020 through December 31, 2020 and 33.31% of the capacity and associated energy of the Priest Rapids Project from January 1, 2021 through December 31, 2025, as discussed under “– Power Supply Management and Power Marketing” above. The delivery of capacity and associated energy under the MSCG Pooling Agreement and under existing slice contracts will be solely from the Electric System’s 63.3% share of the Priest Rapids Project and will not impact the Power Sales Contracts. The District will remain the owner and operator of the Priest Rapids Project and the Electric System.

Rates

The District is empowered and required under the Enabling Act and by the covenants of the Bond Resolution to establish, maintain, and collect rates and charges for electric power and energy and other services sold through the Electric System adequate to provide revenues sufficient for the punctual payment of the principal of, premium, if any, and interest on all outstanding indebtedness, to pay for the proper operation and maintenance expenses of the Electric System and to make all necessary repairs, replacements and renewals thereof. The District has the exclusive authority to set retail rates and charges for retail electric energy and services and is by law free from the rate-making jurisdiction and control of the Washington Utilities and Transportation Commission or any other state or local agency having the authority to set rates and charges for retail electric energy and services. Under the Enabling Act, the District is required to establish, maintain and collect rates or charges that are fair and nondiscriminatory and adequate to provide revenues sufficient for the payment of the principal of and the interest on revenue obligations for which the payment has not otherwise been provided and for other purposes set forth in the Enabling Act.

A person or entity that has requested wholesale telecommunications services from a public utility district may petition the Washington Utilities and Transportation Commission if it believes that the District’s rates, terms and conditions are unduly or unreasonably discriminatory or preferential. The commission may issue an order finding non-compliance. The District charges wholesale providers of telecommunications services based on a published rate schedule.

The Public Utility Regulatory Policies Act of 1978 (“PURPA”) requires certain utilities, including the District, to consider and make determinations after public hearings regarding a set of federal standards that have three statutory purposes: end-use conservation, utility efficiency and equitable rates. The District has adopted certain standards relating to, among other things, rates, metering and advertising.

The District charges its customers pursuant to published rate schedules based on customer class. Most charges include a monthly base charge and a demand charge. The District’s electrical rates are among the lowest in the nation.

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The following table shows the current rates for residential, commercial (large general service), and industrial customers. These rates initially became effective for meter readings on and after April 1, 2018.

**TABLE 9
ELECTRIC SYSTEM
MONTHLY ELECTRIC RESIDENTIAL, COMMERCIAL AND INDUSTRIAL RATES**

	<u>Basic Charge</u>	<u>Energy Charge (per kWh)</u>	<u>Demand Charge (per KW of billing demand)</u>	<u>Minimum Monthly Energy Charge Rate</u>
Residential Rate	\$0.55/day	\$0.04547	N/A	\$20.00
Commercial Rate (large general service rate)	\$148.32/month	\$0.02100 (for the first 50,000 kWh) \$0.01875 (for all additional kWh)	\$4.96	\$148.32
Industrial Rate	\$624.00/month	\$ 0.02015 (for the first 7,300,000 kWh) \$ 0.03250 (for all additional kWh)	\$ 5.12	Computed as demand charge times 75% of the customer's maximum billing demand during the most recent 12 month period

Source: The District.

The following table shows retail rate increases since 2010.

**TABLE 10
ELECTRIC SYSTEM
RECENT RETAIL RATE INCREASES**

<u>Date</u>	<u>Percentage Increase</u>
April 1, 2010	4%
February 1, 2011	6
January 1, 2012	8
January 1, 2013	6
January 1, 2014	2
January 1, 2015	2
January 1, 2016	2
April 1, 2017	2
April 1, 2018	2
April 1, 2019	0
April 1, 2020	0*

* Rate schedule 17 was adjusted pursuant to Resolution 8940 on March 10, 2020

The Commission has final authority over the timing, frequency and amount of rate modifications. The Commission did not raise retail rates in 2020, except for Rate Schedule 17, the Evolving Industry rate. Cryptocurrency mining is the only load activity currently classified as an Evolving Industry and load activity has fallen due to the Rate Schedule 17 increase as well as changes in the economic value of cryptocurrency mining and new technologies.

The District's residential rates have consistently been lower than those of other local and major public and private Pacific Northwest utilities. As of November 2019, the District's residential average electricity rate was 5.64¢ per kWh, compared to 9.54¢ per kWh for the State and 13.04¢ per kWh for the United States. The District's average rate for all sectors was 4.17¢ per kWh in 2019. As of April 2020, the residential average electricity rate was 9.67¢ per

kWh in the State and 13.28¢ per kWh in the United States. The average rate for all sectors was 8.08¢ per kWh in the State and 10.42¢ per kWh in the United States. *The information in this paragraph related to the rates of the State and the United States has been obtained from information available on the website of the United States Energy Information Administration, at <https://www.eia.gov>. Such information is not incorporated into this Official Statement and cannot be relied upon to be accurate as of the date of this Official Statement, nor can any such information be relied upon in making investment decisions regarding the Bonds.*

The Electric System's Power Supply

Since the SENA Pooling Agreement went into effect, the Electric System has obtained the vast majority of its annual resources from SENA. See “— Sale of All of the District's Share of Priest Rapids Project Output.” Also contributing to serve District load are the Quincy Chute Hydroelectric Project, P.E.C. Headworks Powerplant Project, Nine Canyon Wind Project, the Bonneville contract, and market purchases. Since 2005, the Power Sales Contracts for the Priest Rapids Project have permitted the District to increase its share of power from the Priest Rapids Project, which has significantly reduced the District's reliance on power from Bonneville. Effective October 1, 2011, the District purchases approximately 1% of its power from Bonneville to serve loads in the Grand Coulee area which are not easily served from District resources.

Bonneville Power Administration Contract

Bonneville was established by the Bonneville Project Act of 1937. Bonneville markets power from 31 federal hydroelectric projects, several non-federally owned hydroelectric and thermal projects in the Pacific Northwest, and various contractual rights (the “Federal System”). The hydroelectric projects, built and operated by the United States Bureau of Reclamation and the United States Army Corps of Engineers, are located in the Columbia River basin. The Federal System currently produces more than one-third of the region's electric energy requirements. Bonneville's transmission system includes over 15,000 circuit miles of transmission lines, provides about 75% of the Pacific Northwest's high-voltage bulk transmission capacity, and serves as the main power grid for the Pacific Northwest. Bonneville sells electric power to more than 148 utility, industrial and governmental customers in the Pacific Northwest. Its service area covers over 300,000 square miles and has a population of about 14 million.

The District's Priority Firm power contract with Bonneville, effective October 1, 2011, and terminating October 1, 2028, provides that Bonneville serves only the District's loads in the Grand Coulee area, which is a small area not easily served by the Priest Rapids Project (five MW or roughly one percent of the total District load). The District does not have a contract with Bonneville to serve any other District loads.

Bonneville is required by federal law to recover all of its costs through the rates it charges its customers. Under Bonneville's adopted rate methodology, which is in effect for the term of the current customer contracts, Bonneville's rates enable Bonneville to recover its actual costs of service. Under the Bonneville contracts, Bonneville will conduct a rate case every two or three years.

Energy Northwest and Nine Canyon Wind Project

The District is a member of Energy Northwest and a participant in Energy Northwest's Nuclear Projects Nos. 1 and 3, which have been terminated. The District, Energy Northwest, and Bonneville have entered into separate Net Billing Agreements with respect to approximately \$1.707 billion in outstanding bonds for Energy Northwest's Project No. 1 and 70% ownership share of Project No. 3 (collectively, the “Net Billed Projects”). Under the agreements, the District is unconditionally obligated to pay Energy Northwest its *pro rata* share of the total costs of the projects, including debt service, whether or not construction is terminated. The District's assignment of these project costs has been assumed by Bonneville at the levels of 0.486% and 0.420% of the capability of Project No. 1 and Energy Northwest's ownership share of Project No. 3, respectively. Under the Net Billing Agreements, Bonneville is responsible for the District's percentage share of the total annual cost of each project, including debt service on revenue bonds issued to finance the costs of construction. The District's revenue requirements are affected only to the extent that the costs of the projects result in increases in Bonneville's wholesale power rates. Notwithstanding the assignment of the District's share of the capability of a Net Billed Project to Bonneville, the District remains unconditionally obligated to pay to Energy Northwest its share of the total annual cost of the Net Billed Project to the extent payments or credits relating to such annual cost are not received by Energy Northwest from Bonneville.

The District entered into a power purchase agreement with Energy Northwest for the purchase of 25% of the generating capacity (up to a maximum of 12 MW) of Phase I of the 48.1 MW Nine Canyon Wind Project. The power purchase agreement will terminate on July 1, 2030. The Nine Canyon Wind Project is a wind energy generation project located approximately eight miles southeast of Kennewick, Washington, in the Horse Heaven Hills.

Phase I of the project became commercially operable in 2002. Costs of constructing the project were financed, and subsequently refinanced, through the issuance of revenue bonds by Energy Northwest, of which \$18.3 million is outstanding and that mature on July 1, 2023. Annual costs, including repayment of debt service, are paid by the purchasers. The District could be required to pay up to an additional 25% of the District's share of Phase I in the event of a default by another purchaser or purchasers. The actual net cost of power for the 12 months ended December 31, 2018 and 2019 was \$64.42 per MWh and \$79.99 per MWh, respectively. Transmission costs vary depending on the variation of the wind resource.

Phase II of the Nine Canyon Wind Project went into commercial operation on December 31, 2003, with an additional 15.6 MW. Phase III of the Nine Canyon Wind Project became commercially operable in May 2008 and consists of an additional 14 wind turbines. While the District did not elect to participate in Phase II or Phase III, it did change the costs to the District. The District is responsible for 25% of the debt service costs of Phase I and 12.54% of the annual operating costs of the combined Phase I, Phase II and Phase III Nine Canyon Wind Project. The District received 30,958 MWh and 24,931 MWh of wind generation output from the project in 2018 and 2019, respectively.

Quincy Chute Project

Under an agreement with three irrigation districts, the District purchases the entire capability and output of and operates the Quincy Chute Project, a 9.4 MW hydroelectric generating facility operating seasonally during the irrigation season (March through October). The District financed, designed and constructed the project and is responsible for operation and maintenance during the period of the agreement, which expires in 2025. The Quincy Chute Project began commercial operation on October 1, 1985, and its net energy generation was 32,071 MWh and 27,857 MWh in 2018 and 2019, respectively.

P.E.C. Headworks Powerplant Project

Under an agreement with three irrigation districts, the District purchased the entire capability and output of and operates a 6.5 MW generating facility at the P.E.C. Headworks at the O'Sullivan Dam, which operates during the irrigation season (March through October). The District financed, designed and constructed the project and is responsible for operation and maintenance during the period of the agreement, which expires in 2030. The P.E.C. Headworks Project began commercial operation on September 1, 1990, and its net energy generation was 19,982 MWh and 19,799 MWh in 2018 and 2019, respectively.

Wapato Hydroelectric Project

The District entered into a long-term purchase power agreement with the Yakama Nation for the output of the Wapato Hydroelectric Project. The Wapato Hydroelectric Project consists of two plants and is located within the boundaries of the Yakama Indian Reservation in Yakima County, Washington, and irrigates about 142,000 acres. The hydroelectric output from the Wapato Hydroelectric Project was approximately 4,195 MWh, 4,282 MWh, 152 MWh, and 1,429 MWh for 2013, 2014, 2015, and 2016, respectively. The Wapato Hydroelectric Project has not generated electricity during 2017-2020 due to operational issues. The output is seasonal and concurrent with the irrigation season that runs from May through October. The rated capacities of the Wapato Hydroelectric Projects are 1.6 MW and 2.5 MW.

Transmission

The District has a standard point-to-point ("PTP") transmission contract with Bonneville that was originally acquired for the purpose of transmitting Priest Rapids Project power to District load. The District currently has 12 MW of PTP transmission under the contract to transmit power from the Nine Canyon Wind Project to the District. This contract expires on October 1, 2030. This 12 MW reservation runs for the term of the power purchase from Nine Canyon. The

District also has a Network Integration Transmission Service (“NT”) contract with Bonneville for delivery to a full requirements District load in the Grand Coulee area. This load averages about five MW.

Bonneville’s transmission facilities interconnect with the British Columbia Hydro and Power Authority (“B.C. Hydro”) in the Canadian province of British Columbia and with utilities in California and throughout the Northwest. Bonneville’s transmission system includes approximately 360 substations, 15,000 circuit miles of high voltage transmission lines, and other related facilities. This transmission system provides about 75% of the Pacific Northwest’s high-voltage bulk transmission capacity and serves as the main power grid for the Pacific Northwest. In addition to federal power, a substantial portion of the power produced from several nonfederal projects, including the Priest Rapids Project, is transmitted over Bonneville’s transmission facilities to various investor-owned and municipally-owned utilities in the Pacific Northwest. Bonneville routinely provides both long and short-term transmission access to utilities for the purpose of wheeling power within the Pacific Northwest.

A group of investor and consumer owned utilities, along with Bonneville, created ColumbiaGrid in 2006. Currently, this organization, of which the District is a member, is providing transmission planning services to members in the Pacific Northwest. ColumbiaGrid is not a regional transmission organization and provides services on a bilateral, contractual basis. ColumbiaGrid is expected to close down operations on December 31, 2020. The members of ColumbiaGrid along with the members of the Northern Tier Transmission Group (“NTTG”) have formed a regional planning organization called NorthernGrid. NorthernGrid will have most of the footprint that previously resided in ColumbiaGrid and NTTG. NorthernGrid became operational on January 1, 2020 and for calendar year 2020 both ColumbiaGrid and NorthernGrid will be functioning until ColumbiaGrid sunsets at the end of the year. NorthernGrid is not a regional transmission organization and will provide services based on several agreements signed by the members.

Legislation and Initiatives

Initiative 937 – Renewable Portfolio Standards and Energy Conservation

State Initiative 937, the Energy Independence Act (“EIA” or “I-937”), approved by the State’s voters in 2006, requires electric utilities that serve more than 25,000 customers to obtain at least (a) 3% of their electricity from eligible renewable resources by January 1, 2012, and each year thereafter through December 31, 2015; (b) 9% of their electricity from eligible renewable resources by January 1, 2016, and each year thereafter through December 31, 2019; and (c) 15% of their electricity from eligible renewable resources by January 1, 2020, and each year thereafter. I-937 also requires qualifying electric utilities to undertake various cost-effective energy conservation efforts. On December 10, 2019, Commission approved the District’s 10-year conservation plan and two-year conservation target, pursuant to the provisions of I-937. The 10-year conservation plan and two-year target are scheduled to be updated and brought before the Commission in the fall of 2021.

Renewable Portfolio Standards

To satisfy the I-937 renewable requirements, the District intends to rely on its share of the Nine Canyon Wind Project and the incremental hydroelectric generation resulting from the Wanapum Development fish bypass, the Priest Rapids Development fish bypass and the turbine and generator upgrades at the Priest Rapids Project. The District met its 2012 through 2019 targets for renewable energy under I-937. The District fully expects that its available qualifying renewable generation will continue to meet the majority of the requirements of I-937, and it will supplement with other qualifying resources as the District’s load may require.

Energy Conservation Target

The District offers a variety of conservation programs in an effort to meet the needs of its residential, commercial, agricultural and industrial customers. These programs are designed primarily to provide customers with cost-effective assistance to reduce their energy costs and to acquire cost-effective supplemental power resources to meet the District’s loads.

Conservation cost-effectiveness will be measured against the avoided cost of the next new resource available to the District (e.g., market power), as defined by the Washington Constitution and State law. Pursuant to requirements in the EIA, the District has set a 10-year conservation potential (MWh) that is updated every two years along with a biennial target. The potential is being met by conservation from existing programs and any new conservation programs created during the target period. See “Legislation and Initiatives.”

The District set a two-year conservation target (2020-2021 biennial target) of 35,828.4 MWh, and as of June 2020 has obtained 19,202 MWh (53.6%) of the target. The conservation obtained has been achieved through rebates to the District’s customer at a cost of \$318,967. The District’s achievement toward satisfying the 2018-2019 target is currently being audited by the State Auditor’s Office pursuant to the provisions of the EIA. The District’s 2018-19 target was 32,149 MWh. The District obtained 82,642 MWh of savings at a cost, through rebates to the District’s customers of \$1,644,759.

Clean Energy Transformation Act

On May 7, 2019, Washington Governor Jay Inslee signed into law the Clean Energy Transformation Act (“CETA”) (codified at Ch. 19.405 RCW), which commits the State to 100% greenhouse gas free electricity supply by 2045. By the end of 2025, utilities must eliminate coal-fired electricity from their state portfolios. In 2030, electric generation must be greenhouse gas neutral. To meet this goal, utilities can use a combination of non-emitting resources and renewable resources to meet 80% of their retail load over a 4-year compliance period beginning in 2030 and, alternative compliance options, such as renewable energy credits (“RECS”) or energy transformation projects for the remaining 20%.

Existing hydropower and incremental hydropower eligible for the state renewable portfolio standard (“RPS” or the “Energy Independence Act”) are both considered a form of renewable resource under CETA. Under the State RPS, beginning in 2020, 15% of the utility’s retail load must be served with renewable energy resources and actions taken under the state RPS count toward the obligations under CETA. By 2045, CETA requires utilities to supply State customers with 100% renewable or non-emitting electricity. Currently, there are no penalty provisions in the event a utility does not meet the 100% clean energy obligation. There are some cost-cap provisions and regulatory relief related to electric reliability standards and transmission availability.

CETA also expands the integrated resource planning (“IRP”) process to include a social cost of greenhouse gas emissions as a cost adder and a 10-year Clean Energy Action Plan (“CEAP”) for implementing CETA’s clean energy goals at the lowest reasonable cost and at an acceptable resource adequacy standard. In 2022, each utility must also publish a clean energy implementation plan with targets for energy efficiency and renewable energy. There are also obligations to provide energy assistance to low income customers and obligations to provide an equitable distribution of energy and non-energy benefits under CETA. Each of the plans are to be approved by the District’s Commission, instead of an agency.

While there will be compliance and reporting requirements, the District plans to achieve CETA’s requirements due to its non-emitting portfolio of hydropower and wind generation. In addition, CETA has the potential to improve the market value of the District’s hydropower portfolio as demand increases for non-emitting and renewable resources to serve load, integrate increasing amounts of variable energy resources like wind and solar, and provide grid reliability. The District will continue to be attentive to the need to value these additional services that hydropower provides beyond just the energy. In 2025, the District anticipates that it will have exhausted its existing hydroelectric resources. The IRP and CEAP are intended to assess the District’s resource options to meet its retail load within regulatory constraints at the lowest cost.

The State Department of Commerce, the Washington Utilities and Transportation Commission, and the Washington Department of Ecology have begun developing rules to implement CETA. Moderate risk is inherent in the rulemaking process, which may affect the extent to which CETA fully accommodates hydropower in compliance accounting. The District is actively participating in the rulemaking process to ensure that implementing rules appropriately accommodate hydropower.

Clean Air Rule

In 2008, the Washington State Legislature passed, and the governor signed, legislation requiring reductions in greenhouse gases (“GHG”), initiating GHG reporting requirements, and requiring the Department of Ecology to make recommendations for the development of a market-based cap and trade system (codified at RCW Ch. 70.235). In 2016, the Washington State Department of Ecology adopted the Clean Air Rule (codified at WAC Ch. 173-442), which addressed the major sources of GHGs, including certain electric generators and fuel suppliers in the State, and required businesses that are responsible for large amounts of GHG emissions to cap and reduce their carbon emissions. The District is not a covered entity under the Clean Air Rule. However, implementation of the Clean Air Rule affects the electric sector and potential demand for clean electricity in the State. A few large industrial customers in the County could be affected.

In March 2018, Thurston County Superior Court ruled that parts of the Clean Air Rule were invalid. The Superior Court’s ruling prevented the State Department of Ecology from implementing regulations under the Clean Air Rule. On January 16, 2020, the State Supreme Court ruled that the portions of the Clean Air Rule that applied to stationary sources were upheld, but that the portions that applied to indirect sources, such as natural gas distributors and fuel suppliers (representing the majority of emissions), were invalid. The State Supreme Court remanded the case to Thurston County Superior Court to determine how to separate the Clean Air Rule. As the Thurston County Superior Court deliberates, the State Department of Ecology is considering whether and how to implement the much narrower Clean Air Rule.

The Supreme Court’s ruling has also spurred legislative activity to give the State Department of Ecology authority over indirect emissions and other GHG reduction strategies. Although bills concerning carbon cap and invest, low carbon fuel standards, and a fix to the Clean Air Rule were not enacted by the Washington State legislature in 2019, similar bills could surface in the future. The State has adopted legislation affecting emission performance standards and promoted vehicle electrification along with other measures. The State legislature also set specific GHG reduction targets and required that certain power supply contracts of five years or more comply with certain emission standards.

The District will continue to monitor all legislative activity related to GHG reductions and clean energy requirements for potential effects on operations and market position.

Climate Change

The District is aware of scientific information regarding climate change, which may result from GHG emissions and accumulations and from other factors. To the extent that regional warming increases the average temperature in the watershed that feeds the Columbia River, such warming could result in earlier run-off into the Columbia River and/or more winter precipitation and less snow pack in the mountains in the winter months. These changes could affect the timing and/or amount of power generation at the District’s hydro-electric projects. The District continues to monitor and assess the impacts of possible climate change on its operations. Impacts with a medium to high likelihood of occurring within the next 10 years have been integrated into the District’s risk management program. Among the risks evaluated were increased ambient air temperature implications for electric load, possible implications for fish associated with changing river temperatures, precipitation and snowpack effects on generation, potential extreme weather and wildfire events, and water availability. The District continues to review and update these risks. However, the District is unable to predict whether any such climate changes will occur, the nature or extent thereof, and beyond those risks identified, the effects they might have on the District’s business operations and financial condition.

State, regional and national policymakers are debating how to manage and mitigate for greenhouse gas emissions from many sectors of the economy, including electric generation. The District’s two primary hydroelectric generating facilities provide low-cost, clean, renewable power that does not generate greenhouse gas emissions. As an electric generator that relies on emission-free hydropower to serve its retail load plus provide energy to thousands of other Northwest customers, the District has a significant interest in the role that hydropower plays in climate change policy. District management and staff will continue to monitor the latest regional and federal policy proposals.

Columbia River Temperature TMDL

On May 18, 2020, the Environmental Protection Agency (“EPA”) issued for public review and comment the Total Maximum Daily Load (“TMDL”) for temperature on the Columbia and Lower Snake Rivers. The TMDL addresses portions of the Columbia and Lower Snake Rivers that have been identified by the states of Washington and Oregon as impaired due to temperatures that exceed those states’ water quality standards. After considering comments received, EPA may make modifications, as appropriate, and transmit the TMDL to the states of Oregon and Washington for incorporation into their current water quality management plans. Once the TMDL becomes final, the Washington Department of Ecology will develop an implementation plan.

A TMDL specifies the maximum amount of a pollutant that a waterbody can receive and still meet applicable water quality standards (“WQS”). In this TMDL however, EPA does not believe the WQS can be attained even if the temperature reductions can be achieved. This is because sources outside the allocation structure of this TMDL contribute to warmer water temperatures. These sources include water from Canada, which is already warmer than State WQS allow, and EPA recognition that the temperature of the Columbia River is largely driven by air temperature, which is warming in the region. While the TMDL cites water temperature increase, it does not adjust the TMDL for rising ambient air temperatures, which poses significant compliance challenges.

Within the Priest Rapids Project, the District currently provides a high level of protection and mitigation for salmon and steelhead and takes into consideration temperature impacts in its 401 Water Quality Certification. The District meets a “No-Net-Impact” (“NNI”) standard that includes survival of migrating fish species through the dams and also survival through project reservoirs, where the negative effects of temperature are experienced. Also, the unavoidable and natural mortality that occurs within the project area is compensated for with in-kind hatchery programs and the funding of habitat enhancement and restoration projects. To date, the District is meeting its survival standards for all species studied and its mitigation programs are fulfilling their obligations. Under the NNI standard, the interaction between survival and mitigation is continually revisited and adjusted. District staff plan to work with the State Department of Ecology on an implementation strategy for the TMDL.

Telecommunications - The Wholesale Fiber Optic Network

The District began developing an internal fiber optic telecommunications system in the 1980s. That system now links the Priest Rapids and Wanapum Developments, most of the District’s substations, all local offices and the District’s headquarters building. This system created a fiber optics “backbone” which has significant excess capacity. The District began installing a Wholesale Fiber Optic Network (formerly referred to as the “Zipp Network”) in its service area starting in 2000. The Wholesale Fiber Optic Network was established to provide wholesale telecommunications services to retail providers of high speed internet, wireless, security, video and telephone services to businesses and residents within the County.

The District has strung fiber on its existing electric utility poles and has installed community “hubs” at various locations around the District. Commercial and residential customers are connected to the Wholesale Fiber Optic Network’s fiber run by the District directly to their homes and businesses from the hubs. Wholesale Fiber Optic Network users thus receive various telecommunications services at rates as high as 1.0 gigabit per second.

The Wholesale Fiber Optic Network continued expansion in the County in 2018 and 2019, with the goal of having fiber connectivity available to all homes and businesses in the County by the end of 2024. As of May 31, 2020, the District’s Wholesale Fiber Optic Network was available to 34,481 homes and businesses within the County. Currently 20,795 users subscribe to services from the existing group of retail providers. The Wholesale Fiber Optic Network currently has 13 retail service providers, which include small local or regional companies as well as six regional/national carriers. The retail service providers are charged for use of the Wholesale Fiber Optic Network system pursuant to a generally applicable rate schedule approved by the Commission. These wholesale rates are generally set by the Commission to allow the retail services to be competitive from a cost standpoint with other available options. The District currently is free from any significant federal or state regulation with respect to the Wholesale Fiber Optic Network.

The Wholesale Fiber Optic Network is operated and accounted for as part of the Electric System. In 2019 and 2018, the District added plant in service of \$14.1 million and \$8.2 million, respectively, to the Wholesale Fiber Optic

Network. Through the year ended December 31, 2019, the District had invested more than \$200.7 million in its telecommunications system facilities and equipment. This amount does not include the “backbone” part of the system that was built to serve internal District purposes, or net operating losses incurred by the Electric System with respect to the Wholesale Fiber Optic Network since it was first established. Wholesale Fiber Optic Network sales were \$9.4 million, \$8.3 million and, \$6.9 million in 2019, 2018, and 2017, respectively. These increases of \$1.1 million (13%) from 2018 to 2019 and \$1.4 million (17%) from 2017 to 2018 are primarily driven by the substantially improved take rate (percentage of system subscribed versus unsubscribed), and continued build out of the network to high demand areas. See the audited financial statements for the District attached as Appendix B, including in particular Note 11, for additional financial and other information regarding the District’s telecommunications system.

Electric System Operating Results

The following table shows the Electric System’s historical operating results for fiscal years 2015 through 2019. This table is designed to show compliance with the debt service coverage requirements in the Bond Resolution. As a result, it differs from the financial statements in Appendix B, which are required to follow generally accepted accounting principles.

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TABLE 11
ELECTRIC SYSTEM HISTORICAL OPERATING RESULTS
(\$000)

	2015	2016	2017	2018	2019
Revenues					
Retail Energy Sales	\$ 172,915	\$ 175,798	\$ 188,473	\$ 201,391	\$ 209,896
Miscellaneous Electrical Revenues ⁽¹⁾	20,320	12,599	19,544	23,568	20,475
Wholesale Revenues, net ⁽²⁾	82,073	62,521	54,753	39,717	41,039
Total Revenues	\$ 275,308	\$ 250,918	\$ 262,770	\$ 264,676	\$ 271,410
Expenses					
Power Supply Costs ⁽²⁾⁽³⁾	\$ 141,633	\$ 111,017	\$ 129,175	\$ 112,249	\$ 114,613
Operation and Maintenance ⁽⁴⁾	36,957	35,855	36,323	37,187	50,463
Taxes	13,646	12,865	14,344	14,835	15,943
Total Expenses	\$ 192,236	\$ 159,737	\$ 179,842	\$ 164,271	\$ 181,019
Net Revenue	\$ 83,072	\$ 91,181	\$ 82,928	\$ 100,405	\$ 90,391
Interest and Other Income⁽⁵⁾	\$ 4,349	\$ 7,561	\$ 11,756	\$ 14,003	\$ 20,001
Transfer to the Rate Stabilization Account	--	--	--	--	--
Revenues Available for Debt Service	87,421	98,742	94,684	114,408	110,392
Debt Service					
Parity Bonds	(8,291)	(7,483)	(7,696)	(5,681)	(7,606)
Subordinate Lien Bonds	--	(236)	(684)	(1,725)	(2,070)
Less Debt Service	(8,291)	(7,719)	(8,380)	(7,406)	(9,676)
Uncommitted Revenues	\$ 79,130	\$ 91,023	\$ 86,304	\$ 107,002	\$ 100,716
Beginning Working Capital	\$ 108,423	\$ 97,227	\$ 146,606	\$ 106,386	\$ 169,251
Bond Proceeds – Construction Fund	--	50,000	50,000	--	--
Funds Available for Construction	\$ 187,553	\$ 238,250	\$ 282,910	\$ 213,388	\$ 269,967
Less Capital Construction	(41,073)	(40,345)	(59,392)	(45,552)	(111,763)
Change in Other Balance Sheet Accounts	(49,253)	(51,299)	(117,132)	1,415	(68,567)
Ending Working Capital⁽⁵⁾	\$ 97,227	\$ 146,606	\$ 106,386	\$ 169,251	\$ 89,637
R&C Fund⁽⁶⁾	\$ 123,243	\$ 125,820	\$ 121,262	\$ 124,201	\$ 128,837
Debt Service Coverage	10.54x	13.20x	12.30x	20.14x	14.51x
Subordinate Lien Bond Debt Service Coverage⁽⁷⁾	N/A	378.28x	124.36x	62.21x	48.74x
Retail Energy Sales (MWh)	4,539,789	4,442,237	4,685,406	4,910,755	5,038,302
Average Retail Energy Rate Increase	2%	2%	2%	2%	0%
Average Retail Revenue Requirement (cents/kWh)	3.81¢	3.96¢	4.02¢	4.10¢	4.17¢

(1) The District recognized earned contributions in aid of construction of \$8.5 million, \$12.5 million, \$10.6 million, \$4.6 million, and \$13.2 million in 2019, 2018, 2017, 2016, and 2015, respectively.

(2) The majority of the decrease from 2015 to 2016 and later years was due to the Pooling Agreement with SENA that the District entered into on October 1, 2015. See “Sale of All of the District’s Share of Priest Rapids Project Output.”

(3) The decrease in 2016 was due to the Pooling Agreement with SENA that the District entered into on October 1, 2015. See “Sale of All of the District’s Share of Priest Rapids Project Output.”

(4) Excludes depreciation, amortization and other non-cash items.

(5) Includes amounts in the construction funds.

(6) \$109.6 million of this balance is designated as available for rate stabilization for debt service coverage purposes.

(7) In 2017 and 2019, the District issued its Electric System Subordinate Bonds, payment of which is subordinate to the payment of Parity Bonds. The coverage requirement for the Electric System Subordinate Bonds is 1.10 times the interest due in each year.

The following table shows the Electric System's historical energy requirements, resources and power costs for fiscal years 2015 through 2019.

TABLE 12
ELECTRIC SYSTEM
HISTORICAL ENERGY REQUIREMENTS, RESOURCES AND POWER COSTS

	2015	2016	2017	2018	2019
Annual Energy Requirements (MWh)					
Retail Sales ⁽¹⁾	4,541,611	4,442,237	4,685,406	4,910,755	5,038,302
Electrical System Usage	17,427	16,175	17,621	17,125	18,071
Wholesale Revenues, net ⁽²⁾	2,526,466	1,478,254	884,124	832,671	1,304,516
Distribution/Transmission Line Losses	79,896	12,334	514,098	510,563	484,011
Total Energy Requirements	7,165,400	5,949,000	6,101,249	6,271,114	6,844,900
Annual Resources (MWh)					
Priest Rapids Project	6,309,509	5,621,831	5,692,276	5,782,372	4,629,869
Quincy Chute Project	36,716	26,370	30,866	32,071	27,854
P.E.C. Headworks Project	23,158	21,876	15,517	19,982	19,799
Bonneville Power Administration	54,280	61,645	77,694	77,391	72,062
Other ⁽²⁾	741,737	217,278	284,896	359,298	2,095,316
Total Energy Resources	7,165,400	5,949,000	6,101,249	6,271,114	6,844,900
Average Power Cost by Resource (cents/kWh)					
Priest Rapids Project	1.83¢	1.97¢	1.70¢	1.66¢	1.76¢
Quincy Chute Project	2.01	2.64	1.89	4.45	3.53
P.E.C. Headworks Project	2.77	2.90	1.40	4.02	3.37
Bonneville Power Administration	2.97	2.56	3.17	3.14	4.18
Annual Power Cost by Resource (\$000)					
Priest Rapids Project	\$115,384	\$110,552	\$97,031	\$95,847	\$81,604
Quincy Chute Project	738	695	582	1,428	982
P.E.C. Headworks Project	642	634	218	804	668
Bonneville Power Administration ⁽³⁾	1,614	1,578	2,461	2,429	3,010
Other ^{(4), (5)}	15,179	(4,679)	13,027	10,043	25,406
Wheeling	8,076	2,237	2,388	2,801	3,430
Total Power Costs (\$000)	\$141,633	\$111,017	\$115,707	\$113,352	\$115,100
Average Power Costs (cents/kWh)	1.98¢	1.87¢	1.90¢	1.81¢	2.09¢

(1) Reflects total retail energy requirements.

(2) The District entered into the Pooling Agreement with SENA effective October 1, 2015 to stabilize wholesale revenues, diversify its supply and hedge water risk. Under the pooling agreement SENA receives capacity and ancillary benefits of the Priest Rapids Project (including output and environmental attributes) in exchange for sufficient power to meet the District's net system load requirements. In 2019, SENA's share of the Priest Rapids Project output was exceeded by its net load served by 1.3 million MWhs. See "Sale of All of the District's Share of Priest Rapids Project Output."

(3) Due to the nature of the Bonneville and Energy Northwest relationship the District's share of Nine Canyon generation is presented with other Bonneville purchases.

(4) Per the Power Sales Contracts, the Electric System's estimated unmet load is met through cash proceeds from the sale of the Reasonable Portion of the Priest Rapids Project, which offset open market purchases made by the District to meet load requirements. In 2016, the proceeds from the sale of the Reasonable Portion exceeded the amount of open market purchases made by the District.

(5) Other resources are comprised of other firm market purchases.

Management's Discussion of Results

The Electric System has historically demonstrated consistent financial results with high debt service coverage ratios and substantial cash reserves. The District met or exceeded its 2019 budgeted targets for key financial metrics including liquidity and consolidated debt service coverage. Cash and investments totaled \$565 million as of December

31, 2019, a 4.3% increase over the prior year. Total operating revenues for fiscal year 2019 were \$320.7 million, a 3% increase over prior year, primarily driven by continued retail load growth in commercial and industrial customer classes. The operating results for 2017 to 2019 reflect the benefits of the low cost production of the Priest Rapids Project, increased Electric System retail load, and effective risk management. The District produced positive changes in net financial position of \$86.3 million, \$89.9 million and \$76.2 million during 2019, 2018 and 2017, respectively. A large component to this success are the wholesale hedging contracts of the Electric System to mitigate the effect of fluctuations in wholesale power prices and water variability for generation from the Priest Rapids Project. During 2017 through 2019, the District was able to maintain a balance in the R&C Fund ranging from \$121.3 million to \$125.8 million. In January 2020, \$28 million was supplied from the R&C Fund to the defeasance and refunding of certain outstanding debt. The remaining balance (approximately \$106 million) is held by the District for rate stabilization purposes under the Electric System bond resolutions. See "THE DISTRICT-Strategic Planning and Financial Policies." The District has always met its debt service coverage covenants, and from 2017 to 2019 the Electric System's debt service coverage ranged from 12.3x to 20.1x, in excess of the 1.25x required by the bond resolutions authorizing the Outstanding Parity Bonds.

In 2014, the District began targeting average retail price increases of 2% per year, which would maintain the District's financial position and better align with customers' preference for moderate and predictable rate increases. In January of 2017, and April of 2018, the Commission implemented 2.0% average annual price increases to retail customers. There was no increase in 2019., due to the strong financial results exceeding targets. These increases are designed to help the Electric System meet requirements for capital improvements, meet increasing costs of generation at the Priest Rapids Project and maintain adequate reserves in the Electric System. The District's retail revenues increased from \$188.5 million in 2017 to \$209.9 million in 2019 at an average delivered retail price of 4.0-4.2 cents per kWh. The utility delivered 7.5% more retail energy to customers from 2017 to 2019 due to the diverse, growing load base.

In response to the COVID-19 pandemic, the District has proactively implemented measures to mitigate operational and financial impacts to the District and its customers, including closing lobbies and parts of recreation sites, requiring employees not required to be on site for essential services to work from home, and implementing "social distancing" measures for the District's on-site essential staff. See "THE DISTRICT — Response and Impact from COVID-19 Pandemic."

As of June 30, 2020, the most up to date forecast indicates changes against the adopted budget, but are not exclusively related to impacts of COVID-19. Declines in retail revenues are largely attributed to future load growth planning adjustments by large industrial customers and result in offsetting wholesale revenues. The District continues to reflect a strong financial forecast and associated key financial metrics. For fiscal year 2020 a slight overall net income betterment of \$2.3 million is projected against the adopted 2020 budget. The projected-out year forecast (2021-2025) for net income estimates an approximate annual average of \$77 million. This is an annual decline compared to the 2020 adopted budget forecast of \$25 million. Projections for consolidated debt service coverage remain in excess of 2.0x for the above forecast years (2021-2025). The District does not project an abnormal draw down on cash reserves and maintains strong liquidity of 400+ days projected in the above forecasted time frame. In fiscal year 2019, the District's actual days cash on hand was 624 days. In January, the District utilized excess cash reserves to defease outstanding debt as part of the financing plan.

Estimated Capital Requirements

As part of its planning process, the District has prepared its annual estimate of the capital requirements for the Electric System. As shown in the table below, the capital requirements include provisions for major projects involving transmission and electrical distribution lines and substations as well as normal equipment purchases, system additions, customer extensions, and general plant purchases. The District expects the cost of these expenditures in 2021-2025 to be approximately \$321.7 million.

The Electric System is undertaking capital improvements to serve expected load growth primarily in the large commercial and industrial customer classes. These improvements include upgrading and expanding transmission and distribution infrastructure. In June of 2016, the District began work to build or upgrade eight substations leveraging the "Progressive Design Build" procurement legislation to safely complete the work in a much shorter timeframe than a traditional Design-Bid-Build procurement model. Nelson Road, Coulee City, Babcock, Winchester, Peninsula, Cloud View, Quincy Plains and Central Ephrata substations were completed by October 2017 at a total cost of \$44.6

million. This project improved electric system reliability and enabled the District to begin serving new large customer load in the central county area.

A second expansion project called Design Build 2 (“DB2”) will continue to use the same delivery method. Phase 1 of DB2 started in December 2019 and will continue through May 2020, and includes upfront planning for the DB2 project. This includes refinement of scope, development of the overall detailed project schedule, initial design and site investigation work, and the purchase of select critical long lead material. Phase 1 of the DB2 project includes commitments of \$2.0 million. Phase 2 of the DB2 project is expected to commence May of 2020 and continue to June of 2022. The two-phase DB2 project will ultimately deliver nine full or partial substations and one transmission line.

As noted above, the District is in the early stages of due diligence on a 230-kV transmission expansion project, which is expected to significantly increase overall system reliability and the District’s ability to serve additional load in the Quincy area. The current timeline calls for the transmission expansion project to be completed in 2026 with an estimated cost including internal labor and overheads of \$163.5 million, all of which is expected to be paid from available revenue of the Electric System.

The District has substantially completed the installation and migration to smart meters at a cost of \$19.6 million as of December 31, 2019. The Advanced Metering Infrastructure project included digital meters, communication networks and software required to enable communication between the meters and the District’s billing system.

The District continued to expand its Wholesale Fiber Optic Network in 2019, 2018, and 2017. The Wholesale Fiber Optic Network expansion resulted in additions to plant totaling \$14.1 million, \$8.2 million, and \$3.4 million for years ended December 31, 2019, 2018, and 2017, respectively. The District is committed to expanding the wholesale fiber optic network to all people of the County and has contracted for an additional \$10.5 million to fund design and construction services for the 2020 buildout. The table below summarizes the 2021-2025 Electric System capital improvements program.

TABLE 13
ELECTRIC SYSTEM PROJECTED
CAPITAL IMPROVEMENTS PROGRAM 2021-2025 (\$000)

Transmission/Distribution	\$97,325
Fiber/Broadband	91,348
Labor	18,687
Technology	18,081
Transportation	85,573
General ⁽¹⁾	10,677
Total	\$321,691

⁽¹⁾ Includes buildings and property improvements, security, communication and control system improvements.

Various Factors Affecting the Electric Utility Industry

The electric utility industry in general has been, or in the future may be, affected by a number of factors which could impact the financial condition and competitiveness of many electric utilities and the level of utilization of generating and transmission facilities. Such factors include, among others: (i) effects of compliance with rapidly changing environmental, safety, licensing, regulatory and legislative requirements, (ii) changes resulting from conservation and demand-side management programs on the timing and use of electric energy, (iii) changes resulting from a national energy policy, (iv) effects of competition from other electric utilities and new methods of, and new facilities for, producing low-cost electricity, (v) federal laws and regulations, tariffs and congressional inaction; (vi) increased competition; (vii) issues integrating wind generation; (viii) cybersecurity and other security breaches; (ix) “self-generation” or “distributed generation” by industrial and commercial customers and others; (x) issues relating to the ability to issue tax-exempt obligations, including severe restrictions on the ability to sell to nongovernmental entities electricity from generation projects and transmission service from transmission line projects financed with outstanding tax-exempt obligations; (xi) effects of inflation on operating and maintenance costs; (xii) changes from projected future load requirements; (xiii) increases in costs and uncertain availability of capital; (xiv) shifts in the availability

and relative costs of different fuels (including the cost of natural gas); (xv) sudden and dramatic increases in the price of energy purchased on the open market that may occur in times of high peak demand in an area of the country experiencing such high peak demand; (xvi) inadequate risk management procedures and practices with respect to, among other things, the purchase and sale of energy and transmission capacity; (xvii) other legislative changes, voter initiatives, referenda and statewide propositions; (xviii) effects of the changes in the economy; (xix) epidemics or pandemics, including but not limited to the potential impacts of the COVID-19 pandemic, (xx) issues related to the management and disposal of hazardous waste, and (xxi) climate change, disasters, or other physical calamities.

The District, like many other large public and private entities, relies on a complex technology environment to conduct its operations and support the community it serves. The District has invested in cybersecurity protections in recent years to safeguard personal and institutional data by monitoring, analyzing, and forecasting threats to information assets, advising on risk management and on contracts related to data security, providing in-person and online education, consulting on incident management, and developing and managing District policies related to information security. Notwithstanding these and other cybersecurity measures, a cybersecurity breach could damage District systems and cause material disruption to operations and services. The cost to remedy such damage or protect against future attacks could be substantial. Security breaches could expose the District to litigation and other legal risks, which could cause the District to incur costs related to claims.

Washington State has experienced various natural disasters, including wildfires, mudslides, floods, droughts, windstorms, volcanic eruptions (Mt. St. Helens in 1980), and earthquakes (in Western Washington). Climate change may intensify and increase the frequency of extreme weather events, such as drought, wildfires, floods, and heat waves. There are multiple factors that reduce the risk for wildfires in the County, such as little vegetation to fuel such fires and low population density in the County, reducing third party liability risk. Further, the District's insurable assets are spread widely across the County, reducing the risk of significant damage to District assets in the event of a local wildfire. Under Washington law, any person, firm, or corporation may be liable if it creates or allows extreme fire hazards to exist and which hazards contribute to the spread of fires.

The District is unable to predict what impact these and other potential factors will have on its business operations and financial condition. This discussion does not purport to be comprehensive or definitive, and these matters are subject to change after to the date hereof. Extensive information on the electric utility industry is available from the legislative and regulatory bodies and other sources in the public domain, and potential purchasers of the Bonds should obtain and review such information.

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CONSOLIDATED FINANCIAL RESULTS

The District's financial statements are reported on a consolidated basis. Intercompany transactions between the Priest Rapids Project and the Electric System are eliminated in accordance with generally accepted accounting principles. See Appendix B. The following is a brief summary of some of the consolidated operating results of the District.

TABLE 14
ELECTRIC SYSTEM AND PRIEST RAPIDS PROJECT CONSOLIDATED
HISTORICAL OPERATING RESULTS
(\$000)

	2015	2016	2017	2018	2019
Revenues					
Sales to Power Purchasers at Cost	\$ 51,083	\$ 40,001	\$ 41,789	\$ 31,610	\$29,934
Retail Energy Sales	172,915	175,798	188,473	201,391	209,896
Miscellaneous Electrical Revenues ⁽¹⁾	20,320	12,599	19,544	23,568	20,475
Wholesale Revenues, net ⁽²⁾	82,073	62,521	54,753	67,186	41,039
Total Revenues	<u>\$ 326,391</u>	<u>\$ 290,919</u>	<u>\$ 304,559</u>	<u>\$ 323,755</u>	<u>\$301,344</u>
Total Expenses ⁽³⁾	<u>\$ 160,093</u>	<u>\$ 125,619</u>	<u>\$ 136,608</u>	<u>\$ 135,940</u>	<u>\$150,438</u>
Net Revenues	<u>\$ 166,298</u>	<u>\$ 165,300</u>	<u>\$ 167,951</u>	<u>\$ 187,815</u>	<u>\$150,906</u>
Interest and Other Income	\$ 4,600	\$ 10,008	\$ 12,833	\$ 11,391	\$22,324
Federal Rebates on Revenue Bonds	8,214	10,545	10,556	10,552	10,545
Extraordinary Expense	(4,359)	9,896	--	--	--
Transfer to Rate Stabilization Account	--	--	--	--	--
Revenues Available for Debt Service	<u>\$ 174,753</u>	<u>\$ 195,749</u>	<u>\$ 191,340</u>	<u>\$ 209,758</u>	<u>\$183,775</u>
Less Debt Service	\$ 92,704	\$ 99,381	\$ 101,859	\$ 98,575	\$97,717
Debt Service Coverage	1.85x	1.97x	1.88x	2.13x	2.17x
Debt Service Coverage before Rate Stabilization Transfers	--	--	--	--	--
Utility Plant, Net of Accumulated Depreciation and Amortization	\$1,881,265	\$1,953,628	\$2,045,370	\$2,097,261	\$2,071,380
Outstanding Long-Term Debt	\$1,306,020	\$1,325,105	\$1,330,270	\$1,298,635	\$1,269,395
Debt to Plant Ratio	69%	68%	65%	62%	58%
Unrestricted Cash ⁽⁴⁾	\$ 208,141	\$ 263,101	\$ 89,490	\$ 156,036	\$116,630

⁽¹⁾ The District recognized earned contributions in aid of construction of \$8.5 million, \$12.5 million, \$10.6 million, \$4.6 million, and \$13.2 million in 2019, 2018, 2017, 2016, and 2015, respectively.

⁽²⁾ Under the Pooling Agreement, SENA has the rights to the actual output of a portion of the Priest Rapids Project, which will vary with water conditions, in exchange for providing firm power sufficient to meet the District's load forecast after necessary adjustments. The amount of power SENA provides is adjusted for the portion of Electric System load that is expected to be met with District resources and certain other non-hydrological performance metrics outlined in the agreement. The values exchanged between the District and SENA pursuant to the Pooling Agreement are offsetting and netted in the District's Financial Statements, which resulted in a decrease in Wholesale Revenues, net when comparing 2015 to later years.

⁽³⁾ Excludes noncash items of depreciation and amortization.

⁽⁴⁾ See Note 2 in the audited financial statements attached as Appendix B.

THE PRIEST RAPIDS PROJECT

Description

The Priest Rapids Project consists of the Priest Rapids Development and the Wanapum Development (the “Developments”). In 2010, the District combined the two Developments into one system, the Priest Rapids Project. The Priest Rapids Development consists of a dam and hydroelectric generating station that has been in commercial operation since 1961. The Wanapum Development consists of a dam and hydroelectric generating station that has been in commercial operation since 1963. The two developments are on the Columbia River approximately 18 miles apart.

The Priest Rapids Project is operated under a single license from FERC. The original license for the two Developments expired on October 31, 2005, and the District operated with annual licenses from 2005-2008. In 2008, the District was granted a new 44-year FERC license for the consolidated Priest Rapids Project. See “FERC License.”

The Priest Rapids Development

The Priest Rapids Development consists of a dam and hydroelectric generating station having a nameplate rating of 950 MW. Located on the Columbia River in Grant and Yakima Counties about 150 air miles northeast of Portland, Oregon, 130 air miles southeast of Seattle, Washington, and 18 miles downstream of the Wanapum Development, the Priest Rapids Development includes certain switching, transmission and other facilities necessary to deliver the electric output to the transmission networks of the District, Bonneville and certain other Power Purchasers.

The Wanapum Development

The Wanapum Development consists of a dam and hydroelectric generating station having a nameplate rating of 1,204 MW. Located on the Columbia River in Grant and Kittitas Counties about 160 air miles northeast of Portland, Oregon, 129 air miles southeast of Seattle, Washington, and 18 miles upstream of the Priest Rapids Development, the Wanapum Development includes certain switching, transmission and other facilities necessary to deliver the electric output to the transmission networks of the District, Bonneville and certain other Power Purchasers.

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Energy Production and Cost

The following table shows the energy production for the Priest Rapids Project for the years ended December 31, 2015 to 2019. The major factors affecting Average Cost are annual variations in Columbia River water flows, and operating costs which include increased debt service.

TABLE 15
PRIEST RAPIDS PROJECT HISTORICAL ENERGY PRODUCTION

	2015	2016	2017	2018	2019
Priest Rapids Project					
Net Peaking Production (MW)	1,804	1,745	1,755	1,816	1,764
Net Energy Production (000's MWh) ⁽¹⁾	8,678	9,193	9,041	9,259	7,399
Annual Availability Factor ⁽²⁾	87%	85%	84%	86%	84%
Plant Factor ⁽³⁾	61%	66%	63%	64%	54%
Average Cost (\$/MWh)	\$18.04	\$16.14	\$18.60	\$18.13	\$22.80
Bonneville Power PF Rate (\$/MWh) ⁽⁴⁾	\$31.50	\$33.75	\$33.75	\$35.57	\$35.57

⁽¹⁾ Run-off was 95% of average in 2015, 96% of average in 2016, 125% of average in 2017, 113% of average in 2018, and 84% of average in 2019.

⁽²⁾ The ratio of the actual hours that the generating units of the Priest Rapids Project are available for service during the period indicated to the total hours in the period.

⁽³⁾ The average energy output of a generating facility to the net peaking capability of that facility. It reflects the facility's availability, the actual need for the power production by the facility and the availability of water. Plant factor is calculated by dividing gross generation divided by 8,760 (the hours in one year) by the maximum one-hour production.

⁽⁴⁾ Bonneville's published Priority Firm power rates.

Columbia River run-off in 2020 is expected to be approximately 109% of the annual calendar year average. Average cost (\$/MWh) is expected to be \$18.12. Due to the elimination of water risk through the District's slice contracts, water volume in 2020 does not impact the District's financial performance due to fixed price sales.

Priest Rapids Project Power Sales Contracts

The District's current contracts for the purchase and sale of output from the Priest Rapids Project became effective on November 1, 2005, for the Priest Rapids Development and on November 1, 2009, for the Wanapum Development (the "Power Sales Contracts"). The Power Sales Contracts extend until the expiration of the license for the Priest Rapids Project (April 1, 2052). The Power Sales Contracts allow the District to meet the Electric System's retail load requirements at the cost of Priest Rapids Project production into the near future and under most water conditions and provide excess power above load in many months that can be sold into the wholesale market.

The Power Sales Contracts consist of the "Product Sales Contract," the "Reasonable Portion Contract" and the "Exchange Contract." The District's Electric System can use up to 63.3% (Adjusted District Reserved Share) of the output of the Priest Rapids Project to serve its retail load. In accordance with the FERC order in the Public Law 83-544 proceeding, the District is required to dedicate 30% of the output of the Priest Rapids Project (the "Reasonable Portion") for sales within the region based on market principles. The sales proceeds, net of Priest Rapids Project costs of production, are allocated to the various parties to the Reasonable Portion Contract. The purchasers of the output of the Priest Rapids Project (the "Power Purchasers") are responsible for paying their proportionate share of all costs of the Priest Rapids Project associated with the Reasonable Portion regardless of the revenues allocated by the Reasonable Portion Contract. The District has the first right to use the "Reasonable Portion" proceeds to fund power purchases needed to serve its firm retail load in excess of the District's 70% (District Reserved Share) share of the Priest Rapids Project. The District, therefore, has the right to take or benefit from up to 93.3% of the generating capacity of the Priest Rapids Project and pay its proportional share of the cost of production. The remaining 6.7% is sold to the other Power Purchasers. See "Regulatory Proceedings Affecting the Developments — *Allocation of Output.*"

TABLE 16
PRIEST RAPIDS PROJECT
PARTICIPATION OF POWER COSTS
FOR THE YEAR ENDED DECEMBER 31, 2019

Power Purchaser	Percent Share⁽¹⁾	Priest Rapids Project Nameplate Rating⁽²⁾ (MW)
PacifiCorp Electric Operations	4.01%	86.359
Portland General Electric	4.01	86.359
Puget Sound Energy, Inc.	2.31	49.748
Avista Corporation	1.76	37.903
Eugene Water and Electric Board	0.45	9.691
Seattle City Light	0.89	19.167
Tacoma Department of Public Utilities (Tacoma Power)	0.91	19.598
The District's Electric System	82.58	1,778.443
Public Utility District No. 1 of Cowlitz County	0.52	11.199
Other Power Purchasers ⁽³⁾	2.56	55.132
Total	100.00%	2,154

⁽¹⁾ Percent share represents each Power Purchaser's annual share of power costs for the given year.

⁽²⁾ Based on installed nameplate rating of 2,154 MW. The nameplate rating allocation is based on the percentage of power costs attributable to each Power Purchaser divided by the total nameplate rating. The allocation changes annually since each Power Purchaser's percentage of the total power costs will change under the New Power Sales Contracts. The total annual nameplate rating may change depending on the upgrades to the Priest Rapids Project.

⁽³⁾ Cities of Forest Grove, McMinnville, and Milton-Freewater; Kittitas County Public Utility District, Snake River Power, Clearwater Power, Idaho County Light, Kootenai Electric Cooperative, and Northern Lights.

The Power Sales Contracts provide that each Power Purchaser is obligated to make payments equal to annual power costs, which include all operating expenses and debt service on the Parity Bonds and debt service coverage for the life of the Power Sales Contracts, multiplied by the percentage of output or revenue, as applicable, that the purchaser is entitled to that year. The Power Sales Contracts provide that the Power Purchasers shall pay their portion of the estimated costs of the Priest Rapids Project irrespective of the condition of the Priest Rapids Project and whether or not the Priest Rapids Project is capable of producing power or revenues. If the Priest Rapids Project is unable to operate, estimated costs will be based on output in the last full year of operation. See "SECURITY FOR THE PARITY BONDS — Electric System Obligations for the Priest Rapids Project Bonds" for a description of the Electric System covenant to take power and pay costs associated with its share of power received from the Priest Rapids Project.

As described under "THE ELECTRIC SYSTEM — Sale of All of the District's Share of Priest Rapids Project Output," the District entered into a three-year slice contract with Avangrid Renewables for the sale of a portion of the District's share of the Priest Rapids Project Output and has entered into a five-year contract with SENA for the delivery of the Electric System's remaining share of output of the Priest Rapids Project to SENA in exchange for SENA serving the retail load of the Electric System.

Sale of Reasonable Portion

Pursuant to federal legislation and a FERC order, the District is required to sell 30% of the Priest Rapids Project power pursuant to market-based principles. The District sells at auction a minimum of 3% of the Priest Rapids Project output. The District also sells at auction the amount of power that the Power Purchasers elect not to take. The auction sets the price Power Purchasers must pay for their share of the Reasonable Portion power they elect to take. Power Purchases may assign their right to power at the auction price to another party. The District has seen active participation in the auctions of the Reasonable Portion. The following table summarizes the auction winners from 2014 through 2020.

TABLE 17
REASONABLE PORTION AUCTION WINNERS (\$000)

Period Covered (12 Months Ending)	Auction Winner	Slice of Priest Rapids Project	Auction Price Priest Rapids Project	Total Reasonable Portion Revenues Generated⁽¹⁾	Amount of Estimated Unmet District Load Used by the Electric System
December 2014	Morgan Stanley	10.14%	\$30,311	--	--
December 2014	Powerex	10.14	30,689	\$90,281	\$865
December 2015	Morgan Stanley	10.14	27,770	--	--
December 2015	Powerex	10.14	25,668	79,119	16,244
December 2016	Powerex	6.38	13,261	--	--
December 2016	TransAlta Energy	6.38	13,052	61,864	22,331
December 2017	Powerex	6.38	14,590	--	--
December 2017	Morgan Stanley	6.38	13,745	66,618	27,158
December 2018	Exelon	6.38	13,661	--	--
December 2018	TransAlta Energy	6.38	13,444	63,728	39,014
December 2019	Morgan Stanley	6.45	18,464	--	--
December 2019	Exelon	6.45	17,730	84,172	55,575
December 2020	Exelon	5.81	18,541	95,736	66,818

⁽¹⁾ Total Reasonable Portion Revenues Generated represent the auction proceeds plus the remaining portion of the 30% sold to other Power Purchasers based on the auction price.

Reasonable Portion Revenues are available to the Electric System for the purchase of energy to meet its estimated load requirements in excess of the District’s contractual share of the firm generation from the Priest Rapids Project in any given year, which are referred to as the Estimated Unmet District Load (“EUDL”). The Electric System can then use these revenues to purchase power in the open market. The District’s Electric System is then responsible to pay the costs associated with the power production of the Priest Rapids Project in proportion to the Reasonable Portion revenues taken. Total Reasonable Portion revenues used by the Electric System to meet EUDL requirements were \$55.6 million and \$39.0 million, for 2019 and 2018, respectively.

Priest Rapids Project Output

The actual amounts of energy sold to the Power Purchasers for the fiscal years 2015 through 2019 are shown in the following table. During the years 2015 through 2019, the Priest Rapids Project delivered to the Power Purchasers and the District an average of 8,714,056 MWh of net energy annually. See “Coordination Agreement” and “FERC License” for a description of certain of the factors that result in the net energy figures.

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TABLE 18
PRIEST RAPIDS PROJECT HISTORICAL ENERGY SALES
(MWh)

	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Gross Generation ⁽¹⁾	9,615,304	10,096,515	9,750,914	10,121,806	8,277,669
Plus: Pond Transfer ⁽²⁾	45,928	84,956	--	--	--
Total Dissolved Gas Spill Return ⁽³⁾	--	1,605	--	--	--
Less: Rock Island Encroachment ⁽⁴⁾	(505,936)	(510,729)	--	--	--
Coordination Exchange ⁽⁵⁾	8,510	849	(207,901)	(359,848)	(383,405)
Less: Canadian Entitlements ⁽⁶⁾	(504,198)	(506,282)	(501,532)	(503,031)	(495,262)
Less: Spill Past Unloaded Units ⁽⁷⁾	18,158	26,192	--	--	--
Net Energy to Purchasers	<u>8,677,766</u>	<u>9,193,106</u>	<u>9,041,481</u>	<u>9,258,927</u>	<u>7,399,002</u>
Max. One-Hour Production (MW)	1,804	1,745	1,755	1,816	1,764
Plant Factor ⁽⁸⁾	61%	66%	63%	64%	54%
Annual Availability Factor ⁽⁹⁾	87%	85%	84%	86%	84%
Disposition of Net Energy					
District's Electric System	6,309,509	5,621,831	5,692,276	5,782,372	4,629,869
PacifiCorp Electric Operations	88,272	91,474	95,381	98,118	79,477
Portland General Electric Co.	760,557	808,078	785,445	806,041	633,248
Puget Sound Energy, Inc.	53,753	60,243	54,816	47,197	39,597
City of Seattle	23,696	25,249	24,532	25,732	19,866
City of Tacoma (Tacoma Public Utilities)	25,362	26,981	27,440	26,971	21,172
Avista Corporation	318,181	343,757	352,574	343,487	278,552
Cowlitz County PUD	14,338	14,808	14,611	14,113	11,705
Eugene Water & Electric Board	13,154	14,432	13,560	13,818	--
Other Power Purchasers ⁽¹⁰⁾	1,070,944	2,186,253	1,980,846	2,101,078	1,685,516
Total ⁽¹¹⁾	<u>8,677,766</u>	<u>9,193,106</u>	<u>9,041,481</u>	<u>9,258,927</u>	<u>7,399,002</u>

- (1) Excludes station service energy requirements. Variations from year to year are a result of changing fish spill requirements and Columbia River flows.
- (2) Transfers of generating capability to or from neighboring hydroelectric projects.
- (3) Energy received as offset for off-system total dissolved gas spill management coordination.
- (4) Energy credited to the Rock Island Project of Chelan County PUD equivalent to a portion of the energy that would have been produced at the Rock Island Project if the Wanapum Development's reservoir had not encroached on the Rock Island Project's tailrace. The energy provided is not required to be sourced from the Priest Rapids Project.
- (5) Priest Rapids Project energy exchanged by the District with parties to the Mid-Columbia Hourly Coordination Agreement. Pond Transfer, Dissolved Gas Spill Return and Rock Island Encroachment are individual provisions of the Mid-Columbia Hourly Coordination Agreement. Beginning in 2017, all of the Mid-Columbia Hourly Coordination Agreement provisions are consolidated and presented in the Coordination Exchange line.
- (6) Computed power benefits produced at the Priest Rapids Development as a result of upstream Canadian storage.
- (7) Spill among the Mid-Columbia Projects is reallocated based on the requests of the participants through an hourly coordination calculation.
- (8) Gross generation divided by the maximum one-hour production divided by 8,760 (the hours in one year).
- (9) Actual hours that the generating units of the Priest Rapids Project are available for service during the period divided by the total hours in the period.
- (10) Cities of Forest Grove, McMinnville, and Milton-Freewater, Kittitas County PUD, Snake River Power, Clearwater Power, Idaho County Light, Kootenai Electric Cooperative, and Northern Lights, and the power auction winners.
- (11) Certain columns may not add due to rounding.

Coordination Agreement

A number of publicly and privately owned utilities in the Pacific Northwest, including the District, have joined with Bonneville, the United States Army Corps of Engineers and the United States Bureau of Reclamation in a long-term Pacific Northwest Coordination Agreement, which requires hydroelectric power producers to coordinate their operations to maximize efficiency, consistent with other water uses. This agreement became effective on January 4, 1965, and a replacement agreement has been executed that, among other things, extends the term to 2024.

Transmission of Power from Priest Rapids Project

The Priest Rapids Project's 230-kV transmission lines interconnect transmission systems of the District, Bonneville and certain Power Purchasers. These transmission lines currently have sufficient capacity to integrate fully the Priest Rapids Project's output into the Pacific Northwest's high-voltage transmission system. A portion of the Priest Rapids Project's power is delivered directly to the District and certain Power Purchasers via lines owned by the respective parties, with the remainder delivered to the Power Purchasers through the Bonneville transmission system. The District has sufficient transmission facilities and interconnection agreements to deliver the District's entire load from the Priest Rapids Project.

Canadian Treaty

The Columbia River Treaty (the "Treaty"), a 60-year treaty between the United States and Canada relating to cooperative development of the water resources of the Columbia River basin, was placed in effect by an exchange of notes and ratifications on September 16, 1964. Pursuant to the Treaty, Canada has constructed three water storage facilities in Canada and is entitled, among other things, to receive one-half of the downstream power benefits defined in the Treaty. Also under the terms of the Treaty, the United States was allowed to construct Libby Dam in western Montana.

The United States and Canada have designated entities that are necessary to implement the Treaty. The United States entity is composed of the Administrator of Bonneville and the Division Engineer, North Pacific Division, United States Army Corps of Engineers; the Administrator is chairman. The Canadian entity is B.C. Hydro.

Operation of the Priest Rapids Project is affected by the Treaty. In general, the Treaty and its implementing agreements are implemented via the Pacific Northwest Coordination Agreement described above, which provides a means to coordinate the operation of all major power plants and transmission systems in the Pacific Northwest for the mutual benefit of the participants and a method to obtain and distribute the increased power benefits resulting from construction of the Canadian water storage facilities. As shown above, the Canadian Entitlement, an obligation created by the Treaty to return certain downstream power benefits to Canada, creates an energy obligation for the project participants, effectively reducing the net energy available for the Priest Rapids Project participants; however, the obligation does not require sourcing from the Priest Rapids Project. The Canadian Entitlement is a result of the Canadian improvements to the upstream storage.

In 2024, the Treaty's current provisions regarding flood risk management will change to a less-defined approach. In addition, the Treaty can be terminated beginning in 2024, provided that either Canada or the United States gives 10 years' written notice. Although such notice has not been given, Canada and the United States are currently engaged in negotiations to revise the Treaty. The District has not been part of these negotiations and cannot predict the final outcome thereof.

FERC License

On November 4, 1955, the Federal Power Commission (now FERC) issued a 50-year license to the District authorizing the construction, operation, and maintenance of the Priest Rapids and Wanapum Developments. Upon expiration of the original license on October 31, 2005, the District operated the Priest Rapids Project under annual licenses. On April 17, 2008, FERC issued a new 44-year license for the Priest Rapids Project (the "License"), subject to the terms and conditions of the Section 401 Water Quality Certification issued by Ecology, the Section 18 Fishway Prescriptions and incidental take statements submitted by National Oceanic and Atmospheric Administration ("NOAA") Fisheries

and United States Fish and Wildlife Service, and the Salmon and Steelhead and Hanford Reach settlement agreements described below.

Costs associated with the relicensing efforts, totaling \$57.1 million, were recorded as an intangible asset included in Utility plant and are being amortized over the term of the License. Accumulated amortization related to the relicensing efforts totaled \$26.4 million and \$24.6 million as of December 31, 2019 and 2018, respectively.

Fish, Wildlife and Water Quality

The License requires mitigation and enhancement measures including: operation of the Wanapum and Priest Rapids fish bypasses and spill to improve downstream passage of juvenile salmon and steelhead; improvements to upstream fish passage facilities; sluiceway spills for fish passage; and implementation of numerous facilities, management plans and monitoring to protect and enhance wildlife and associated habitat. The capital costs for these measures for 2020-2026 is estimated at approximately \$950,000.

Section 401 Water Quality Certification

As a condition to obtaining the License, the District obtained a certification from Ecology under Section 401(a)(1) of the Clean Water Act. The conditions in the certification are incorporated into the License and require that the Priest Rapids Project be operated pursuant to the Salmon and Steelhead Agreement (as described under “Regulatory Proceedings Affecting the Developments”) and native resident fish management plans. The certification requires the establishment of groups for coordination and implementation of the requirements under the Salmon Agreement, as well as implementation of measures to determine attainment of specified biological objectives. These measures include the requirement to provide funds (not to exceed \$1.5 million) to renovate the existing Columbia Basin Hatchery to ensure stable operations at current capacity for the term of the License.

Recreation Resources

The Priest Rapids Project is an important regional recreation resource. The District supports the development of public recreation facilities when implemented in the broader public interest that do not interfere with operations of the Priest Rapids Project or conservation objectives. The District developed a Recreation Resource Management Plan (“RRMP”) as part of the relicensing application, which was approved when the License was issued in 2008. An update to the RRMP was submitted to FERC in 2017, which was approved in February of 2019. At the Wanapum Development, there are 17 developed and undeveloped recreation sites, including boat launches, campgrounds, picnic areas, and the Wanapum Dam Visitor’s Center and Turbine Park, located at the dam. At the Priest Rapids Development, there are eight developed and undeveloped recreation sites, including boat launches, campgrounds, and picnic areas.

In addition, the License required the District to implement a shoreline management plan to protect the scenic quality of the mid-Columbia River. Implementation of the plan, which was approved by FERC in 2013, primarily included issuing and monitoring non-project uses of Priest Rapids Project lands, including the leasing of 38 acres of property for private residential use within the Crescent Bar Recreation Area to enhance public access and recreation opportunities. A new 55-site RV campground, marina, fuel float, boat launch, parking area, walking trail, and day use area including playground equipment and sports courts, were completed in spring of 2017. A second boat launch and parking area were completed in spring of 2018 and upgrades to the water and wastewater systems were completed in 2019. The total cost through December 31, 2019 was \$40.9 million. By the end of 2020, the District will have invested more than \$60 million in capital development of these recreation sites and \$2.5 million in annual operations and maintenance, as required by the License.

Cultural Resources

During relicensing of the Priest Rapids Project, the District initiated the cultural resource identification survey, which identified more than 350 new archaeological sites and several hundred isolated artifacts, bringing the total number of identified cultural resources within the Priest Rapids Project boundary to 1,297. The Programmatic Agreement for Cultural Resources (“PA”) was executed in 2007, and outlined specific actions related to cultural resources preservation and management, each with target dates. The focus of the PA is evaluation of all cultural resources to

determine if they are eligible for the National Register of Historic Places, identify effects to significant resources, and develop comprehensive treatment plans to mitigate adverse effects. A Historic Properties Management Plan (“HPMP”) was developed that provides guidelines for long-term management of the District’s cultural resources. Fieldwork to meet requirements of the PA has determined that approximately 457 sites are eligible, 602 are not eligible, and 219 are considered eligible pending permission from the State land manager to conduct test excavations. The National Register-eligible sites are undergoing further analysis. Thirteen sites received major structural remediation of eroding shoreline for permanent protection. Over \$9.0 million is budgeted for 2020-2026 for cultural resource management.

Wanapum Agreement

The License required the District to develop a new agreement with the Wanapum Indians committing to the “identification, protection and management of cultural resources, gravesites, and relics at the Priest Rapids Project which are significant to the Wanapum Indians.” The New Wanapum Heritage Center (“NWHC”) is complete and dedicated to the protection, preservation, interpretation and perpetuation of the Wanapum culture and the cultural resources. The NWHC houses the Museum, Repository, and Living Culture Program on a site near Priest Rapids Dam. The total construction cost of this project was \$20.5 million. A grand opening of the facility took place in the fourth quarter of 2015. The operation and maintenance budget for the NWHC programs is projected at \$7.8 million for 2020-2026.

Yakama Nation Agreement

In 2007, the District entered into an agreement with the Confederated Tribes and Bands of the Yakama Nation (the “Yakama Nation”) to settle several issues including previous lawsuits, claims, allegations, filings, and other actions by the Yakama Nation against the District. The agreement expires at the end of the License. The benefit to the Yakama Nation is the financial equivalent of 20 aMW for 2007-2009, 15 aMW for 2010-2015 and 10 aMW throughout the term of the agreement. The Yakama Nation can request to have actual physical power delivered. The District must receive written notice at least one year before physical delivery can occur. In addition, the Yakama Nation must satisfy three contingencies listed in the settlement agreement to receive physical delivery. To date, the contingencies have not been met and the District has not received any written notice requesting physical delivery. The Yakama Nation is responsible to pay the Priest Rapids Project costs associated with producing the benefit received (either financial or physical delivery).

Considerations to be provided by the Yakama Nation to the District include providing the District with the right of first refusal to participate in the development of new generation resources, cooperatively developing Pacific lamprey and white sturgeon management plans with the District, and representing itself on committees, subcommittees and groups involved with implementation of the various agreements associated with the Priest Rapids Project and the License requirements.

The agreement went into effect on July 1, 2007. The net payments to the Yakama Nation totaled \$1.6 million and \$1.1 million during 2019 and 2018, respectively. These costs are included in Annual Power Costs for the Priest Rapids Project. From 2010 through 2015, the District valued the power allocation on behalf of the Yakama Nation and paid the monthly net revenues by multiplying the power allocation by the Intercontinental Exchange (“ICE”) Daily Power Indices for the Mid-Columbia at peak and off-peak for the month less the average annual melded power costs for the Priest Rapids Project for the prior calendar year and any costs associated with the marketing and administration of the power allocation. The projected annual cost for this agreement for 2020 is \$435,000 and for 2021 to 2025 is forecasted between \$775,000 and \$846,000.

Regulatory Proceedings Affecting the Developments

Allocation of Output. Federal legislation adopted in 1954, Public Law 83-544 (“PL 83-544”), requires the District, among other things, to offer a “reasonable portion” of the output of the Priest Rapids Project for sale in neighboring states. In 1998, in response to a complaint filed by several electric cooperatives seeking an allocation of power under a new license, FERC issued an order regarding distribution of the Priest Rapids Development power post-2005 and the Wanapum Development power post-2009. FERC ruled that the licensee can retain 70% of the Priest Rapids Project’s firm and non-firm power. The remaining 30% is designated as the “reasonable portion,” and, pursuant to the

order, must be sold in a fair, equitable and nondiscriminatory manner, pursuant to market based principles and procedures with a preference in the marketing of such power being given to the utilities and the Power Purchasers that participated in the PL 83-544 proceeding. See “Power Sales Contracts.”

Endangered or Threatened Species of Fish. The area surrounding the Priest Rapids Project is frequented by Steelhead and Spring Chinook, which have been listed as endangered, and a small number of upper Columbia River bull trout, which is listed as threatened. The Endangered Species Act (“ESA”) makes it unlawful for any person subject to the jurisdiction of the United States to “take” any endangered species which, under the ESA, includes an intentional or negligent act that will harm or harass, or that creates the likelihood of injury to a species by significantly disrupting normal behavior patterns. Violations of the ESA can be enforced by governmental and citizen suits. There are both civil and criminal penalties. NOAA Fisheries, under certain circumstances, has the power to approve any “incidental taking” of a listed species. NOAA Fisheries can only approve the action if it determines, after required consultation, that the action is not likely to jeopardize the continued existence of any listed species or result in the destruction or adverse modification of its critical habitat.

During its environmental and administrative review of the District’s relicensing application, FERC initiated ESA consultation with NOAA Fisheries for spring Chinook and steelhead and with the United States Fish and Wildlife Service for bull trout. These reviews resulted in issuance of Biological Opinions and Incidental Take Statements for these ESA listed species affected by the Priest Rapids Project and incorporated protection, mitigation and enhancement measures as requirements of the License. The District continues to interact with these regulatory agencies for the implementation of these measures.

Federal Project ESA Litigation. With several salmon species listed under the ESA, Bonneville, the United States Bureau of Reclamation, and the United States Army Corps of Engineers have undertaken and are implementing certain measures to protect salmon. These measures are required by the ESA in order for these federal agencies to avoid actions that would jeopardize the listed species. Some of these required measures affect river operations on the Snake and Columbia Rivers. Even though the Priest Rapids Project is located upstream from the confluence of the Snake and Columbia Rivers, some measures, such as substantial seasonal flow augmentations, do affect that portion of the Columbia River where the Priest Rapids Project is located. In particular, the flow augmentations cause over-generation in the spring and early summer when there is an abundance of hydroelectric generation and the value of such energy therefore is low, and a reduction of generation in the winter when the energy is needed and the price of replacement energy therefore is high.

Hanford Reach Fall Chinook Protection Agreement. In 2004, the Hanford Reach Fall Chinook Protection Agreement was signed by Grant, Chelan, and Douglas County PUDs, Bonneville, the Washington Department of Fish and Wildlife, NOAA Fisheries, the Yakama Nation, United States Fish and Wildlife Service and the Confederated Tribes of the Colville Reservation. The agreement involves close coordination among the District, Bonneville, and Chelan and Douglas County PUDs to provide a flow regime that protects fall Chinook from spawning through emergence and early rearing.

Salmon and Steelhead Agreement. In 2006, the District entered into an agreement (the “Salmon and Steelhead Agreement”) with the United States Department of Interior, United States Fish and Wildlife Service, NOAA Fisheries, the Washington Department of Fish and Wildlife, the Yakama Nation, and the Confederated Tribes of the Colville Reservation, for the purpose of resolving all issues between the District and the other signatories related to anadromous salmonid fish species in connection with the License. The Salmon and Steelhead Agreement constitutes a comprehensive and long-term adaptive management program for the protection, mitigation, and enhancement of fish species which pass or may be affected by the Priest Rapids Project.

The District is obligated to establish separate restricted funds (the “Habitat funds”) into which the District will deposit payments for further distribution in accordance with the requirements of the Salmon and Steelhead Agreement and the Biological Opinion. The Priest Rapids Coordinating Committee (“PRCC”) oversees the distribution of the Habitat funds created through the Salmon and Steelhead Agreement. The voting members of the PRCC include the District, the United States Fish and Wildlife Service, NOAA Fisheries, Washington Department of Fish and Wildlife, the Confederated Tribes of the Colville Reservation, and the Yakama Nation. The Habitat funds cannot be spent without the unanimous consent of all voting members. All interest earned by the Habitat funds increase the balance of these funds and is not recognized as income by the District. The funds are used for the protection and restoration of habitats

along the mainstem and tributaries within the Upper Columbia River watershed and are intended to compensate for 2% of the unavoidable mortality to salmonids due to the operation of the Priest Rapids Project. The District anticipates funding the Habitat funds through the License term. The District’s required contributions to the Habitat funds are comprised of a fixed portion and a portion which is variable based on annual salmonid mortality within the Priest Rapids Project.

The District has contributed over \$21.9 million into a No-Net Impact (“NNI”) fund, which is based on annual salmonid mortality within the Priest Rapids Project for years 2006-2020. The District uses NNI funds to fund a variety of projects ranging from predator removal, adult fish passage, habitat restoration, instream flow enhancements, avian predator evaluations, and other projects. Contributions into the fixed Habitat funds for years 2006-2020 total slightly over \$44.3 million.

Draw-Down and Dam Removal Proposals. Removal or drawdown of dams has not been a significant issue in the case of the mid-Columbia River. The District believes that it is highly unlikely that any federal or state regulatory agency would order dam removal or draw-down of the Priest Rapids or Wanapum Developments in connection with any pending or future ESA listings.

Potential Effects on District of ESA Proceedings. The District has committed substantial resources to mitigate the impacts of the Priest Rapids Project on anadromous fish, including species listed as threatened or endangered. Nonetheless, it is possible under the ESA that the continued operation of the Priest Rapids Project, at least during certain periods each year, could be jeopardized. The Biological Opinion contained numerous measures including interim spill and bypass system requirements, which have a direct effect on power generation at the Priest Rapids Project. While ESA litigation has been avoided, there is some future risk of adverse court rulings.

Estimated Capital Requirements

The District projects that the total cost of the capital program at the Priest Rapids Project during the period 2021 through 2025 will be approximately \$417.6 million, as shown in the table below. These capital projects are expected to be paid from available Priest Rapids Project revenue and proceeds of subordinate lien obligations of the Priest Rapids Project purchased by the Electric System (as an investment and funded with available Electric System revenues) deposited into the District’s Construction Fund and Finance Plan Fund. Improvements at the Priest Rapids Project are designed to ensure optimal performance of these large, long-lived assets and to comply with the License.

**TABLE 19
PRIEST RAPIDS SYSTEM PROJECTED
CAPITAL IMPROVEMENT PROGRAM, 2021-2025 (\$000)**

Turbine/Generator	\$	186,167
Embankment/Powerhouse/Spillway		128,773
Technology		14,822
Labor		72,062
General ⁽¹⁾		15,749
Total	\$	417,572

⁽¹⁾ Includes buildings and property improvements, and project substation and switchyard improvements.

Rehabilitation Program – Priest Rapids Project. In 1996, the District began working on designs for replacing the turbines at the Wanapum Development. The District received approval from FERC in 2004 for license amendments to install and operate new advanced turbines. New turbines have been successfully installed for all ten Wanapum units with the final turbine placed in service in October 2013. The new turbines have increased power output and efficiency, and include features intended to improve the survival of fish. The advanced turbines are an important measure projected to improve conditions for fish and water quality within the Wanapum Development’s project area.

To get full use of the new turbines and increase the reliability of the plant, the District is also replacing and upgrading the generators at the Wanapum Development. In 2009, a contract was awarded to Alstom Hydro US, Inc. for \$150.0 million to upgrade all ten generators at Wanapum Development. Nine generators have been completed with the most recent generator going into service in July 2019. The voltage regulators and hydraulic governors are also being upgraded to digital models in conjunction with the generator upgrades. The on-site construction is scheduled through August 2020. The existing generators are currently rated at 109.25 megavolt-amperes (“MVA”). The new generators will have a nameplate rating of 128.6 MVA, an increase of 17.7%. The cost of replacing the remaining generators for the construction period of 2019-2020 is estimated at \$10.96 million.

In addition to the Wanapum turbine and generator replacement project, the District is implementing turbine life extension/replacement and generator rewinds for the Priest Rapids Development. The contract to supply turbines was awarded to Voith Hydro in June 2014. The District awarded the contract for governor equipment to L&S Electric in late 2014 and the generator rehabilitation and voltage regulator contract was awarded to Alstom Power, Inc. in June 2015 with manufacturing to begin in late 2015. On-site work at the Priest Rapids Development began in August, 2016 and is scheduled to be completed in 2028. The cost of the remaining turbine replacement, generator rehabilitation and governor upgrade for the construction period of 2019-2028 is estimated at \$307.4 million, including labor. In the 1990’s, the main generating unit circuit breakers were replaced at the Wanapum and Priest Rapids Developments with SF6 gas breakers. From 2005-2009, the five main step-up transformers were replaced at the Priest Rapids Development. The fifth and final main step-up transformer replacement was completed at the Wanapum Development in 2015. The hydraulic governors at both plants are being upgraded to digital hydraulic models. This work is being conducted in conjunction with the generator upgrade projects at both plants and also includes upgraded generator protection and unit control systems. Over the next five years, the plant’s 600 volt and 13.2 kilovolt switchgear and protection systems are scheduled for refurbishment and modernization at both Developments. This project is anticipated to be \$12 million. All major plant cranes have been rebuilt, and spillway gates have been rehabilitated. A fiber optic data/communications cable has been installed between the Wanapum and Priest Rapids Developments to replace the existing microwave path as the primary link. The District continues to work on rehabilitation of station service (air, water, oil and electric) systems for both plants.

The Wanapum spillway gates rehabilitation project is complete. The project included application of a new paint coating system to the gates as well as trunnion bearing replacement. Replacing the paint on the Wanapum spillway gates was a major undertaking because of their size. The gates are 50 feet wide by 68 feet tall and the original paint contained lead. The Wanapum spillway gate painting began in 2015 and was completed in 2020. In addition to the completed rehabilitation project, the District is continuing to determine if any additional modifications to the spillway gates are necessary to address the recently updated seismic and structural requirements.

Priest Rapids Project Seismicity Study. The District is in the process of developing procedures for and updating seismic stability analyses for the Priest Rapids Project water retaining structures. A Probabilistic Seismic Hazards Analysis (“PSHA”) Report was completed for the three mid-Columbia River PUDs in 2012. The PSHA Report has been reviewed and approved by the FERC. The PSHA provides the seismic input used to complete site specific stability calculations for the Priest Rapids Project water retaining structures. At the FERC’s request, a Deterministic Seismic Hazard Analysis (“DSHA”) of ground motions was included as an appendix to the PSHA Report. The seismic ground motions were updated in 2018 to account for hanging wall effects. Currently, the District is applying the results of these analyses to several project features (embankments, gates, concrete structures, etc.) to determine if they meet currently accepted seismic criteria. The only seismic remediation project in progress is the modification and replacement of the far right (west) embankment section at Priest Rapids Dam. The current estimate for this seismic related modification is \$50 million. This construction contract has been awarded and the project is included in the 2019-2022 budget.

The District is reviewing whether a section of the left (east) embankment at Wanapum Dam may also need seismic remediation. The scope of the remediation has not been determined, therefore this project is not currently in the budget. A detailed engineering analysis is under way to determine the seismic fragility of the embankment and its anticipated performance during and following an earthquake. This analysis is currently scheduled to be complete in late 2021 to early 2022.

The District is also reviewing the seismic performance of other water retaining structures (concrete, earth embankments, and spillway gates) at both Developments. These analyses are scheduled to be complete in 2021. At

this time, the only significant modification planned will be to the Priest Rapids spillway, where anchoring of the spillway monoliths will be required. Budget for these changes is estimated at \$18.2 million. While structural modifications to the spillway gates are expected at both Wanapum and Priest Rapids, these modifications are not scoped or budgeted. Any decisions regarding the spillway gates will take place following the completion of the seismic analysis, and completion of a Risk Informed Decision Making (“RIDM”) Process to appropriately scope the work. The District anticipates that any other seismic remediation work will be minor (such as anchoring equipment and other small enhancements) and will be incorporated in the capital budget when the scope of such work is determined.

Operating Results

The following table shows actual operating results for the Priest Rapids Project for the fiscal years 2015 through 2019. Revenues from the Power Purchasers and the District’s Electric System are currently equal to the cost of power from the Priest Rapids Project. Such cost of power is a function of operating expenses, annual debt service and coverage requirements on the Priest Rapids Project parity bonds and reserve requirements imposed by the Priest Rapids Project bond resolutions and the Power Sales Contracts. The Power Sales Contracts established the costs to be included in the cost of power from the Priest Rapids Project. This table differs from the financial statements set forth in Appendix B and is designed to show compliance with the debt service coverage requirements in the bond resolutions for the Priest Rapids Project bonds.

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TABLE 20
PRIEST RAPIDS PROJECT OPERATING RESULTS
(\$000)

	2015	2016	2017	2018	2019
Operating Revenues					
Sales of Power ⁽¹⁾	\$ 156,587	\$ 148,397	\$ 168,172	\$ 167,845	\$ 168,704
Interest and Other Income ⁽²⁾	8,983	11,868	13,760	13,724	14,790
Total Revenues and Other Income	\$ 165,570	\$ 160,265	\$ 181,932	\$ 181,569	\$ 183,494
Operating Expenses					
Generation	\$ 26,603	\$ 28,419	\$ 30,496	\$ 30,390	\$ 41,617
Transmission	2,767	2,397	2,991	3,878	3,034
Administrative and General	22,934	21,341	27,175	24,166	23,174
License Compliance and Related Agreements	22,870	20,180	20,255	19,653	12,181
Taxes	1,902	1,943	1,947	1,966	1,943
Total Operating Expenses	\$ 77,076	\$ 74,280	\$ 82,864	\$ 80,053	\$ 81,949
Net Revenues Before Extraordinary Item	\$ 88,494	\$ 85,985	\$ 99,068	\$ 101,516	\$ 101,545
Extraordinary Loss – Fracture ⁽³⁾	\$ (4,359)	\$ 9,896	--	--	--
Net Revenues after Extraordinary Item	84,135	95,881	\$ 99,068	\$ 101,516	\$ 101,545
Unused bond proceeds refunded	--	--	--	--	--
Excess Available in Supplemental R&R Fund	\$ 12,935	\$ 13,951	\$ 14,603	\$ 14,692	\$ 15,044
Remaining Net Revenues Available for Debt Service on Parity Bonds	\$ 97,070	\$ 109,832	\$ 113,671	\$ 116,208	\$ 116,589
Debt Service on Parity Bonds	\$ 84,412	\$ 95,481	\$ 98,771	\$ 101,158	\$ 101,477
Debt Service Coverage on Parity Bonds ⁽⁴⁾	1.15x	1.15x	1.15x	1.15x	1.15x
Net Energy Output (MWh) ⁽⁵⁾	8,677,766	9,193,106	9,041,481	9,258,927	7,399,002
Average Cost (\$/MWh) ⁽⁶⁾	\$18.04	\$16.14	\$18.60	\$18.13	\$22.80

(1) Revenues from all Power Purchasers including the Electric System (Annual Power Costs).

(2) Interest and other nonoperating income on various funds of the Priest Rapids Project.

(3) Non-capital repair costs and insurance recoveries related to a fracture on the upstream side of Wanapum Dam's Spillway Monolith Number 4 discovered in 2014. All repair work was completed and the Wanapum Dam returned to normal operations in March, 2015. The District does not anticipate any further costs or recoveries related to the fracture.

(4) Annual charges for sales of power are set at levels sufficient to produce revenues to meet the debt service coverage requirement, which is 1.15x.

(5) Run-off was 95% of average in 2015, 96% of average in 2016, 125% of average in 2017, 113% of average in 2018, and 84% of average in 2019.

(6) Revenues from sales of power divided by net energy output.

Monthly payment by the Power Purchasers and the Electric System of their respective shares of Annual Power Costs is required by the Power Sales Contracts, even if no power is actually delivered. Annual Power Costs are estimated one year in advance and are payable in equal monthly portions of such estimate. Payments are adjusted annually to reflect actual costs.

The District expects that the average cost of power from the Priest Rapids Project will increase over the next five years, primarily as a result of increased debt service, rising to approximately \$20.90 per MWh under average water conditions.

Debt Service Requirements for the Priest Rapids Project

The District has Outstanding Priest Rapids Project Bonds and Priest Rapids Project Subordinate Bonds in the aggregate principal amount of \$787,555,000 and \$400,646,000, respectively, as of June 30, 2020. The District is planning to issue new bonds to fund a portion of the capital improvements for the Priest Rapids Project within the next two years. See “INTRODUCTION.”

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The following table shows the debt service requirements for the District's Outstanding Priest Rapids Project Bonds. Amounts in the table have been rounded. A portion of the federal credit payments the District should receive for a portion of the 2010 Priest Rapids Project Bonds, the 2012 Priest Rapids Project Bonds and the 2015 Priest Rapids Project Bonds has been reduced since 2013 as a result of the federal sequestration.

TABLE 21
PRIEST RAPIDS PROJECT PARITY BOND DEBT SERVICE REQUIREMENTS⁽¹⁾

Year ⁽¹⁾	Outstanding Priest Rapids Project Bonds Debt Service ⁽²⁾
2020	\$ 76,138,498
2021	65,495,381
2022	61,310,525
2023	64,649,963
2024	60,581,468
2025	60,468,393
2026	60,382,156
2027	147,772,828 ⁽⁴⁾
2028	60,221,300
2029	60,006,534
2030	59,234,144
2031	58,202,520
2032	96,140,944 ⁽⁵⁾
2033	52,715,084
2034	50,746,994
2035	50,489,404
2036	48,953,506
2037	44,860,575
2038	44,581,878
2039	44,882,069
2040	132,527,345 ⁽⁶⁾
2041	23,814,208
2042	23,791,768
2043	23,773,729
2044	5,599,800
Total ⁽³⁾	\$ 1,477,341,013

⁽¹⁾ Based on a calendar year, including January 1 and July 1 payments made in that year.

⁽²⁾ Table excludes the Priest Rapids Project Subordinate Bonds. See Table 3.

⁽³⁾ Totals may not add due to rounding.

⁽⁴⁾ A portion of this represents the \$90,000,000 of New Clean Renewable Energy Bonds issued by the District in 2010, and the District has covenanted to deposit approximately equal sinking fund installments into a subaccount in the Principal and Bond Retirement Account no later than January 1 in the years 2011 through 2027 sufficient to pay such bonds on January 1, 2027.

⁽⁵⁾ A portion of this represents the \$42,395,000 of New Clean Renewable Energy Bonds issued by the District in 2012, and the District has covenanted to deposit approximately equal sinking fund installments into a subaccount in the Principal and Bond Retirement Account no later than January 1 in the years 2013 through 2032 sufficient to pay such bonds on January 1, 2032.

⁽⁶⁾ A portion of this represents the \$90,000,000 of New Clean Renewable Energy Bonds issued by the District in 2015, and the District has covenanted to deposit approximately equal sinking fund installments into a subaccount in the Principal and Bond Retirement Account no later than January 1 in the years 2016 through 2040 sufficient to pay such bonds on January 1, 2040.

LITIGATION

There is no litigation pending or threatened in any court (either state or federal) concerning the issuance or the validity of any Parity Bonds, or questioning the creation, organization, existence or title to office of the members of the Commission or officers of the District or the proceedings for the authorization, execution, sale and delivery of the Bonds, or in any manner questioning the power and authority of the District to impose, prescribe or collect rates and charges for the services of the Priest Rapids Project or the Electric System.

The District is a party to lawsuits arising out of its normal course of business, but the District does not believe any of such litigation will have a significant adverse impact upon the District's ability to pay the Bonds.

INITIATIVE AND REFERENDUM

Under the State Constitution, the voters of the State have the ability to initiate legislation and modify existing legislation through the powers of initiative and referendum, respectively. The initiative power in the State may not be used to amend the State Constitution. Initiatives and referenda are submitted to the voters upon receipt of a petition signed by at least 8% (initiative) and 4% (referenda) of the number of voters registered and voting for the office of Governor at the preceding regular gubernatorial election. Any law approved in this manner by a majority of the voters may not be amended or repealed by the Legislature within a period of two years following enactment, except by a vote of two-thirds of all the members elected to each house of the Legislature. After two years, the law is subject to amendment or repeal by the Legislature in the same manner as other laws.

It is possible that future initiative petitions may be filed from time to time, including without limitation initiatives that revise or restrict the ability of the District to increase rates and charges. The District cannot predict whether any such initiatives affecting the District will qualify and be submitted to or approved by the voters, the nature of such initiatives, or their potential impact on the District.

LIMITATIONS ON REMEDIES; BANKRUPTCY

Any remedies available to the owners of the Bonds upon the occurrence of an Event of Default under the Bond Resolution may be dependent upon judicial actions, which are in turn often subject to discretion and delay and could be both expensive and time-consuming to obtain. The terms of the Bond Resolution are enforceable by any Registered Owner of any Bond only by mandamus action or any other appropriate suit or action in any court of competent jurisdiction subject to the provisions of limitations on remedies contained therein. If the District fails to comply with its covenants under the Bond Resolution or to pay principal of or interest on the Bonds, there can be no assurance that available remedies will be adequate to fully protect the interests of the owners of the Bonds.

In addition to the limitations on remedies contained in the Bond Resolution, the rights and obligations under the Bonds and the Bond Resolution may be limited by and are subject to bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium and other laws relating to or affecting creditors' rights, to the application of equitable principles, and to the exercise of judicial discretion in appropriate cases. The opinion to be delivered in connection with the issuance of the Bonds, including the opinion of Bond Counsel, will be subject to limitations regarding bankruptcy, insolvency and other laws relating to or affecting creditors' rights. See Appendix C. The various other legal opinions to be delivered concurrently with the issuance of the Bonds will be similarly qualified.

Under current Washington law, local governments, such as the District, may be able to file for bankruptcy under Chapter 9 of the United States Bankruptcy Code (the "Bankruptcy Code"). A creditor cannot bring an involuntary bankruptcy proceeding against a municipality, including the District. The federal bankruptcy courts have broad discretionary powers under the Bankruptcy Code. Taxing districts, including the District, in the State are expressly authorized to carry out a plan of readjustment if approved by the appropriate court. Should the District become a debtor in a federal bankruptcy proceeding, the owners of the Parity Bonds would continue to have a statutory lien on Gross Revenue after the commencement of the bankruptcy case so long as the Gross Revenue constitutes "special revenues" within the meaning of the Bankruptcy Code. "Special revenues" are defined under the Bankruptcy Code to include, among other things, receipts by local governments from the ownership, operation or disposition of projects or systems that are primarily used to provide utility services. The Bankruptcy Code provides that "special revenues" can be applied to necessary operating expenses of the project or system, before they are applied to other obligations. This rule applies regardless of the provisions of the transaction documents, such as the Bond Resolution. It is not clear precisely which expenses would constitute necessary operating expenses and any definition in the Bond Resolution may not be applicable.

Furthermore, if the District were to become a debtor in a federal bankruptcy case, the parties (including the Registrar, the holders of the Bonds and any Bondowners' Trustee) may be prohibited from taking any action to collect any amount from the District, to enforce any obligations of the District, or to exercise any remedies unless the permission of the bankruptcy court is obtained. The rate covenant may not be enforceable in bankruptcy by the holders of the

Bonds. Legal proceedings to resolve issues could be time-consuming and expensive, and substantial delays and reductions in payments could result.

TAX MATTERS

Federal Income Taxes

The Internal Revenue Code of 1986, as amended (the “Code”), imposes certain requirements that must be met subsequent to the issuance and delivery of the Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Bonds. Pursuant to the Indenture and the Tax Certificate as to Arbitrage and the Provisions of Sections 103 and 141-150 of the Internal Revenue Code of 1986 executed by the District in connection with the issuance of the Bonds (the “Tax Certificate”), the District has covenanted not to take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of the interest on the Bonds under Section 103 of the Code. In addition, the District has made certain representations and certifications in the Indenture and Tax Certificate. Special Tax Counsel will not independently verify the accuracy of those representations and certifications.

In the opinion of Nixon Peabody LLP, Special Tax Counsel, under existing law and assuming compliance with the aforementioned covenant, and the accuracy of certain representations and certifications made by the District described above, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. Special Tax Counsel is also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code.

Original Issue Discount

Special Tax Counsel is further of the opinion that the excess of the principal amount of a maturity of the Bonds over its issue price (i.e., the first price at which a substantial amount of such maturity of the Bonds was sold to the public, excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) (each, a “Discount Bond” and collectively the “Discount Bonds”) constitutes original issue discount which is excluded from gross income for federal income tax purposes to the same extent as interest on the Bonds. Further, such original issue discount accrues actuarially on a constant interest rate basis over the term of each Discount Bond and the basis of each Discount Bond acquired at such issue price by an initial purchaser thereof will be increased by the amount of such accrued original issue discount. The accrual of original issue discount may be taken into account as an increase in the amount of tax-exempt income for purposes of determining various other tax consequences of owning the Discount Bonds, even though there will not be a corresponding cash payment. Owners of the Discount Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Discount Bonds.

Original Issue Premium

Bonds sold at prices in excess of their principal amounts are “Premium Bonds.” An initial purchaser with an initial adjusted basis in a Premium Bond in excess of its principal amount will have amortizable bond premium which is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each Premium Bond based on the purchaser’s yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, over the period to the call date, based on the purchaser’s yield to the call date and giving effect to any call premium). For purposes of determining gain or loss on the sale or other disposition of a Premium Bond, an initial purchaser who acquires such obligation with an amortizable bond premium is required to decrease such purchaser’s adjusted basis in such Premium Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Premium Bonds. Owners of the Premium Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Premium Bonds.

Ancillary Tax Matters

Ownership of the Bonds may result in other federal tax consequences to certain taxpayers, including, without limitation, certain S corporations, foreign corporations with branches in the United States, property and casualty insurance companies, individuals receiving Social Security or Railroad Retirement benefits, and individuals seeking to claim the earned income credit, and taxpayers (including banks, thrift institutions, and other financial institutions) who may be deemed to have incurred or continued indebtedness to purchase or to carry the Bonds. Prospective investors are advised to consult their own tax advisors regarding these rules.

Interest paid on tax-exempt obligations such as the Bonds is subject to information reporting to the Internal Revenue Service (“IRS”) in a manner similar to interest paid on taxable obligations. In addition, interest on the Bonds may be subject to backup withholding if such interest is paid to a registered owner that (a) fails to provide certain identifying information (such as the registered owner’s taxpayer identification number) in the manner required by the IRS, or (b) has been identified by the IRS as being subject to backup withholding.

Special Tax Counsel is not rendering any opinions as to any federal tax matters other than those described in the opinion attached in Appendix D. Prospective investors, particularly those who may be subject to special rules described above, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Bonds, as well as any tax consequences arising under the laws of any state or other taxing jurisdiction.

Changes in Law and Post Issuance Events

Legislative or administrative actions and court decisions, at either the federal or state level, could have an adverse impact on the potential benefits of the exclusion from gross income of the interest on the Bonds for federal or state income tax purposes, and thus on the value or marketability of the Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion of the interest on the Bonds from gross income for federal or state income tax purposes, or otherwise. It is not possible to predict whether any legislative or administrative actions or court decisions having an adverse impact on the federal or state income tax treatment of holders of the Bonds may occur. Prospective purchasers of the Bonds should consult their own tax advisors regarding the impact of any change in law on the Bonds.

Special Tax Counsel has not undertaken to advise in the future whether any events after the date of issuance and delivery of the Bonds may affect the tax status of interest on the Bonds. Special Tax Counsel expresses no opinion as to any federal, state or local tax law consequences with respect to the Bonds, or the interest thereon, if any action is taken with respect to the Bonds or the proceeds thereof upon the advice or approval of other counsel.

CERTAIN LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale of the Bonds by the District are subject to the approving legal opinion of Pacifica Law Group LLP, Seattle, Washington, Bond Counsel. A form of the proposed opinion of Bond Counsel is attached as Appendix C. Certain legal matters will be passed upon for the District by Nixon Peabody LLP, Washington, D.C., Special Tax Counsel. Nixon Peabody LLP is also serving as Disclosure Counsel to the District in connection with the issuance of the Bonds.

The opinions of Bond Counsel and Special Tax Counsel are given based on factual representations made to Bond Counsel and Special Tax Counsel, respectively, and under existing law, as of the date of initial delivery of the Bonds, and neither Bond Counsel or Special Tax Counsel assume any obligation to revise or supplement its opinion to reflect any facts or circumstances that may thereafter come to its attention, or any changes in law that may thereafter occur. Each opinion of such counsel is an expression of its professional judgment on the matters expressly addressed in its opinion and does not constitute a guarantee of result.

Certain legal matters will be passed upon for the Underwriters by their counsel, Orrick, Herrington & Sutcliffe LLP, Seattle, Washington. Any opinion of such counsel will be limited in scope, addressed solely to the Underwriters, and cannot be relied upon by investors.

CONFLICTS OF INTEREST

Some or all of the fees of the Underwriters, Underwriters' Counsel, the Municipal Advisor, the Registrar, Special Tax Counsel, Disclosure Counsel, and Bond Counsel are contingent on the issuance and sale of the Bonds. None of the members of the Commission or other officers of the District have interests in the issuance of the Bonds that are prohibited by applicable law. Bond Counsel, Disclosure Counsel and Special Tax Counsel currently and periodically serve as underwriter's counsel to each of the Underwriters on non-District related issues.

CONTINUING DISCLOSURE

Undertaking of the District. Pursuant to a certificate to be executed by the District in connection with the issuance and delivery of the Bonds ("Continuing Disclosure Certificate"), the District will covenant for the benefit of the owners and the "Beneficial Owners" (as defined in the Continuing Disclosure Certificate) of the Bonds to provide certain financial information and operating data relating to the District not later than nine months after the end of each of the District's fiscal years (presently, December 31), commencing with the report for the fiscal year ended December 31, 2020 (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events with respect to the Bonds. The Annual Report will be filed by or on behalf of the District with the Municipal Securities Rulemaking Board ("MSRB") through its Electronic Municipal Market Access ("EMMA") system. The specific nature of the information to be contained in the Annual Report and the notices of events are set forth in the proposed form of the Continuing Disclosure Certificate in Appendix G. The District's covenant will be made in order to assist the Underwriters in complying with Securities and Exchange Commission Rule 15c2-12 (the "Rule"). The District is aware of the requirements under the Rule, including the amendments to the Rule that became effective on February 27, 2019, and is in the process of revising its continuing disclosure procedures to address such requirements.

Prior Continuing Disclosure Undertakings of the District. The District has previously entered into continuing disclosure undertakings under the Rule. The District filed its 2018 annual financial statements and certain operating information in September 2019 (in a timely manner), but did not link these filings to the CUSIP numbers for the District's 2017-N Bonds and 2017-O Bonds. The linkage oversight was corrected in December 2019. In addition, the District failed to file timely notice of a June 2019 rating upgrade from S&P Global Ratings with respect to the then-outstanding Electric System Revenue Bonds. Notice of such rating upgrade was filed in December 2019.

RATINGS

As noted on the cover page of this Official Statement, S&P Global Ratings ("S&P") and Fitch Ratings Inc. ("Fitch") have assigned ratings of "AA+" and "AA" respectively, to the Bonds. An explanation of the significance of such ratings may be obtained from the rating agencies. The District has furnished to each rating agency certain information and materials with respect to the Bonds, including information not included in this Official Statement. Generally, rating agencies base their ratings on such information and materials, and on investigations, studies and assumptions made by the rating agencies. There is no assurance that the ratings assigned to the Bonds will continue for any given period of time or that they will not be revised or withdrawn entirely by such rating agencies if, in the judgment of the rating agencies, circumstances so warrant. A downward revision or withdrawal of the ratings may have an adverse effect on the market price of the Bonds.

UNDERWRITING

Goldman Sachs & Co. LLC (in such capacity, the "Representative"), on its own behalf and on behalf of Citigroup Global Markets Inc. (together with the Representative, the "Underwriters"), have agreed, subject to certain conditions, to (i) purchase the 2020-R Bonds from the District at the price of \$50,184,045.38, representing the aggregate principal amount of the 2020-R Bonds, plus original issue premium, less an underwriter's discount of \$134,651.62, and (ii) purchase the 2020-S Bonds from the District at the price of \$50,050,715.74, representing the aggregate principal amount of the 2020-S Bonds, plus original issue premium less an underwriter's discount of \$137,091.26. The Underwriters' obligations are subject to certain conditions precedent, and they will be obligated to purchase all 2020-R Bonds, if any 2020-R Bonds are purchased, and all 2020-S Bonds, if any 2020-S Bonds are purchased.

The Bonds may be offered and sold to certain dealers at prices lower than the public offering prices, and the public offering prices may be changed, from time to time, by the Underwriters. The Underwriters may offer and sell the Bonds into unit investment trusts or money market funds, certain of which may be managed or sponsored by the Underwriters, at prices lower than the public offering prices. The Underwriters may offer and sell the Bonds to certain dealers (including dealers depositing Bonds into investment trusts) and others at prices lower than the initial offering prices set forth on the inside cover page hereof, and such initial offering prices may be changed from time to time by the Underwriters. After the initial public offering, the public offering prices may be varied from time to time.

Citigroup Global Markets Inc., one of the Underwriters of the Bonds, has entered into a retail distribution agreement with Fidelity Capital Markets, a division of National Financial Services LLC (together with its affiliates, "Fidelity"). Under this distribution agreement, Citigroup Global Markets Inc. may distribute municipal securities to retail investors at the original issue price through Fidelity. As part of this arrangement, Citigroup Global Markets Inc. will compensate Fidelity for its selling efforts.

MUNICIPAL ADVISOR

PFM Financial Advisors LLC is acting as Municipal Advisor to the District in connection with the issuance of the Bonds. The Municipal Advisor has not audited, authenticated, or otherwise verified the information set forth in this Official Statement or the other information available from the District with respect to the appropriateness, accuracy, and completeness of the disclosure of such information, and the Municipal Advisor makes no guarantee, warranty, or other representation on any matter related to such information. PFM Financial Advisors LLC is an independent municipal advisory and consulting organization and is not engaged in the business of underwriting, marketing, or trading of municipal securities or any other negotiable instruments.

MISCELLANEOUS

The references, excerpts and summaries contained herein of the Bond Resolution, the Power Sales Contracts, and certain other agreements do not purport to be complete statements of the provisions of such documents and reference should be made to such documents for a full and complete statement of all matters relating to the Bonds and the rights and obligations of the owners thereof. Copies of such documents are available for inspection at the principal office of the District.

The authorizations, agreements and covenants of the District are set forth in the Bond Resolution, and neither this Official Statement nor any advertisement of the Bonds is to be construed as a contract with the owners of the Bonds. Any statements made in this Official Statement involving matters of opinion or estimates, whether or not expressly so identified, are intended merely as such and not as representations of fact. Neither this Official Statement nor any statement which may have been made orally or in writing is to be construed as a contract with the owners of any of the Bonds. The execution and delivery of this Official Statement has been duly authorized by the District.

PUBLIC UTILITY DISTRICT NO. 2 OF GRANT
COUNTY, WASHINGTON

By: /s/ Bonnie Overfield
Designated Representative

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APPENDIX A

COPY OF THE BOND RESOLUTION

ELECTRIC SYSTEM REVENUE AND REFUNDING BONDS
BOND RESOLUTION

PUBLIC UTILITY DISTRICT NO. 2 OF GRANT COUNTY, WASHINGTON

RESOLUTION NO. _____

- A RESOLUTION OF THE COMMISSION OF PUBLIC UTILITY DISTRICT NO. 2 OF GRANT COUNTY, WASHINGTON, PROVIDING FOR THE ISSUANCE OF ELECTRIC SYSTEM REVENUE AND REFUNDING BONDS OF THE DISTRICT IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$175,000,000 FOR THE PURPOSE OF FINANCING CAPITAL IMPROVEMENTS TO THE ELECTRIC SYSTEM AND REFUNDING CERTAIN OUTSTANDING ELECTRIC SYSTEM BONDS; AND DELEGATING AUTHORITY TO APPROVE THE FINAL TERMS OF THE BONDS.

PASSED AUGUST 11, 2020

PREPARED BY:

PACIFICA LAW GROUP LLP
Seattle, Washington

TABLE OF CONTENTS*

	Page
ARTICLE I DEFINITIONS	
Section 1.1	Definitions..... 2
ARTICLE II FINDINGS	
Section 2.1	Compliance with Parity Conditions 18
Section 2.2	Best Interests of the District..... 18
Section 2.3	Gross Revenue Sufficient 18
Section 2.4	Due Regard 18
ARTICLE III AUTHORIZATION, ISSUANCE AND REDEMPTION OF BONDS	
Section 3.1	Authorization of Issuance and Sale of the Bonds 19
Section 3.2	Interest Rate on Variable Rate Bonds; Conversion Provisions 19
Section 3.3	Purchase of Bonds..... 27
Section 3.4	Redemption of Bonds 27
Section 3.5	Purchase of Variable Rate Bonds 31
Section 3.6	Credit Facility; Bank Bonds..... 34
Section 3.7	Remarketing Agent 35
Section 3.8	Remarketing of Bonds; Notice of Interest Rates 35
ARTICLE IV REGISTRATION, FORM AND GENERAL TERMS	
Section 4.1	Registrar; Exchanges and Transfers..... 36
Section 4.2	Form of Bonds 38
Section 4.3	Execution and Authentication of Bonds 38
ARTICLE V SPECIAL FUNDS AND DEFEASANCE	
Section 5.1	Revenue Fund 39
Section 5.2	Bond Fund; Parity Bond Reserve Funds..... 39
Section 5.3	Defeasance 42
Section 5.4	Rate Stabilization Account 43
Section 5.5	Bond Purchase Fund 43
ARTICLE VI APPLICATION OF BOND PROCEEDS; PLAN OF REFUNDING	
Section 6.1	Application of Bond Proceeds; Plan of Refunding..... 43
ARTICLE VII COVENANTS TO SECURE BONDS	
Section 7.1	Security for Parity Bonds..... 44
Section 7.2	General Covenants 45
Section 7.3	Future Parity Bonds and Resource Obligations 48
Section 7.4	Restrictions on Contracting of Obligations Secured by Revenue..... 51
Section 7.5	Derivative Products..... 52
Section 7.6	Tax Covenants 52
ARTICLE VIII DEFAULTS AND REMEDIES	
Section 8.1	Events of Default 53

* This Table of Contents is provided for convenience only and is not a part of this resolution.

Section 8.2	Bondowners' Trustee	54
Section 8.3	Suits a Law or in Equity.....	54
Section 8.4	Application of Money Collected by Bondowners' Trustee	55
Section 8.5	Duties and Obligation of Bondowners' Trustee	55
Section 8.6	Suits by Individual Bondowners Restricted.....	56
Section 8.7	Waivers of Default.....	56
Section 8.8	Remedies Granted in Resolution Not Exclusive.....	57

ARTICLE IX AMENDMENTS

Section 9.1	Execution of Instruments by Bondowners.....	57
Section 9.2	Vote Required to Amend Resolution.....	57
Section 9.3	Alternate Method of Obtaining Approval of Amendments	58
Section 9.4	Amendment of Resolution In Any Respect by Approval of All Bondowners	58
Section 9.5	Parity Bonds Owned by District.....	58
Section 9.6	Endorsement of Amendment on Parity Bonds.....	58
Section 9.7	Amendments by District	59

ARTICLE XI ONGOING DISCLOSURE

Section 10.1	Undertaking to Provide Ongoing Disclosure.....	59
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ARTICLE XI SALE OF THE BONDS

Section 11.1	Sale of the Bonds	60
Section 11.2	Preliminary and Final Official Statements.....	60

ARTICLE XII MISCELLANEOUS

Section 12.1	Resolution a Contract.....	61
Section 12.2	Benefits of Resolution Limited to District, Bondowners, Registrar, and Bondowners' Trustee	61
Section 12.3	Severability	61
Section 12.4	General Authorization.....	61
Section 12.5	Prior Acts	62
Section 12.6	Effective Date	62

Appendix A:	Form of Bonds	
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WHEREAS, Public Utility District No. 2 of Grant County, Washington (the “District”), owns and operates an electric utility system (as further defined herein, the “Electric System”) for the transmission and distribution of electric energy; and

WHEREAS, the District has issued and has outstanding certain senior parity lien obligations of the Electric System described herein (as defined herein, the “Outstanding Parity Bonds”); and

WHEREAS, the resolutions authorizing the Outstanding Parity Bonds authorize the District to issue Future Parity Bonds (as hereinafter defined) for the purpose of financing costs of the Electric System and refunding outstanding Electric System obligations if certain conditions are met; and

WHEREAS, the District has issued the following outstanding Electric System obligations:

<u>Series</u>	<u>Authorizing Resolution</u>	<u>Issue Date</u>	<u>Outstanding Principal Amount</u>
Electric System Revenue Bond, 2017-M (the “2017-M Junior Lien Bond”)	No. 8855 adopted on September 12, 2017	September 19, 2017	\$50,000,000
Electric System Revenue Refunding Bonds, Series 2017-N (Mandatory Put Bonds) (the 2017-N Bonds”)	No. 8862 adopted on November 24, 2017	November 29, 2017	\$49,865,000

; and

WHEREAS, the 2017-M Junior Lien Bond is subject to prepayment prior to maturity (September 18, 2020), at the option of the District on the first business day of any month, at a price of par plus accrued interest to the date of prepayment; and

WHEREAS, the 2017-N Bonds are subject to redemption at the option of the District on any business day on or after September 1, 2020, at a price of par plus accrued interest to the date of redemption; and

WHEREAS, the District finds that the 2017-M Junior Lien Bond and the 2017-N Bonds (the “Refunding Candidates”) may be prepaid or refunded with proceeds of electric system revenue refunding bonds and available funds of the District; and

WHEREAS, the District has adopted a capital plan for the Electric System which includes certain additions, improvements and extensions to and the equipping of the Electric System as described therein (the “Projects”); and

WHEREAS, the Commission of the District (the “Commission”) deems it in the best interest of the District to issue one or more series of electric system revenue and refunding bonds in the aggregate principal amount of not to exceed \$175,000,000 (the “Bonds”) to be used, with available funds of the District, to redeem all or a portion of the Refunding Candidates (as described herein, the “Refunded Bonds”), to pay and/or reimburse the District for costs of the Projects, and to pay costs of issuing each series of Bonds; and

WHEREAS, the Commission wishes to delegate authority to the General Manager, Chief Financial Officer, and Treasurer of the District (each, a “Designated Representative”) for a limited time, to select the Refunding Candidates to be refunded and to approve the initial interest rate mode, interest rates, maturity dates, redemption terms, principal maturities and other terms for each series of Bonds within the parameters set by this resolution; and

WHEREAS, the Bonds shall be sold by negotiated sale as set forth herein;

NOW, THEREFORE, BE IT RESOLVED by the Commission of Public Utility District No. 2 of Grant County, Washington:

ARTICLE I DEFINITIONS

Section 1.1 Definitions. As used in this resolution, the following terms shall have the following meanings:

“**Adjusted SIFMA Rate**” means the SIFMA Index plus the Index Floating Rate Spread.

“**Alternate Credit Facility**” means a letter of credit, insurance policy, line of credit, surety bond or other security issued as a replacement or substitute for any Credit Facility then in effect.

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

- (a) the interest due in such Fiscal Year on all outstanding Parity Bonds, excluding interest to be paid from the proceeds of the sale of Parity Bonds; and
- (b) the principal of all outstanding Serial Bonds due in such Fiscal Year; and
- (c) the Sinking Fund Requirement, if any, for such Fiscal Year; and
- (d) any regularly scheduled District Payments, adjusted by any regularly scheduled Reciprocal Payments, during such Fiscal Year.

For purposes of computing Annual Debt Service on any Parity Bonds which constitute Balloon Indebtedness, it shall be assumed that the principal of such Balloon Indebtedness, together with interest thereon at the rate applicable to such Balloon Indebtedness, shall be amortized in equal annual installments over a term equal to the least of (1) 25 years or (2) the average weighted useful life (expressed in years and rounded to the next highest integer) of the properties and assets constituting the project (if any) financed out of the proceeds of such Balloon Indebtedness.

In calculating the Annual Debt Service, the District may exclude the direct payment the District is expected to receive in respect of any Future Parity Bonds for which the federal government will provide the District with a direct payment of a portion of the interest from the interest portion of Annual Debt Service.

“Authorized Denominations” means (a) with respect to any Fixed Rate Bonds and any Bonds bearing interest at the Term Interest Rate or Index Floating Rate, \$5,000 or any integral multiple thereof within a series and maturity, and (b) with respect to any Bonds bearing interest in the Daily Interest Rate or Weekly Interest Rate, \$100,000 or any integral multiple of \$5,000 in excess of \$100,000 within a series and maturity.

“Balloon Indebtedness” means any series or maturity of Parity Bonds that are specifically designated by the District as “Balloon Indebtedness.” The principal amount maturing on any date shall be the amount of bonds scheduled to be amortized by prepayment or redemption prior to their stated maturity date.

“Bank Bond” means a Bond that is purchased by the Registrar with amounts paid or provided by a Credit Provider under a Credit Facility.

“Bank Rate” means that rate of interest borne by a Bank Bond, as specified and/or determined in accordance with a Credit Facility.

“Beneficial Owner” means any person that has or shares the power, directly or indirectly to make investment decisions concerning ownership of any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries).

“Bloomberg Page BBAM1” means the display designated on page “BBAM1” on the Bloomberg Service (or such other page as may replace the BBAM1 page on that service, any successor service or such other service or services as may be nominated by the Intercontinental Exchange (“ICE”) Benchmark Administration for the purpose of displaying London Interbank offered rates for U.S. dollar deposits.

“Bond Fund” means the Electric System Revenue Bond Fund created by Resolution No. 4744 of the District.

“Bond Purchase Contract” means for each series of Bonds, the contract for the purchase of such Bonds between the applicable Underwriter and the District.

“Bond Purchase Fund” means the fund established with the Registrar pursuant to this resolution.

“Bondowners’ Trustee” means a trustee appointed pursuant to this resolution.

“**Bond Register**” means the records kept by the Registrar on behalf of the District containing the name and mailing address of each owner of the Bonds or nominee of such owner, and such other information as the Registrar shall determine.

“**Bonds**” mean the Electric System revenue and refunding bonds authorized to be issued in one or more series pursuant to the terms of this resolution.

“**Business Day**” means any day other than a Saturday or Sunday that is (a) neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation to close in the City of New York, New York, or Ephrata, Washington, and (b) a London Business Day.

“**Call Date**” means the date or dates specified by a Designated Representative for the refunding of the Refunded Bonds.

“**Closing Memorandum**” means for each series of Bonds, the closing memorandum prepared by the Underwriter and delivered on the Issuance Date for such Bonds.

“**Code**” means the Internal Revenue Code of 1986, as amended, and shall include all applicable regulations and rulings relating thereto.

“**Commission**” means the general legislative authority of the District, as duly constituted from time to time.

“**Construction Fund**” has the meaning set forth in Section 6.1 of this resolution.

“**Continuing Disclosure Certificate**” means for each series of Bonds, a written undertaking for the benefit of the owners and Beneficial Owners of such Bonds as required by Section (b)(5) of the Rule.

“**Conversion**” means a conversion of a series of Variable Rate Bonds or a portion of a series of Variable Rate Bonds from one Interest Rate Period to another Interest Rate Period (including the establishment of a new Term Interest Rate or Index Floating Rate).

“**Conversion Date**” means the effective date of a Conversion of a series of Variable Rate Bonds or a portion of Variable Rate Bonds.

“**Credit Facility**” means any letter of credit, insurance policy, line of credit, surety bond or other security, if any, to be issued by the Credit Provider in connection with the Conversion of Variable Rate Bonds to a Weekly Interest Rate, a Daily Interest Rate, or other interest rate mode, that secures the payment when due of the principal and Purchase Price of and interest on the Variable Rate Bonds, including any Alternate Credit Facility, or any extensions, amendments or replacements thereof pursuant to its terms.

“**Credit Facility Purchase Account**” means each account with that name established within the Bond Purchase Fund pursuant to this resolution.

“**Credit Provider**” means any bank, insurance company, pension fund or other financial institution which provides a Credit Facility or Alternate Credit Facility for Variable Rate Bonds.

“Daily Interest Rate” means a variable interest rate for the Variable Rate Bonds established in accordance with this resolution.

“Daily Interest Rate Period” means each period during which a Daily Interest Rate is in effect.

“Delayed Remarketing Period” means the period during which some or all of the Variable Rate Bonds bearing interest at an Index Floating Rate or all of the Variable Rate Bonds bearing interest at a Term Interest Rate are not remarketed as set forth in this resolution.

“Derivative Facility” means a letter of credit, an insurance policy, a surety bond or other credit enhancement device, given, issued or posted as security for the District’s obligations under one or more Derivative Products.

“Derivative Payment Date” means any date specified in the Derivative Product on which a District Payment is due and payable under the Derivative Product.

“Derivative Product” means a written contract or agreement between the District and the Reciprocal Payor that has (or whose obligations are unconditionally guaranteed by a party that has) as of the date of the Derivative Product at least an investment grade rating from a rating agency, which provides that the District’s obligations thereunder will be conditioned on the performance by the Reciprocal Payor of its obligations under the agreement; and

(a) under which the District is obligated to pay, on one or more scheduled and specified Derivative Payment Dates, the District Payments in exchange for the Reciprocal Payor’s obligation to pay or to cause to be paid to the District, on scheduled and specified Derivative Payment Dates, the Reciprocal Payments;

(b) for which the District’s obligations to make District Payments may be secured by a pledge of and lien on the Gross Revenue on an equal and ratable basis with the outstanding Parity Bonds;

(c) under which Reciprocal Payments are to be made directly into the Bond Fund;

(d) for which the District Payments are either specified to be one or more fixed amounts or are determined as provided by the Derivative Product; and

(e) for which the Reciprocal Payments are either specified to be one or more fixed amounts or are determined as set forth in the Derivative Product.

“Designated Representative” means the General Manager, Chief Financial Officer, and Treasurer of the District, and any successor to the functions of such offices. The signature of one Designated Representative shall be sufficient to bind the District.

“District” means Public Utility District No. 2 of Grant County, Washington, a municipal corporation duly organized and existing under the laws of the State.

“District Payment” means any regularly scheduled payment designated as such by resolution and required to be made by or on behalf of the District under a Derivative Product and which is determined according to a formula set forth in the Derivative Product.

“DTC” means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for the Bonds pursuant to this resolution.

“Electric System” means the electric utility and telecommunications properties, rights and assets, real and personal, tangible and intangible, now owned and operated by the District and used or useful in the generation, transmission, distribution and sale of electric energy, telecommunication services, and the business incidental thereto, and all properties, rights and assets, real and personal, tangible and intangible, hereafter constructed or acquired by the District as additions, betterments, improvements or extensions to said electric utility and telecommunications properties, rights and assets, including, but not limited to, the contract interest of the District in the P.E.C. Headworks Powerplant Project and in the Quincy Chute Project, but shall not include the Priest Rapids Project or any additions thereto, or any other generating, conservation, transmission or distribution facilities which heretofore have been or hereafter may be acquired or constructed by the District as a utility system that is declared by the Commission, at the time of financing thereof, to be separate from the Electric System, the revenues of which may be pledged to the payment of bonds issued to purchase, construct or otherwise acquire or expand such separate utility system or are otherwise pledged to the payment of the bonds of another such separate utility system of the District other than the Electric System. The Electric System does not include any interest of the District in contracts for the sale to other parties of power and energy from the Priest Rapids Project, but does include the right of the District to receive power and energy from the Priest Rapids Project. The Commission may, by resolution, elect to combine with and include as a part of the Electric System any other separate utility system of the District, provided that full provision for the payment of any outstanding indebtedness of such separate system shall first be made in the manner set forth herein or such indebtedness shall be refunded with bonds issued in accordance with this resolution.

“Event or Events of Default” means those events described as Events of Default in this resolution.

“Favorable Opinion of Bond Counsel” means a written legal opinion of bond counsel and/or tax counsel to the District, as applicable, addressed to the District, the Registrar, the Credit Provider, if any, and the Remarketing Agent, if any, as applicable, to the effect that (a) such action is permitted under this resolution and (b) will not impair the exclusion of interest on the Tax-Exempt Bonds of such series from gross income for purposes of federal income taxation (subject to customary exceptions).

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

“Fixed Rate Bonds” means, Parity Bonds, which may include one or more series of the Bonds, that bear interest at a fixed rate(s) of interest for the term of such bonds from the Issuance Date to the date of maturity or payment in full. Fixed Rate Bonds shall not be subject to Conversion to a different interest rate mode while such Bonds are outstanding.

“Future Parity Bonds” means any note, bonds or other obligations for borrowed money of the District issued after the date of issuance of the Bonds which will have a lien upon the Gross

Revenue of the Electric System for the payment of the principal thereof and interest thereon equal to the lien upon the Gross Revenue of the Electric System for the payment of the principal of and interest on the Bonds and the Outstanding Parity Bonds.

“**Government Obligations**” mean those obligations now or hereafter defined as such in chapter 39.53 RCW constituting direct obligations of the United States or obligations unconditionally guaranteed by the United States, as such chapter may be hereafter amended or restated.

“**Gross Revenue**” means all income and revenues received by the District from the sale of electric energy through the ownership or operation of the Electric System and all other commodities, services and facilities sold, furnished or supplied by the District through the ownership or operation of the Electric System, together with the proceeds received by the District directly or indirectly from the sale, lease or other disposition of any of the properties, rights or facilities of the Electric System, and together with the investment income earned on money held in any fund or account of the District, including any bond redemption funds and the accounts therein, and federal credit payments for interest on bonds, in connection with the ownership and operation of the Electric System (but exclusive of income derived from investments irrevocably pledged to the payment of any specific revenue bonds of the District, such as bonds heretofore or hereafter refunded, or any Bonds defeased pursuant to this resolution or other bonds defeased, or the payment of which is provided for, under any similar provision of any other bond resolution of the District, exclusive of investment income earned on money in any arbitrage rebate account, grants for capital purposes, assessments in any local utility district, any Reciprocal Payments and any ad valorem tax revenues).

“**Index**” means any of (a) One Month LIBOR, (b) Three Month LIBOR, (c) the SIFMA Index, or (d) any other index chosen by the District.

“**Index Floating Rate**” means a variable interest rate for a series of Variable Rate Bonds established in accordance with this resolution.

“**Index Floating Rate Percentage**” means the percentage of One Month LIBOR or Three Month LIBOR determined by a Designated Representative pursuant to this resolution.

“**Index Floating Rate Period**” means each period during which an Index Floating Rate is in effect for a series of Variable Rate Bonds.

“**Index Floating Rate Spread**” means, for any Bonds issued hereunder as Variable Rate Bonds initially bearing interest at the Index Floating Rate, initially the amount specified in the Bond Purchase Contract, and with respect to any Conversion to an Index Floating Rate Period, the spread determined by the Remarketing Agent on or prior to the Conversion Date pursuant to this resolution.

“**Initial Index Floating Rate Period**” means, if any, the period commencing on the Issuance Date and ending on the first Purchase Date.

“**Initial Term Interest Rate**” means, if any, the initial fixed rate(s) of interest for any series of Variable Rate Bonds issued hereunder initially bearing interest at a Term Interest Rate.

“**Initial Term Interest Rate Period**” means, if any, the period commencing on the Issuance Date and ending on the first Purchase Date or at the end of a Delayed Remarketing Period, if applicable.

“Interest Accrual Date” with respect to any Bonds of a series issued as Variable Rate Bonds means:

(a) for any Weekly Interest Rate Period, the first day thereof and, thereafter, the first Wednesday of each calendar month during such Weekly Interest Rate Period;

(b) for any Daily Interest Rate Period, the first day thereof and, thereafter, the first day of each calendar month during such Daily Interest Rate Period;

(c) for each Term Interest Rate Period, the first day thereof and, thereafter, each January 1 and July 1 during that Term Interest Rate Period; and

(d) for each Index Floating Rate Period, the first day thereof and, thereafter, the first Business Day of each calendar month during such Index Floating Rate Period.

“Interest Determination Date” means:

(a) for any Initial Index Floating Rate Period and any Index Floating Rate Period during which the Index is the SIFMA Index, the first day of such Index Floating Rate Period and, thereafter, each Wednesday during such Index Floating Rate Period or, if any such Wednesday is not a Business Day, the succeeding Business Day;

(b) for any Index Floating Rate Period during which the Index is One Month LIBOR or Three Month LIBOR, the second London Business Day preceding the first day of such Index Floating Rate Period and, thereafter, each Interest Reset Date during such Index Floating Rate Period; and

(c) for any Index Floating Rate Period during which a different Index is selected by the District, the date selected by a Designated Representative and, thereafter, each Interest Reset Date during such Index Floating Rate Period.

“Interest Payment Date” means:

(a) for any Variable Rate Bonds issued hereunder, interest accrued in:

(1) any Weekly Interest Rate Period, the first Wednesday of each calendar month, or, if the first Wednesday is not a Business Day, the next succeeding Business Day;

(2) any Daily Interest Rate Period, the fifth Business Day of the next succeeding calendar month;

(3) any Term Interest Rate Period, each January 1 and July 1, or if any January 1 or July 1 is not a Business Day, the next succeeding Business Day;

(4) any Index Floating Rate Period, the first Business Day of each month; and

(5) each Interest Rate Period, without duplication, the first Business Day succeeding the last day thereof; and

(b) for any Fixed Rate Bonds issued hereunder, each January 1 and July 1, or if any January 1 or July 1 is not a Business Day, the next succeeding Business Day.

“Interest Rate Period” means, for any Bonds of a series issued as Variable Rate Bonds, each Daily Interest Rate Period, Weekly Interest Rate Period, Term Interest Rate Period or Index Floating Rate Period.

“Interest Reset Date” with respect to any Bonds of a series issued as Variable Rate Bonds means:

(a) for each Index Floating Rate Period during which the Index is One Month LIBOR or Three Month LIBOR, the first Business Day of each month during such Index Floating Rate Period;

(b) for each Index Floating Rate Period during which the Index is the SIFMA Index, each Thursday during such Index Floating Rate Period; and

(c) for each Index Floating Rate Period during which an Index other than as set forth in (a) or (b) is selected, the date selected by the Designated Representative during such Index Floating Rate Period.

“Issuance Date” means the date the Bonds of a series are initially delivered to the applicable Underwriter.

“Junior Lien Bonds” means, as of the date of this resolution, the 2017-M Junior Lien Bond and the 2019-P Junior Lien Bond, and shall include any debt issued on a parity of lien on Gross Revenue of the Electric System with such bonds.

“Letter of Representation” means a blanket issuer letter of representations from the District to DTC, as amended from time to time.

“London Business Day” means a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in London.

“Maximum Interest Rate” means, (a) with respect to any Bonds of a series issued as Variable Rate Bonds, 12% per annum, calculated in the same manner as interest is calculated for the interest rate on such Bonds then in effect, and (b) with respect to any particular Variable Rate Bond other than the Bonds issued hereunder, a numerical rate of interest, which shall be set forth in any Parity Bond resolution authorizing such bond, that shall be the maximum rate of interest such bond, including any bond registered in the name of the liquidity provider, may at any time bear.

“Minimum Interest Rate” means, (a) with respect to any Bonds of a series issued as Variable Rate Bonds, 0% per annum, and (b) with respect to any particular Variable Rate Bond other than the Bonds issued hereunder, a numerical rate of interest, which shall be set forth in any Parity Bond resolution authorizing such bond, that shall be the minimum rate of interest such bond may at any time bear.

“MSRB” means the Municipal Securities Rulemaking Board or any successors to its functions.

“Net Revenue” means, for any period, the excess of Gross Revenue over Operating Expenses for such period, excluding from the computation of Gross Revenue (a) any profit or loss derived from the sale or other disposition, not in the ordinary course of business, of properties, rights or facilities of

the Electric System, or resulting from the early extinguishment of debt and (b) insurance proceeds other than proceeds to replace lost revenue.

“Official Statement” means for each series of Bonds, the one or more final official statement(s) delivered in connection with the sale of such Bonds.

“One Month LIBOR” means, on each Interest Determination Date, (a) the rate determined by the ICE Benchmark Administration (“ICE LIBOR”) for deposits in U.S. dollars for a one-month maturity which appears on Bloomberg Page BBAM1 as of 11:00 a.m., London time, on such Interest Determination Date, or, from and after such date as ICE LIBOR is no longer calculated and published, the Registrar shall use instead a substitute index that the Registrar, after consultation with the Remarketing Agent, if any, and the District determines most closely approximates ICE LIBOR, and such substitute index shall remain in effect until the end of the applicable Index Floating Rate Period (or until such substitute Index is no longer calculated and published); or (b) if a rate is not available on such Interest Determination Date from the selected index, One Month LIBOR shall mean a rate determined on the basis of the rates at which deposits in U.S. dollars for a one-month maturity and in a principal amount of at least U.S. \$1,000,000 are offered at approximately 11:00 a.m., London time, on such Interest Determination Date, to prime banks in the London interbank market by three Reference Banks. The Registrar shall request the principal London office of each of such Reference Banks to provide a quotation of its rate. If at least two such quotations are provided, One Month LIBOR will be the arithmetic mean of such quotations. If fewer than two quotations are provided, One Month LIBOR will be the arithmetic mean of the rates quoted by three (if three quotations are not provided, two or one, as applicable) major banks in New York City, selected by the District, at approximately 11:00 a.m. on the Interest Determination Date for loans in U.S. dollars to leading European banks in a principal amount of at least U.S. \$1,000,000 having a one-month maturity. If none of the banks in New York City selected by the District is then quoting rates for such loans, then One Month LIBOR will mean One Month LIBOR as determined for the preceding Interest Determination Date.

“Operating Expenses” means the District’s expenses for operation and maintenance of the Electric System and shall include ordinary repairs, renewals, replacements and reconstruction of the Electric System, all costs of delivering electric power and energy and payments into reasonable reserves in the Revenue Fund for items of Operating Expenses the payment of which is not immediately required, and shall include, without limiting the generality of the foregoing, costs of purchased power (including costs of power and energy required by any resolution or contract of the District to be taken by the District from the Priest Rapids Project for the account of the Electric System); costs of transmission and distribution operation and maintenance expenses; rents; administrative and general expenses; engineering expenses; legal and financial advisory expenses; required payments to pension, retirement, health and hospitalization funds; insurance premiums; and any taxes, assessments, payments in lieu of taxes or other lawful governmental charges, all to the extent properly allocable to the Electric System; and the fees and expenses of the Registrar. Operating Expenses shall not include any costs or expenses for new construction, interest, amortization, any allowance for depreciation and District Payments.

“Outstanding Parity Bond Resolutions” mean the resolutions authorizing the Outstanding Parity Bonds, as applicable.

“Outstanding Parity Bonds” mean, as of the date of this resolution, the outstanding 2017-N Bonds, the 2017-O Bonds, and the 2020-Q Bonds.

“Par Call Date” for any Variable Rate Bonds issued hereunder:

(a) during any Initial Index Floating Rate Period or Initial Term Interest Rate Period and subsequent Term Interest Rate Periods, the first Business Day on which the Bonds are subject to call for optional redemption at a price of 100% of the principal amount thereof plus interest accrued to the date fixed for redemption, if and as set forth in the applicable Bond Purchase Contract;

(b) during any other Index Floating Rate Period that is two years or longer in duration, the first Business Day that is on or after the date that is six months prior to the end of such Index Floating Rate Period or the date established by a Designated Representative with a Favorable Opinion of Bond Counsel; and

(c) during any other Index Floating Rate Period, the first Business Day after the end of such Index Floating Rate Period.

“Parity Bond Reserve Funds” mean the reserve funds and/or accounts created by the District to secure the payment of principal of and interest on one or more series of Parity Bonds.

“Parity Bonds” mean the Outstanding Parity Bonds, the Bonds and any Future Parity Bonds.

“Parity Lien Obligations” means all charges and obligations against Gross Revenue ranking on a parity of lien with the Parity Bonds, including but not limited to reimbursement agreement obligations so designated, any regularly scheduled District Payments, adjusted by any regularly scheduled Reciprocal Payments, and Resource Obligations for any month such Obligations are not eligible for payment as Operating Expenses. Parity Lien Obligations do not include Parity Bonds.

“Permitted Investments” mean any investments or investment agreements permitted under the laws of the State as amended from time to time.

“Preliminary Official Statement” means for each series of Bonds, the one or more preliminary official statements prepared and delivered in connection with the negotiated sale, issuance and delivery of such Bonds.

“Priest Rapids Development” means the utility system of the District acquired and constructed pursuant to the provisions of Resolution No. 313, adopted by the Commission on June 19, 1956, including a dam at the Priest Rapids Development, all generating and transmission facilities associated therewith, and all additions, betterments and improvements to and extensions of such system, but shall not include any additional generation, transmission and distribution facilities hereafter constructed or acquired by the District as a part of the Electric System, or any other utility properties of the District acquired as a separate utility system, the revenues of which may be pledged to the payment of bonds issued to purchase, construct or otherwise acquire such separate utility system.

“Priest Rapids Project” means the Priest Rapids Development and the Wanapum Development, which were consolidated pursuant to Resolution No. 8475.

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

“**Projects**” mean additions, improvements and extensions to and the equipping of the Electric System as set forth in the capital plan for the Electric System, as supplemented and amended.

“**Purchase Date**” means each date on which Bonds issued as Variable Rate Bonds are required to be purchased pursuant to this resolution.

“**Purchase Price**” means the purchase price to be paid to the Registered Owners of Bonds issued as Variable Rate Bonds and purchased pursuant to this resolution, which shall be equal to the principal amount thereof tendered for purchase, without premium, plus accrued interest from the immediately preceding Interest Accrual Date to the Purchase Date (if the Purchase Date is not an Interest Payment Date); provided, however, that in the case of a proposed Conversion from a Term Interest Rate Period on a date on which the Variable Rate Bonds being converted would otherwise be subject to optional redemption pursuant to this resolution if such Conversion did not occur, the Purchase Price shall also include the optional redemption premium, if any, provided for such date under this resolution.

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

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

“**R&C Fund**” means the Reserve and Contingency Fund of the District created by Resolution No. 4112.

“**Rate Stabilization Account**” means the account within the R&C Fund.

“**Rebate Amount**” means the amount, if any, determined to be payable with respect to the Tax-Exempt Bonds by the District to the United States of America in accordance with Section 148(f) of the Code.

“**Reciprocal Payment**” means any payment, designated as such by resolution, to be made to, or for the benefit of, the District under a Derivative Product by the Reciprocal Payor.

“**Reciprocal Payor**” means a party to a Derivative Product that is obligated to make one or more Reciprocal Payments thereunder.

“**Record Date**” means (a) with respect to any Interest Payment Date in a Daily Interest Rate Period, the last Business Day of each calendar month or, in the case of the last Interest Payment Date in a Daily Interest Rate Period, the Business Day immediately preceding such Interest Payment Date, (b) with respect to any Interest Payment Date for Fixed Rate Bonds or during in any Index Floating Rate Period or any Term Interest Rate Period, the 15th day immediately preceding that Interest

Payment Date, and (c) with respect to any Interest Payment Date in any Weekly Interest Rate Period, the Business Day preceding the Interest Payment Date.

“**Redemption Price**” means, when used with respect to any Bonds issued as Variable Rate Bonds hereunder, the principal amount thereof plus the applicable premium, if any, plus accrued interest, if any, payable upon redemption thereof pursuant to this resolution.

“**Reference Bank**” means any of the four largest U.S. Banks with an office in London, based upon consolidated total asset size, as listed by the Federal Reserve in its most current statistical release on its website with respect thereto.

“**Refunded Bonds**” mean those Refunding Candidates designated by a Designated Representative for refunding pursuant to this resolution.

“**Refunding Agent**” means the escrow agent or paying agent, if any, selected by a Designated Representative to perform the duties described herein and under the applicable Refunding Agreement.

“**Refunding Agreement**” means the agreement, if any, between the District and the Refunding Agent and executed pursuant to this resolution to facilitate the refunding of the Refunded Bonds.

“**Refunding Candidates**” mean the 2017-M Junior Lien Bond and the 2017-N Bonds.

“**Registered Owner**” means the person named as the registered owner of a Bond in the Bond Register. For so long as the Bonds are held in book-entry only form, DTC (or its nominee) shall be deemed to be the sole Registered Owner.

“**Registrar**” means the registrar, authenticating agent, paying agent, calculation agent and transfer agent appointed pursuant to this resolution, its successor or successors and any other entity which may at any time be substituted in its place pursuant to this resolution.

“**Reimbursement Agreement**” means any agreement between the District and a Credit Provider, pursuant to which a Credit Facility is issued by the Credit Provider, as the same may be amended or supplemented.

“**Remarketing Account**” means each account with that name established within the Bond Purchase Fund pursuant to this resolution.

“**Remarketing Agent**” means each remarketing firm qualified under the terms of this resolution to act as Remarketing Agent for the Bonds and appointed by a Designated Representative.

“**Remarketing Agreement**” means any Remarketing Agreement between the District and the Remarketing Agent whereby the Remarketing Agent undertakes to perform the duties of the Remarketing Agent under this resolution.

“**Reserve Fund Requirement**” means the amount, if any, determined by a Designated Representative, which shall not to exceed an amount equal to the least of (A) 125% of average Annual Debt Service, (B) maximum Annual Debt Service or (C) 10% of the initial principal amount of the Bonds.

“Resource Obligation” means an obligation of the District to pay the following costs associated with a resource from Gross Revenue as:

(a) Operating Expenses for any month in which any power and energy or other goods and services from such resource were made available to the Electric System during such month (regardless of whether or not the Electric System actually scheduled or received energy from such resource during such month) and

(b) at all other times as an indebtedness of the Electric System payable from Gross Revenue on a parity of lien with Parity Bonds and any Parity Lien Obligation:

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

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

“Revenue Fund” means the revenue fund of the District created by Section 6 of Resolution No. 75 of the District.

“Rule” means Rule 15c2-12 of the SEC promulgated under the Securities and Exchange Act of 1934, as the same may be amended from time to time.

“SEC” means the Securities and Exchange Commission.

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

“SIFMA” means the Securities Industry and Financial Markets Association.

“SIFMA Index” means the seven-day high grade market index of tax-exempt variable rate demand obligations produced by Municipal Market Data and published or made available by SIFMA or any person acting in cooperation with or under the sponsorship of SIFMA. If such index is no longer published or otherwise not available, the SIFMA Rate for any day will mean the level of the “S&P Weekly High Grade Index” (formerly the J.J. Kenny Index) maintained by Standard & Poor’s Securities Evaluations Inc. for a 7-day maturity as published on the Interest Reset Date or most recently published prior to the Interest Reset Date. If at any time neither such index is available, the Registrar shall use instead an index that the Registrar, after consultation with the Remarketing Agent, if any, and the District, determines most closely approximates the SIFMA Index.

“SIFMA Rate” means for any day the level of the most recently effective index rate which is compiled from the weekly interest rate resets of tax-exempt variable rate issues included in a database maintained by Municipal Market Data which meet specific criteria established from time to time by SIFMA and is issued on Wednesday of each week, or if any Wednesday is not a Business Day, the next succeeding Business Day

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

“State” means the state of Washington.

“Stepped Interest Rate” means, for the period beginning on the applicable Purchase Date, a per annum interest rate or rates set forth in the applicable Bond Purchase Contract.

“Supplemental Resolution” means any resolution amending, modifying or supplementing the provisions of this resolution.

“Tax Certificate” means the tax certificate executed by a Designated Representative pertaining to the Tax-Exempt Bonds, as supplemented and amended.

“Taxable Bonds” means any Bonds determined to be issued on a taxable basis pursuant to this resolution.

“Tax-Exempt Bonds” means any Bonds determined to be issued on a tax-exempt basis under the Code pursuant to this resolution.

“Term Bonds” means Parity Bonds of any principal maturity which are subject to mandatory distribution or redemption or for which mandatory sinking fund payments are required.

“Term Interest Rate” means a term, non-variable interest rate established in accordance with this resolution.

“Term Interest Rate Period” means each period during which a Term Interest Rate is in effect.

“Three Month LIBOR” means, on each Interest Determination Date, (a) the rate determined by the ICE Benchmark Administration (“ICE LIBOR”) for deposits in U.S. dollars with a three-month maturity as published by Reuters (or such other service as may be nominated by the ICE Benchmark Administration, for the purpose of displaying London interbank offered rates for U.S. dollar deposits) as of 11:00 a.m., London time, on the Interest Determination Date, or, from and after such date as ICE LIBOR is no longer calculated and published, the Registrar shall use instead a substitute index that the Registrar, after consultation with the Remarketing Agent, if any, and the District determines most closely approximates ICE LIBOR and such substitute index shall remain in effect until the end of the applicable Index Floating Rate Period (or until such substitute Index is no longer calculated and published); or (b) except that, if a rate is not available on the Interest Determination Date from the selected index, Three Month LIBOR shall mean a rate determined on the basis of the rates at which deposits in U.S. dollars for a three-month maturity and in a principal amount of at least U.S. \$1,000,000 are offered at approximately 11:00 a.m., London time, on the Interest Determination Date, to prime banks in the London interbank market by three Reference Banks. The Registrar shall request the principal London office of each of such Reference Banks to provide a quotation of its rate. If at least two such quotations are provided, Three Month LIBOR will be the arithmetic mean of such quotations. If fewer than two quotations are provided, Three Month LIBOR will be the arithmetic mean of the rates quoted by three (if three quotations are not provided, two or one, as applicable) major banks in New York City, selected by the District, at approximately 11:00 a.m., on the Interest Determination

Date for loans in U.S. dollars to leading European banks in a principal amount of at least U.S. \$1,000,000 having a three month maturity. If none of the banks in New York City selected by the District is then quoting rates for such loans, then Three Month LIBOR will mean Three Month LIBOR as determined for the immediately preceding Interest Determination Date.

“**Treasurer**” means the duly appointed and acting Treasurer of the District or any successor in function.

“**Undelivered Bond**” means any Bond which constitutes an Undelivered Bond under the provisions of this resolution.

“**Underwriter**” means the underwriter or underwriters for a series of Bonds as selected by a Designated Representative pursuant to this resolution.

“**Variable Rate**” means a variable interest rate or rates to be borne by a series of Parity Bonds or any one or more maturities within a series of Parity Bonds. The method of computing such variable interest rate shall be specified in the resolution authorizing such series of Parity Bonds; provided that such variable interest rate shall be subject to a Maximum Interest Rate and may be subject to a Minimum Interest Rate and that there may be an initial rate specified, in each case as provided in such resolution. Such resolution shall also specify either (i) the particular period or periods of time or manner of determining such period or periods of time for which each value of such variable interest rate shall remain in effect or (ii) the time or times upon which any change in such variable interest rate shall become effective.

“**Variable Rate Bonds**” means, for any period of time, Parity Bonds, which may include one or more series of the Bonds, that during such period bear interest at a Variable Rate, provided that Parity Bonds the interest rate on which shall have been fixed for the remainder of the term to the maturity thereof shall no longer be Variable Rate Bonds.

“**Weekly Interest Rate**” means a variable interest rate for the Bonds established in accordance with this resolution.

“**Weekly Interest Rate Period**” means each period during which a Weekly Interest Rate is in effect for a series of Bonds.

“**Wanapum Development**” means the second stage of the Priest Rapids Hydroelectric Project (F.P.C. (or FERC) Project No. 2114), as more fully described in Section 2.2 of Resolution No. 474 adopted by the Commission on June 30, 1959, or as the same may be modified in accordance with Section 2.3 of Resolution No. 474, but shall not include any generation, transmission and distribution facilities hereafter constructed or acquired by the District as a part of the Electric System, or any other utility properties of the District acquired as a separate utility system, the revenues of which may be pledged to the payment of bonds issued to purchase, construct or otherwise acquire such separate utility system.

“**2017-M Junior Lien Bond**” means the Electric System Revenue Bond, Series 2017-M authorized by Resolution No. 8855.

“**2017-N Bonds**” means the Electric System Revenue Refunding Bonds, Series 2017-N (Mandatory Put Bonds) authorized by Resolution No. 8862.

“2017-N Reserve Fund” means the debt service reserve account, which secures the payment of the principal of and interest on the 2017-N Bonds and may, at the District’s option, secure the payment of the principal of and interest on one or more series of Future Parity Bonds.

“2017-O Bonds” means the Electric System Revenue and Refunding Bonds, Series 2017-0 authorized by Resolution No. 8866.

“2017-O Reserve Fund” means the debt service reserve account, which secures the payment of the principal of and interest on the 2017-O Bonds and may, at the District’s option, secure the payment of the principal of and interest on one or more series of Future Parity Bonds.

“2019-P Junior Lien Bond” means the Electric System Revenue Refunding Bond, Series 2019-P authorized by Resolution No. 8914.

“2020-Q Bonds” means the Electric System Revenue Refunding Bonds, Series 2020-Q (Taxable) authorized by Resolution No. 8933.

“2020-Q Reserve Fund” means the debt service reserve account, which secures the payment of the principal of and interest on the 2020-Q Bonds and may, at the District’s option, secure the payment of the principal of and interest on one or more series of Future Parity Bonds.

Rules of Interpretation. In this resolution, unless the context otherwise requires:

(a) The terms “hereby,” “hereof,” “hereto,” “herein,” “hereunder” and any similar terms, as used in this resolution, refer to this resolution as a whole and not to any particular article, section, subdivision or clause hereof, and the term “hereafter” shall mean after, and the term “heretofore” shall mean before, the date of this resolution;

(b) Words of any gender shall mean and include correlative words of any other genders and words importing the singular number shall mean and include the plural number and vice versa;

(c) Words importing persons shall include firms, associations, partnerships (including limited partnerships), trusts, corporations and other legal entities, including public bodies, as well as natural persons;

(d) Any headings preceding the text of the several articles and Sections of this resolution, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this resolution, nor shall they affect its meaning, construction or effect;

(e) All references herein to “articles,” “sections” and other subdivisions or clauses are to the corresponding articles, sections, subdivisions or clauses hereof; and

(f) Words importing the singular number include the plural number and vice versa.

ARTICLE II
FINDINGS

Section 2.1 Compliance with Parity Conditions. In accordance with the Outstanding Parity Bond Resolutions, which permit the issuance of Future Parity Bonds upon compliance with the conditions set forth therein, the District hereby finds and determines, as follows:

(a) The Bonds are being issued for the purpose of providing funds to acquire, construct and install additions and improvements to and extensions of, acquire necessary equipment for, or make necessary renewals, replacements or repairs and capital improvements to the Electric System, and to refund certain outstanding obligations of the Electric System;

(b) There is not now and there will not be, at the time of the issuance of a series of Bonds, any deficiency in the Bond Fund or in any of the accounts therein, and no Event of Default has occurred and is continuing;

(c) This resolution contains the covenants and representations required by the Outstanding Parity Bond Resolutions; and

(d) Prior to the delivery of a series of Bonds, the District shall have on file a certificate meeting the requirements of the Outstanding Parity Bond Resolutions.

As set forth above, the applicable parity conditions required by the Outstanding Parity Bond Resolutions have been or will be satisfied, and the Bonds shall be issued on a parity of lien with the Outstanding Parity Bonds. The District hereby covenants and agrees that the Bonds will not be issued and delivered to the purchasers thereof as bonds on a parity with the Outstanding Parity Bonds until the certificate required herein, in form and contents satisfactory to the District and its counsel, has been filed with the District.

Section 2.2 Best Interests of the District. The Commission hereby finds and determines that it is in the best interests of the District and its customers that the District issue the Bonds authorized herein for the purpose of refunding the Refunded Bonds and financing and/or reimbursing the District for costs of the Projects. The Commission hereby specifies and adopts the Projects as a plan and a system for additions and betterments to the Electric System.

Section 2.3 Gross Revenue Sufficient. The Commission hereby finds and determines that the Gross Revenue will be sufficient in the judgment of the Commission to meet all Operating Expenses, to make all payments required to pay the Bonds, to make all necessary repairs, replacements and renewals thereof, and to permit the setting aside out of such Gross Revenue and money in the Revenue Fund into the Bond Fund of such amounts as may be required to pay the principal of and interest on the Bonds and the Outstanding Parity Bonds as the same become due and payable.

Section 2.4 Due Regard. The Commission hereby finds and determines that due regard has been given to the Operating Expenses of the Electric System and that it has not obligated the District to set aside into the Bond Fund for the account of the Parity Bonds a greater amount of the revenues and proceeds of the Electric System than in its judgment will be available over and above such Operating Expenses.

ARTICLE III
AUTHORIZATION, ISSUANCE AND REDEMPTION OF BONDS

Section 3.1 Authorization of Issuance and Sale of the Bonds. For the purposes of refunding the Refunded Bonds, financing and/or reimbursing the District for costs of the Projects, funding a Parity Bond Reserve Fund, if necessary, and paying costs of issuance of the Bonds, the District is hereby authorized to issue and sell one or more series of Electric System revenue and refunding bonds in the aggregate principal amount of not to exceed \$175,000,000 (the “Bonds”). The Bonds authorized herein shall be issued from time to time or at any one time subject to the terms and conditions set forth herein, including the sale terms contained in Section 11.1.

Each series of Bonds issued under this resolution shall be designated as the “Electric System Revenue and Refunding Bonds, Series 2020,” with additional series, tax status, interest rate mode or other appropriate designation as set forth in the applicable Bond Purchase Contract and approved by a Designated Representative.

The Bonds of each series shall be dated as of their respective Issuance Date, shall be fully registered as to both principal and interest in Authorized Denominations, and shall be numbered separately in the manner and with any additional designation as the Registrar deems necessary for purposes of identification and control. Each series of Bonds shall be issued as either Fixed Rate Bonds or Variable Rate Bonds as determined by a Designated Representative and set forth in the applicable Bond Purchase Contract. If Bonds of a series are issued as Fixed Rate Bonds, the fixed rates of interest for each maturity shall be as set forth in the applicable Bond Purchase Contract. If Bonds of a series are issued as Variable Rate Bonds, the initial interest rate mode, Interest Rate Period and other interest rate provisions shall be as set forth in the applicable Bond Purchase Contract, and the interest rate shall be subject to adjustment and determined as provided in Section 3.2 below. Interest on each series of Bonds shall be payable on each Interest Payment Date and principal and interest shall be payable on the dates and as provided herein and in the applicable Bond Purchase Contract.

The Bonds shall be special obligations of the District payable only from the Bond Fund and shall be payable and secured as provided herein. The Bonds shall not be general obligations of the District, the State or any political subdivision thereof.

Section 3.2 Interest Rate on Variable Rate Bonds; Conversion Provisions.

(a) *General.* The interest rate and Interest Rate Period for any series of Bonds issued under this resolution as Variable Rate Bonds may be adjusted as set forth in this Section 3.2. All Variable Rate Bonds of a series issued hereunder initially shall bear the same interest rate for the same Interest Rate Period. The initial interest rate mode, Interest Rate Period and other interest rate provisions for any series of Variable Rate Bonds shall be determined by a Designated Representative and set forth in the applicable Bond Purchase Contract.

At any given time, any Variable Rate Bonds issued hereunder or any portion of such Variable Rate Bonds may bear interest at a Daily Interest Rate, a Weekly Interest Rate, a Term Interest Rate or at an Index Floating Rate. If portions of the Variable Rate Bonds of a series issued hereunder bear interest at different rates, references to Variable Rate Bonds in a particular rate shall mean those Variable Rate Bonds of such series bearing interest at the applicable interest rate mode. The Interest Rate Period for any Variable Rate Bonds of a series issued hereunder may not be adjusted as set forth in this Section 3.2 prior to a Purchase Date.

(b) *Payment of Interest.* Interest on any Variable Rate Bonds shall be paid on each Interest Payment Date, on any redemption date, on any Purchase Date and on the maturity date.

(c) *Interest Accrual and Payment.* Interest on Variable Rate Bonds issued hereunder during a Daily Interest Rate Period, a Weekly Interest Rate Period or an Index Floating Rate Period during which the Index is the SIFMA Index shall accrue 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 Variable Rate Bonds during a Term Interest Rate Period shall accrue on the basis of a 360-day year composed of twelve 30-day months. Interest on the Variable Rate Bonds during an Index Floating Rate Period during which the Index is One Month LIBOR or Three Month LIBOR shall accrue on the basis of the actual number of days elapsed in a 360-day year.

Each Variable Rate Bond shall bear interest from and including the Interest Accrual Date preceding the date of authentication thereof or, if such date of authentication is an Interest Accrual Date to which interest on such Variable Rate Bond has been paid in full or duly provided for, from such date of authentication. However, if, as shown by the records of the Registrar, interest on such Variable Rate Bonds is in default, Bonds issued in exchange for Bonds surrendered for registration or transfer or exchange shall bear interest from the date to which interest on such surrendered Bonds had been paid or duly provided for or, if no interest has been paid on such surrendered Bonds, from the date of authentication of such surrendered Bonds.

During each Daily Interest Rate Period, interest on such Variable Rate Bonds shall be payable on each Interest Payment Date for the period commencing on the Interest Accrual Date preceding the prior Interest Payment Date and ending on the last day of the month in which such Interest Accrual Date occurs.

During each Weekly Interest Rate Period, interest on such Variable Rate Bonds shall be payable on each Interest Payment Date for the period commencing on the preceding Interest Accrual Date (or, if any such Interest Payment Date is not a Wednesday, commencing on the second preceding Interest Accrual Date) and ending on and including the Tuesday preceding such Interest Payment Date (or, if sooner, the last day of such Weekly Interest Rate Period).

During each Index Floating Rate Period, interest on such Variable Rate Bonds shall be payable on each Interest Payment Date for the period commencing on the Interest Accrual Date of the preceding month, and ending on the day preceding such Interest Payment Date.

During each Term Interest Rate Period, interest on such Variable Rate Bonds shall be payable on each Interest Payment Date for the period commencing on the Interest Accrual Date that occurs at the beginning of the immediately preceding six-month period and ending on the day preceding the Interest Accrual Date that occurs at the end of such six-month period.

In any event, interest on such Variable Rate Bonds shall be payable for the final Interest Rate Period to the date on which such Bonds have been paid in full.

(d) *Weekly Interest Rate and Weekly Interest Rate Period.*

(1) *Determination of Weekly Interest Rate.* During each Weekly Interest Rate Period, the Variable Rate Bonds of a series shall bear interest at the Weekly Interest Rate, which shall be determined by the Remarketing Agent by 5:00 p.m., New York time, on Tuesday of each week, or

if such day is not a Business Day, then on the succeeding Business Day. The first Weekly Interest Rate for each Weekly Interest Rate Period shall be determined on or prior to the first day of such Weekly Interest Rate Period and shall be in effect for the period commencing on and including the first day of such Weekly Interest Rate Period and ending on and including the succeeding Tuesday. Thereafter, each Weekly Interest Rate shall be in effect for the period commencing on and including Wednesday and ending on and including the succeeding Tuesday, unless such Weekly Interest Rate Period ends on a day other than Tuesday, in which event the last Weekly Interest Rate for such Weekly Interest Rate Period shall be in effect for the period commencing on and including the Wednesday preceding the last day of such Weekly Interest Rate Period and ending on and including the last day of such Weekly Interest Rate Period.

Each Weekly Interest Rate shall be the rate of interest per annum determined by the Remarketing Agent (based on an examination of obligations comparable, in the judgment of the Remarketing Agent, to the Variable Rate Bonds and known by the Remarketing Agent to have been priced or traded under then-prevailing market conditions) to be the minimum interest rate which, if borne by such Variable Rate Bonds, would enable the Remarketing Agent to sell all of such Variable Rate Bonds on such Business Day at a price (without regard to accrued interest) equal to the principal amount thereof.

If the Remarketing Agent fails to establish any Weekly Interest Rate, then the Weekly Interest Rate shall be the same as the preceding Weekly Interest Rate if such Weekly Interest Rate was determined by the Remarketing Agent. If the preceding Weekly Interest Rate was not determined by the Remarketing Agent, or if the Weekly Interest Rate determined by the Remarketing Agent is held to be invalid or unenforceable by a court of law, then the Weekly Interest Rate shall be equal to 110% of the SIFMA Index, or if such index is no longer available, 85% of the interest rate on 30-day high grade unsecured commercial paper notes sold through dealers by major corporations as reported in The Wall Street Journal on the day such Weekly Interest Rate would otherwise have been determined, until the Weekly Interest Rate is again validly determined by the Remarketing Agent.

(2) *Conversion to Weekly Interest Rate.* Subject to Section 3.2(k), the District may, from time to time, by written notice to the Credit Provider (if any), the Registrar and the Remarketing Agent (if any), elect that a series of Variable Rate Bonds issued hereunder shall bear interest at a Weekly Interest Rate. The notice of the Designated Representative shall (i) specify the proposed Conversion Date, which shall be (A) in each case, a Business Day not earlier than the 30th day following the second Business Day after receipt by the Registrar of such notice; (B) in the case of a Conversion from a Term Interest Rate Period, the day following the last day of such Term Interest Rate Period or a day on which the Bonds would otherwise be subject to optional redemption pursuant to this resolution if such Conversion did not occur; and (C) in the case of a Conversion from an Index Floating Rate Period, the day following the last day of such Index Floating Rate Period or on or after a Par Call Date; and (ii) state whether a Credit Facility is to be in effect on the Conversion Date.

(3) *Notice of Conversion to Weekly Interest Rate.* The Registrar shall give notice of a Conversion to a Weekly Interest Rate Period to the Registered Owners of such Variable Rate Bonds not less than 30 days prior to the proposed Conversion Date. Such notice shall state (i) that the interest rate shall be converted to a Weekly Interest Rate unless the District rescinds its election to convert the interest rate to a Weekly Interest Rate as provided herein; (ii) the proposed Conversion Date; (iii) that such Variable Rate Bonds are subject to mandatory tender for purchase on the proposed Conversion Date and setting forth the Purchase Price and the place of delivery for purchase of such Variable Rate Bonds; and (iv) the information set forth in Section 3.5(e).

(e) *Daily Interest Rate and Daily Interest Rate Period.*

(1) *Determination of Daily Interest Rate.* During each Daily Interest Rate Period, the Variable Rate Bonds of a series shall bear interest at the Daily Interest Rate, which shall be determined by the Remarketing Agent by 9:30 a.m., New York time, on each Business Day. The Daily Interest Rate for any day which is not a Business Day shall be the same as the Daily Interest Rate for the preceding Business Day.

Each Daily Interest Rate shall be the rate of interest per annum determined by the Remarketing Agent (based on an examination of obligations comparable, in the judgment of the Remarketing Agent, to the Variable Rate Bonds and known by the Remarketing Agent to have been priced or traded under then-prevailing market conditions) to be the minimum interest rate which, if borne by such Variable Rate Bonds, would enable the Remarketing Agent to sell all of such Variable Rate Bonds on such Business Day at a price (without regard to accrued interest) equal to the principal amount thereof.

If the Remarketing Agent fails to establish any Daily Interest Rate, then the Daily Interest Rate for such Business Day shall be the same as the preceding Daily Interest Rate and such Daily Interest Rate shall continue to be in effect until the earlier of (i) the date on which the Remarketing Agent determines a new Daily Interest Rate or (ii) the seventh day succeeding the first day on which the Daily Interest Rate was not determined by the Remarketing Agent. If the Daily Interest Rate is held to be invalid or unenforceable by a court of law, or the Remarketing Agent fails to determine the Daily Interest Rate for a period of seven days as described in clause (ii) of the preceding sentence, then the Daily Interest Rate shall be equal to 110% of the SIFMA Index, or if such index is no longer available, 85% of the interest rate on 30-day high grade unsecured commercial paper notes sold through dealers by major corporations as reported in The Wall Street Journal on the Business Day such Daily Interest Rate would otherwise have been determined, until the Daily Interest Rate is again validly determined by the Remarketing Agent.

(2) *Conversion to Daily Interest Rate.* Subject to Section 3.2(k), the District may, from time to time, by written notice to the Credit Provider (if any), the Registrar and the Remarketing Agent (if any), elect that a series of Variable Rate Bonds issued hereunder shall bear interest at a Daily Interest Rate. The notice of the Designated Representative shall (i) specify the proposed Conversion Date, which shall be (A) in each case, a Business Day not earlier than the 30th day following the second Business Day after receipt by the Registrar of such notice; (B) in the case of a Conversion from a Term Interest Rate Period, the day following the last day of such Term Interest Rate Period or a day on which the Bonds would otherwise be subject to optional redemption pursuant to this resolution if such Conversion did not occur; and (C) in the case of a Conversion from an Index Floating Rate Period, the day following the last day of such Index Floating Rate Period or on or after a Par Call Date; and (ii) state whether a Credit Facility is to be in effect on the Conversion Date.

(3) *Notice of Conversion to Daily Interest Rate.* The Registrar shall give notice of a Conversion to a Daily Interest Rate Period to the Registered Owners of such Variable Rate Bonds not less than 30 days prior to the proposed Conversion Date. Such notice shall state (i) that the interest rate shall be converted to a Daily Interest Rate unless the District rescinds its election to convert the interest rate to a Daily Interest Rate as provided herein; (ii) the proposed Conversion Date; (iii) that the Bonds are subject to mandatory tender for purchase on the proposed Conversion Date and setting forth the Purchase Price and the place of delivery for purchase of such Variable Rate Bonds; and (iv) the information set forth in Section 3.5(e).

(f) *Term Interest Rate and Term Interest Rate Period.*

(1) *Determination of Term Interest Rate.* During each Term Interest Rate Period, the Variable Rate Bonds of a series shall bear interest at the Term Interest Rate. The Business Day following the last day of each Term Interest Rate Period shall be a Purchase Date on which such Variable Rate Bonds are subject to mandatory tender pursuant to this resolution. If Variable Rate Bonds issued under this resolution are to initially bear interest at a Term Interest Rate, the Initial Term Interest Rate shall be set forth in the applicable Bond Purchase Contract. The Term Interest Rate for each additional Term Interest Rate Period shall be determined by the Remarketing Agent on a Business Day no later than the first day of such Term Interest Rate Period.

For other than the Initial Term Interest Rate, the Term Interest Rate shall be the rate of interest per annum determined by the Remarketing Agent (based on an examination of obligations comparable, in the judgment of the Remarketing Agent, to the Bonds and known by the Remarketing Agent to have been priced or traded under then-prevailing market conditions) to be the minimum interest rate at which the Remarketing Agent will agree to purchase the Bonds on the effective date of that rate for resale at a price (without regard to accrued interest) equal to the principal amount thereof.

(2) *Conversion to Term Interest Rate.*

(i) Subject to Section 3.2(k), the District may, from time to time, by written notice to the Credit Provider (if any), the Registrar and the Remarketing Agent (if any), elect that a series of Variable Rate Bonds issued hereunder shall bear, or continue to bear, interest at the Term Interest Rate. The notice of the Designated Representative shall specify (1) the proposed Conversion Date, which shall be (a) in each case, a Business Day not earlier than the 30th day following the second Business Day after receipt by the Registrar of such notice; (b) in the case of a Conversion from a Term Interest Rate Period, the day following the last day of such Term Interest Rate Period or a day on which the Bonds would otherwise be subject to optional redemption pursuant to this resolution if such Conversion did not occur; and (c) in the case of a Conversion from an Index Floating Rate Period, the day following the last day of such Index Floating Rate Period or on or after a Par Call Date; and (2) the last day of the Term Interest Rate Period, which shall be either the day prior to the maturity date or a day which both immediately precedes a Business Day and is at least 181 days after the proposed Conversion Date.

(ii) If, by the second Business Day preceding the 29th day prior to the last day of any Term Interest Rate Period, the Registrar has not received notice of the District's election to effect a Conversion to a new Interest Rate Period, such Variable Rate Bonds shall nevertheless be subject to mandatory tender for purchase as provided in this resolution on the Business Day following the last day of each Term Interest Rate Period.

(3) *Notice of Conversion to a Term Interest Rate.* The Registrar shall give notice of a Conversion to a Term Interest Rate Period to the Registered Owners of such Variable Rate Bonds not less than 30 days prior to the proposed Conversion Date. Such notice shall state (i) that the interest rate shall be converted to, or continue to be, a Term Interest Rate unless (A) the District rescinds its election to convert the interest rate to the Term Interest Rate as provided in Section 3.2(k) or (B) all such Variable Rate Bonds are not remarketed on the proposed Conversion Date, in which case the provisions of Sections 3.2(j) and 3.5(c) shall apply; (b) the proposed Conversion Date, the Par Call Date (if any), the last day of the new Term Interest Rate Period; (c) that such Variable Rate Bonds are subject to mandatory tender for purchase on the proposed Conversion Date and setting forth the

Purchase Price and the place of delivery for purchase of such Variable Rate Bonds; and (d) the information set forth in Section 3.5(e). In addition, the Designated Representative may provide for such additional terms and conditions to apply to a Term Interest Rate Period (subsequent to any Initial Term Interest Rate Period) as are substantially similar to the terms provided for the Initial Term Interest Rate Period or are not otherwise inconsistent with this resolution.

(g) *Index Floating Rate Period.*

(1) *Initial Index Floating Rate Period.* If a series of Variable Rate Bonds issued under this resolution are to initially bear interest at an Index Floating Rate, the Index, the Index Floating Rate Percentage, the Index Floating Rate Spread, the Conversion Date on which the Initial Index Floating Rate Period is to end and the Par Call Date during the Initial Index Floating Rate Period shall all be specified in the applicable Bond Purchase Contract. While any Variable Rate Bonds issued hereunder are in an Index Floating Rate, a Designated Representative may establish a Conversion Date on or after a Par Call Date upon notice as provided in Section 3.5(e).

(2) *Determination of Index Floating Rate.* During each Index Floating Rate Period, the Variable Rate Bonds of the series shall bear interest at the Index Floating Rate, which shall be (i) if the Index is One Month LIBOR or Three Month LIBOR, the sum of (a) the product of the Index multiplied by the Index Floating Rate Percentage plus (b) the Index Floating Rate Spread, and (ii) if the Index is the SIFMA Index, the Adjusted SIFMA Rate. The Index Floating Rate Spread to be in effect during each Index Floating Rate Period shall be determined by the Underwriter (in the case of any Initial Index Floating Rate Period) or the Remarketing Agent (in the case of each other Index Floating Rate Period), on the initial Interest Determination Date for such Index Floating Rate Period, and such Index Floating Rate shall be in effect for the period commencing on the first day of such Index Floating Rate Period to but excluding the first Interest Reset Date of such Index Floating Rate Period. Thereafter, the Index Floating Rate shall be calculated by the Registrar on each Interest Determination Date, and such Index Floating Rate shall be in effect for the period commencing on each Interest Reset Date to but excluding the following Interest Reset Date.

Each Index Floating Rate Spread shall be the spread determined by the Underwriter or Remarketing Agent (based on an examination of obligations comparable, in the judgment of the Remarketing Agent, to the Bonds and known by the Remarketing Agent to have been priced or traded under then-prevailing market conditions) to be the minimum spread which, when added to the Index (multiplied, if applicable, by the Index Floating Rate Percentage), equals the interest rate which, if borne by the Bonds, would enable the Remarketing Agent to sell all of the Bonds on the Interest Reset Date at a price (without regard to accrued interest) equal to the principal amount thereof.

If a Designated Representative selects an alternate index other than the One Month LIBOR, Three Month LIBOR or SIFMA Index, a Favorable Opinion of Bond Counsel shall be obtained and a certificate signed by a Designated Representative shall be prepared and sent to the Registrar setting forth the Index, the Index Floating Rate Spread, if any, and other appropriate terms.

(3) *Conversion to Index Floating Rate.*

(i) Subject to Section 3.2(k), the District may, from time to time, by written notice to the Credit Provider (if any), the Registrar and the Remarketing Agent (if any), elect that a series of Variable Rate Bonds issued hereunder shall bear, or continue to bear, interest at an Index Floating Rate. The notice of the Designated Representative shall specify (A) the proposed

Conversion Date, which shall be (x) in each case, a Business Day not earlier than the 30th day following the second Business Day after receipt by the Registrar of such notice; (y) in the case of a Conversion from a Term Interest Rate Period, the day following the last day of such Term Interest Rate Period or a day on which the Bonds would otherwise be subject to optional redemption pursuant to this resolution if such Conversion did not occur; and (z) in the case of a Conversion from an Index Floating Rate Period, the day following the last day of such Index Floating Rate Period or on or after a Par Call Date; (B) the Conversion Date on which the Index Floating Rate Period is to end or, if applicable, that the Index Floating Rate Period is to end on the day prior to the maturity date; (C) the Index to be in effect and, if applicable, the Index Floating Rate Percentage; and (D) each Par Call Date for such Index Floating Rate Period.

(ii) If, by the second Business Day preceding the 29th day prior to the last day of any Index Floating Rate Period, the Registrar has not received notice of the District's election that, during the succeeding Interest Rate Period, such Variable Rate Bonds shall bear interest at the Weekly Interest Rate, the Daily Interest Rate, the Term Interest Rate or another Index Floating Rate, (A) the next Interest Rate Period shall be an Index Floating Rate Period, (B) the Index (and, if applicable, the Index Floating Rate Percentage) for such Index Floating Rate Period shall remain the same and (C) the term of such Index Floating Rate Period shall be the same as the preceding Index Floating Rate Period (but which shall not extend beyond the day prior to the maturity date).

(4) *Notice of Conversion to Index Floating Rate Period.* The Registrar shall give notice of a Conversion to an Index Floating Rate Period to the Registered Owners of the Bonds not less than 30 days prior to the proposed Conversion Date. Such notice shall state (i) that the interest rate shall be converted to, or continue to be, an Index Floating Rate, unless the District rescinds its election to convert the interest rate to an Index Floating Rate as provided in Section 3.2(k); (ii) the proposed Conversion Date and the Conversion Date on which the Index Floating Rate Period is to end or, if applicable, that the Index Floating Rate Period is to end on the day prior to the maturity date; and (iii) that the Variable Rate Bonds are subject to mandatory tender for purchase on the proposed Conversion Date and setting forth the Purchase Price and the place of delivery for purchase of the Variable Rate Bonds; and (iv) the information set forth in Section 3.5(e).

(h) *Determinations of Remarketing Agent and Registrar Binding.* All percentages resulting from any calculation of any interest rate for Variable Rate Bonds shall be truncated to the nearest one thousandth of a percentage point and all dollar amounts rounded to the nearest cent, with one-half cent being rounded upward. The Remarketing Agent, if any, and the Registrar shall provide prompt notice of each determination of the interest rate for the Variable Rate Bonds to the District, the Registrar and the Remarketing Agent (if any). The Registrar shall provide notice of any such determination to each Registered Owner or Beneficial Owner of the Variable Rate Bonds upon request. Absent manifest error, each such determination shall be conclusive and binding upon the District, the Registrar, the Remarketing Agent and the Registered Owners and Beneficial Owners of the Variable Rate Bonds.

(i) *Maximum Interest Rate and Minimum Interest Rate.* Notwithstanding any provision in this resolution to the contrary, at no time shall the Variable Rate Bonds issued hereunder bear interest at a rate higher than the Maximum Interest Rate or lower than the Minimum Interest Rate.

(j) *Delayed Remarketing Period.* If the entire amount of the Purchase Price of all of the Variable Rate Bonds of a series bearing interest at a Term Interest Rate that are required to be purchased on the Purchase Date occurring at the end of the Initial Term Interest Rate Period cannot be paid, none of the Variable Rate Bonds will be purchased and a Delayed Remarketing Period will commence on

such date with respect to such Variable Rate Bonds. If the Purchase Price of all of the Variable Rate Bonds of a series bearing interest at an Index Floating Rate that are required to be purchased on a Purchase Date cannot be paid, only a portion of such Variable Rate Bonds (selected pro rata) in an amount equal to the funds available to pay the Purchase Price thereof in accordance with Section 5.5(a) will be purchased on such Purchase Date, and the remainder of such Variable Rate Bonds for which there are not sufficient available funds to pay the full Purchase Price thereof will not be purchased and a Delayed Remarketing Period will commence on such date with respect only to such Variable Rate Bonds. In such an event, a Delayed Remarketing Period will not commence for any Variable Rate Bonds that were not subject to mandatory tender on such Purchase Date. During a Delayed Remarketing Period, the following will apply to the Variable Rate Bonds subject to such Delayed Remarketing Period:

(1) All of the applicable Variable Rate Bonds will bear interest at the Stepped Interest Rate;

(2) The Remarketing Agent will continue to be obligated to remarket the applicable Variable Rate Bonds;

(3) The applicable Variable Rate Bonds will continue to be subject to optional redemption by the District as described herein;

(4) The Designated Representative, by notice to the Registrar and the Remarketing Agent, may direct a Conversion of the applicable Variable Rate Bonds as described in Section 3.2(k);

(5) Interest on the applicable Variable Rate Bonds shall continue to be due and payable on each Interest Payment Date and also shall be payable on the last day of the Delayed Remarketing Period; and

(6) If the applicable Variable Rate Bonds are successfully remarketed as described in Section 3.8, the Registered Owners of the applicable Variable Rate Bonds will be obligated to tender their Variable Rate Bonds to the Registrar.

(k) *Conversion of Interest Rate Periods.*

(1) *Rescission of Election.* A Designated Representative may rescind any election to effect a Conversion by delivering to the Credit Provider (if any), the Registrar and the Remarketing Agent (if any), on or prior to 10:00 a.m., New York time, on the second Business Day preceding a proposed Conversion Date, a notice to the effect that the District elects to rescind its election to effect such Conversion. If the District rescinds its election to effect a Conversion at the end of a Term Interest Rate Period, a Delayed Remarketing Period shall commence on the Purchase Date and the Variable Rate Bonds shall bear interest at a Stepped Interest Rate as set forth herein or, (i) if a Daily Interest Rate Period is in effect immediately prior to the proposed Conversion, the Variable Rate Bonds shall continue to bear interest at the Daily Interest Rate or (ii) if an Index Floating Rate Period is in effect immediately prior to the proposed Conversion, the Variable Rate Bonds shall continue to bear interest at the applicable Index Floating Rate. If notice of a Conversion has been mailed to the Registered Owners of the Variable Rate Bonds as provided in Section 3.2 and the District rescinds its election to effect such Conversion, the Variable Rate Bonds shall nevertheless be subject to mandatory tender for purchase on the proposed Conversion Date.

(2) *Certain Additional Conditions.* No Conversion shall take effect unless each of the following conditions, to the extent applicable, shall have been satisfied:

(i) The District shall have obtained the written consent of the Credit Provider, if any.

(ii) If required pursuant to the notice of Conversion, a Credit Facility shall be in effect on the Conversion Date.

(iii) The District shall have received a Favorable Opinion of Bond Counsel with respect to such Conversion dated the Conversion Date.

(iv) The Registrar shall have sufficient remarketing or refunding proceeds, proceeds of a draw on the Credit Facility or other funds made available by the District to pay the Purchase Price of the Variable Rate Bonds on the Conversion Date.

Section 3.3 Purchase of Bonds. Subject to the terms of this resolution, the District reserves the right to use money in the Revenue Fund or any other funds legally available therefor at any time to purchase any of the Bonds in the open market if such purchase shall be found by the District to be economically advantageous and in the best interest of the District. Any purchases of Bonds may be made with or without tenders of Bonds and at either public or private sale in such amount and at such price as the District shall, in its discretion, deem to be in its best interest. Any money which is to be applied to the purchase or redemption of Bonds shall, prior to such purchase or redemption, be transferred to and deposited in the Bond Fund to the credit of the appropriate account therein. Purchases of Term Bonds may be credited against the Sinking Fund Requirement for such Term Bonds. Bonds purchased pursuant to this Section 3.3 shall be cancelled.

Section 3.4 Redemption of Bonds.

(a) *Optional Redemption.*

(1) *Fixed Rate Bonds.* Fixed Rate Bonds issued hereunder shall be subject to optional redemption on the dates, at the prices and under the terms set forth in the applicable Bond Purchase Contract approved by a Designated Representative.

(2) *Weekly Interest Rate Period, Daily Interest Rate Period and Index Floating Rate Period.*

(i) During a Daily Interest Rate Period or a Weekly Interest Rate Period, Variable Rate Bonds shall be subject to optional redemption at the written direction of a Designated Representative on any Business Day, in whole or in part, at a Redemption Price of 100% of the principal amount thereof plus interest, if any, accrued to the date fixed for redemption.

(ii) During an Index Floating Rate Period, Variable Rate Bonds shall be subject to optional redemption at the written direction of a Designated Representative on or after any Par Call Date, in whole or in part, at a Redemption Price of 100% of the principal amount thereof plus interest, if any, accrued to the date fixed for redemption.

(3) *Term Interest Rate Period.* During a Term Interest Rate Period, Variable Rate Bonds shall be subject to optional redemption at the written direction of a Designated Representative (i) on or after the Par Call Date specified in the Bond Purchase Contract for any Initial Term Interest Rate Period, (ii) on the first day of such Term Interest Rate Period, in whole or in part, at a Redemption Price of 100% of the principal amount thereof plus interest accrued to the date fixed for redemption, and (iii) thereafter, for other than any Initial Term Interest Rate Period during the periods specified below in whole at any time or in part from time to time on any Interest Payment Date, at the Redemption Prices (expressed as a percentage of principal amount) specified below plus interest, if any, accrued to the date fixed for redemption:

Length of Term Interest Rate Period (expressed in years)	Redemption Prices
greater than 15	after 10 years at 101%, declining by 0.5% every year to 100%
less than or equal to 15 and greater than 10	after 7 years at 101%, declining by 0.5% every year to 100%
less than or equal to 10 and greater than 7	after 5 years at 101%, declining by 0.5% every year to 100%
less than or equal to 7 and greater than 4	after 3 years at 100.5%, declining by 0.5% after a year to 100%
less than or equal to 4	after 2 years at 100%

Notwithstanding anything herein to the contrary, the above table may be amended by a Designated Representative prior to a Conversion to a Term Interest Rate Period upon delivery of a Favorable Opinion of Bond Counsel.

In the event that the Conversion Date for a series of Variable Rate Bonds converted a Term Interest Rate Period is other than a day which would be an Interest Payment Date during such Term Interest Rate Period, then the date on which such Variable Rate Bonds shall first be subject to redemption pursuant to the foregoing table (after the first day of such Term Interest Rate Period) shall be the first Interest Payment Date succeeding the date on which such Variable Rate Bonds otherwise would be subject to redemption, and the Redemption Price shall be adjusted on each anniversary of that Interest Payment Date as provided in such table.

(b) *Mandatory Redemption.* A Designated Representative may specify in the Bond Purchase Contract or in a notice of Conversion that all or a portion of the Bonds of a series are Term Bonds subject to mandatory sinking fund redemption at a Redemption Price of 100% of the principal amount thereof plus interest, if any, accrued to the date fixed for redemption, on the dates and with the Sinking Fund Requirements specified in the Bond Purchase Contract or the notice of Conversion.

If a Term Bond is redeemed under the optional redemption provisions, defeased or purchased by the District and surrendered for cancellation, the principal amount of the Term Bond so redeemed, defeased or purchased (irrespective of its actual redemption or purchase price) shall be credited against one or more scheduled Sinking Fund Requirements for that Term Bond. The Designated Representative shall determine the manner in which the credit is to be allocated and shall notify the Registrar in writing of its allocation prior to the earliest mandatory redemption date for that Term Bond for which notice of redemption has not already been given.

(c) *Selection of Bonds for Redemption.* If less than all of the Bonds of a series are to be optionally redeemed, a Designated Representative may select the maturities to be redeemed. If the District redeems at any one time fewer than all of the Bonds of a series having the same maturity date, so long as DTC or its nominee is the Registered Owner of Variable Rate Bonds, the Registrar shall notify DTC that the redemption is to be made pro rata (or in such manner determined by the Registrar or as set forth in the Bond Purchase Contract) among the owners of such Bonds of such maturity in integral multiples of \$5,000 and that partial redemptions of such Bonds are to be determined in accordance with DTC's pro rata pass-through distribution of principal procedures in effect at the time notice of such partial redemption is given. Such redemption payments shall be subject to the rules and procedures of DTC, and neither the District nor the Registrar need provide any assurance that DTC, its participants or any other intermediaries will be able to allocate redemption payments of such Bonds of a particular maturity among the owners of such Bonds on such a proportional basis. At all other times, the particular Bonds or portions of Bonds of such series and maturity to be redeemed shall be selected by lot (or in such manner determined by the Registrar or as set forth in the Bond Purchase Contract) in increments of \$5,000. In the case of a Bond of a denomination greater than \$5,000, the District and the Registrar shall treat each Bond as representing such number of separate Bonds each of the denomination of \$5,000 as is obtained by dividing the actual principal amount of Bonds by \$5,000. In the event that only a portion of the principal sum of a Bond is redeemed, upon surrender of such Bond at the designated office of the Registrar there shall be issued to the Registered Owner, without charge therefor, for the then unredeemed balance of the principal sum thereof, at the option of the Registered Owner, a Bond or Bonds of like series, maturity and interest rate in Authorized Denominations. Notwithstanding the foregoing, as long as the Bonds are held in book-entry only form, the selection of particular Bonds within a series and maturity to be redeemed shall be made in accordance with the operational arrangements then in effect at DTC.

(d) *Notice of Redemption.*

(1) *Official Notice.* Unless waived by any owner of Bonds to be redeemed, official notice of any such redemption (which redemption may be conditioned by the Registrar on the receipt of sufficient funds for redemption or otherwise) shall be given by the Registrar on behalf of the District by mailing a copy of an official redemption notice by first-class mail at least 20 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. Notwithstanding anything herein to the contrary, so long as the Bonds are held in book-entry form, notice of redemption will be given in accordance with the operational arrangements in effect at DTC, and neither the District nor the Registrar will provide any notice of redemption to any Beneficial Owners.

All official notices of redemption shall be dated and shall state:

- (i) the redemption date,
- (ii) the applicable redemption price,
- (iii) if fewer than all outstanding Bonds are to be redeemed, the identification by series and maturity (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,

(iv) that unless conditional notice of redemption has been given and such conditions have not been satisfied or waived or such notice has been rescinded, on the redemption date the price for redemption will become due and payable upon each such Bond or portion thereof called for redemption, and if the Registrar then holds sufficient funds to pay such Bonds at such price, interest thereon shall cease to accrue from and after said date,

(v) any conditions to redemption, and

(vi) the place where such Bonds are to be surrendered for payment, which place of payment shall be the designated office of the Registrar.

On or prior to any redemption date, unless any condition to such redemption has not been satisfied or waived or notice of such redemption has been rescinded, the District shall deposit with the Registrar an amount of money sufficient to pay the applicable redemption price of all the Bonds of the series or portions of such Bonds which are to be redeemed on that date. The District retains the right to rescind any redemption notice and the related optional redemption of Bonds by giving notice of rescission to the affected Registered Owners at any time on or prior to the scheduled redemption date. Any notice of optional redemption that is so rescinded shall be of no effect, and the Bonds for which the notice of optional redemption has been rescinded shall remain outstanding.

(2) *Effect of Notice; Bonds Due.* If an unconditional notice of redemption has been given and not rescinded, or if the conditions set forth in a conditional notice of redemption have been satisfied or waived, the Bonds of a series or portions of Bonds to be redeemed shall, on the redemption date, become due and payable at the price therein specified, and, if the Registrar then holds sufficient funds to effect such redemption, then from and after such date such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. All Bonds which have been redeemed shall be canceled by the Registrar and shall not be reissued.

(3) *Additional Notice.* In addition to the foregoing notice, further notice shall be given by the District as set out below, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed. Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (i) the CUSIP numbers of all Bonds being redeemed; (ii) the Issuance Date of the Bonds as originally issued; (iii) the rate of interest borne by each Bond being redeemed; (iv) the maturity date of each Bond being redeemed; and (v) any other descriptive information needed to identify accurately the Bonds being redeemed. Each further notice of redemption may be sent at least 20 days before the redemption date to each party entitled to receive notice pursuant to a Continuing Disclosure Certificate and with such additional information as the District shall deem appropriate, but such mailings shall not be a condition precedent to the redemption of such Bonds.

(e) *Amendment of Notice Provisions.* The foregoing notice provisions of this Section 3.4, including, but not limited to, the information to be included in redemption notices and the persons designated to receive notices, may be amended by additions, deletions and changes in order to maintain compliance with duly promulgated regulations and recommendations regarding notices of redemption of municipal securities.

Section 3.5 Purchase of Variable Rate Bonds.

(a) *Optional Tender for Purchase During Weekly Interest Rate Period.* During any Weekly Interest Rate Period that the Variable Rate Bonds of a series are not in a book-entry only system, such Variable Rate Bonds shall be purchased in an Authorized Denomination (provided that the amount of any such Variable Rate Bonds not to be purchased shall also be in an Authorized Denomination) from their respective Registered Owner at the option of the Registered Owner on any Business Day at the Purchase Price, from the sources specified in Section 3.5(g), payable in immediately available funds, upon delivery to the Registrar at its designated office for delivery of Variable Rate Bonds and to the Remarketing Agent of an irrevocable written notice which states the principal amount of such Variable Rate Bonds to be purchased and the Purchase Date, which shall be a Business Day not prior to the seventh day after the date of the delivery of such notice to the Registrar and the Remarketing Agent. Any notice delivered to the Registrar or the Remarketing Agent after 4:00 p.m., New York time, shall be deemed to have been received on the succeeding Business Day. Variable Rate Bonds to be so purchased must be delivered at or prior to 10:00 a.m., New York time, on the Purchase Date to the Registrar at its designated office for delivery of Variable Rate Bonds accompanied by an instrument of transfer, in form satisfactory to the Registrar.

If during any Weekly Interest Rate Period the Variable Rate Bonds of a series are in a book-entry only system, the Variable Rate Bonds shall be purchased in an Authorized Denomination (provided that the amount of any such Variable Rate Bonds not to be purchased shall also be in an Authorized Denomination) from the Registered Owner or respective Participant (subject to confirmation by DTC to the Registrar that the Participant has the required ownership interest in the Variable Rate Bonds) at the option of the Registered Owner or Participant on any Business Day at the Purchase Price, from the sources specified in Section 3.5(g), payable in immediately available funds to the Registered Owner, and not to the Participant, upon delivery to the Registrar at its designated office for delivery of Variable Rate Bonds and to the Remarketing Agent of an irrevocable written notice which states the principal amount of such Variable Rate Bonds to be purchased and the Purchase Date, which shall be a Business Day not prior to the seventh day after the date of the delivery of such notice to the Registrar and the Remarketing Agent. Any notice delivered to the Registrar or the Remarketing Agent after 4:00 p.m., New York time, shall be deemed to have been received on the succeeding Business Day.

Payment of the Purchase Price of such Variable Rate Bonds shall be made by the Registrar by 3:00 p.m., New York time, on the Purchase Date specified in such notice, or as soon as practicable thereafter, upon the receipt by the Registrar of the Purchase Price as set forth in Section 5.5 on the Purchase Date.

(b) *Optional Tender for Purchase During Daily Interest Rate Period.* During any Daily Interest Rate Period in which the Variable Rate Bonds of a series are not subject to a book-entry only system, such Variable Rate Bonds shall be purchased in an Authorized Denomination (provided that the amount of any such Variable Rate Bonds not to be purchased shall also be in an Authorized Denomination) from their respective Registered Owner at the option of the Registered Owner on any Business Day at the Purchase Price, from the sources specified in Section 3.5(g), payable in immediately available funds, upon delivery to the Registrar at its designated office for delivery of Variable Rate Bonds and to the Remarketing Agent by no later than 11:00 a.m., New York time, on such Business Day, of an irrevocable written notice or an irrevocable telephonic notice, promptly confirmed by telecopy or other writing, which states the principal amount of such Variable Rate Bonds to be purchased and the Purchase Date. Any notice delivered to the Registrar or the Remarketing Agent

after 11:00 a.m., New York time, shall be deemed to have been received on the succeeding Business Day. Variable Rate Bonds to be so purchased must be delivered at or prior to 12:00 noon, New York time, on the Purchase Date to the Registrar at its designated office for delivery of Variable Rate Bonds accompanied by an instrument of transfer, in form satisfactory to the Registrar.

During any Daily Interest Rate Period the Variable Rate Bonds of a series are in a book-entry only system, the Variable Rate Bonds shall be purchased in an Authorized Denomination (provided that the amount of any such Variable Rate Bonds not to be purchased shall also be in an Authorized Denomination) from the respective Registered Owner or Participant at the option of the Registered Owner or Participant on any Business Day at the Purchase Price, from the sources specified in Section 3.5(g), payable in immediately available funds to the Registered Owner (and not to the Participant), upon delivery to the Registrar at its designated office for delivery of Variable Rate Bonds and to the Remarketing Agent by no later than 11:00 a.m., New York time, on such Business Day, of an irrevocable written notice or an irrevocable telephonic notice, promptly confirmed by telecopy or other writing, which states the principal amount of such Variable Rate Bonds to be purchased and the Purchase Date. Any notice delivered to the Registrar or the Remarketing Agent after 11:00 a.m., New York time, shall be deemed to have been received on the succeeding Business Day.

Payment of the Purchase Price of such Variable Rate Bonds shall be made by the Registrar by 3:00 p.m., New York time, on the Purchase Date specified in such notice, or as soon as practicable thereafter, upon the receipt by the Registrar of the Purchase Price as set forth in Section 5.5 on the Purchase Date.

(c) *Mandatory Tender for Purchase.* Except as provided in the next paragraph, the Variable Rate Bonds of each series shall be subject to mandatory tender for purchase at the Purchase Price on the first day of each Interest Rate Period, on each proposed Conversion Date for which notice has been given to the Registered Owners and on or after each Par Call Date for which notice has been given to the Registered Owners. During the Initial Term Interest Rate Period or any subsequent Term Interest Rate Period if elected by the Designated Representative, the Variable Rate Bonds shall be subject to mandatory tender for purchase on the Business Day following the last day of such Term Interest Rate Period, regardless of whether the District has provided (or rescinded) notice of intent to effect a Conversion to a new Interest Rate Period. If insufficient funds are available to the Registrar to pay the Purchase Price of all of such Variable Rate Bonds, none of the Variable Rate Bonds may be purchased and a Delayed Remarketing Period shall commence with respect to such Variable Rate Bonds in accordance with Section 3.2(j), and the failure to pay the Purchase Price on such Purchase Date shall not constitute an Event of Default hereunder.

For any Purchase Date occurring during the Initial Term Interest Rate Period (including the Purchase Date occurring at the end of such Initial Term Interest Rate Period), unless all of the applicable Variable Rate Bonds are purchased, none of such Variable Rate Bonds will be purchased. In such event, the Registrar will return all of the Variable Rate Bonds to the owners thereof and the Variable Rate Bonds will remain outstanding and bear interest at the then-effective Term Interest Rate; provided, however, that if the Variable Rate Bonds are not purchased on the Purchase Date occurring on the Business Day succeeding the last day of the Initial Term Interest Rate Period, a Delayed Remarketing Period shall commence on such Purchase Date and from and after such date the Variable Rate Bonds shall accrue interest at the Stepped Interest Rate until such Variable Rate Bonds are purchased pursuant to a Conversion, redeemed or paid at maturity.

Payment of the Purchase Price of such Variable Rate Bonds shall be made by the Registrar by 3:00 p.m., New York time, on the Purchase Date specified in the notice of Conversion or call, or as soon as practicable thereafter, upon the receipt by the Registrar of the Purchase Price as set forth in Section 5.5 on the Purchase Date. Variable Rate Bonds to be so purchased that are not subject to a book-entry only system must be delivered at or prior to 10:00 a.m., New York time, on the Purchase Date to the Registrar at its designated office for delivery of Variable Rate Bonds accompanied by an instrument of transfer, in form satisfactory to the Registrar.

(d) *Mandatory Tender for Purchase upon Termination, Replacement or Expiration of the Credit Facility.* The Variable Rate Bonds shall be subject to mandatory tender for purchase at the Purchase Price if at any time the Registrar receives notice that the Variable Rate Bonds shall cease to be subject to purchase pursuant to the Credit Facility then in effect as a result of (1) the termination, replacement or expiration of such Credit Facility, including termination at the option of the District in accordance with the terms of any Reimbursement Agreement or upon an event of default under the Reimbursement Agreement or (2) a Conversion. The Purchase Date shall be (i) the fifth Business Day preceding any such expiration or termination of such Credit Facility if no Alternate Credit Facility is to be delivered to the Registrar, (ii) the date such Alternate Credit Facility is delivered to the Registrar or (iii) the Conversion Date.

Payment of the Purchase Price of such Variable Rate Bonds shall be made by the Registrar by 3:00 p.m., New York time, on the Purchase Date specified in the notice given pursuant to Section 3.5(e), or as soon as practicable thereafter, upon the receipt by the Registrar of the Purchase Price as set forth in Section 5.5 on the Purchase Date. Variable Rate Bonds to be so purchased that are not subject to a book-entry only system must be delivered at or prior to 10:00 a.m., New York time, on the Purchase Date to the Registrar at its designated office for delivery of Variable Rate Bonds accompanied by an instrument of transfer, in form satisfactory to the Registrar.

(e) *Notice of Mandatory Tender for Purchase.* In connection with any mandatory tender for purchase of Variable Rate Bonds in accordance with Sections 3.5(c) or 3.5(d), the Registrar shall give the notice required by this Section 3.5(e) (if applicable, as a part of the notice given pursuant to Sections 3.2(d)(3), 3.2(e)(3), 3.2(f)(3) or 3.2(g)(4)). Such notice shall state (1) in the case of a mandatory tender for purchase pursuant to Section 3.5(c), the type of Interest Rate Period to which the Variable Rate Bonds will be converted on the Purchase Date; (2) in the case of a mandatory tender for purchase pursuant to Section 3.5(d), that the Credit Facility will expire, terminate or be replaced and that after the Purchase Date, the Variable Rate Bonds will no longer be purchased pursuant to the Credit Facility then in effect and that the short-term ratings applicable to the Variable Rate Bonds may be reduced or withdrawn; (3) that, provided the Purchase Price shall have been provided to the Registrar from remarketing or refunding proceeds, proceeds of a draw on the Credit Facility or other funds made available by the District, the Variable Rate Bonds shall be purchased on the Purchase Date; and (4) that in the case of Variable Rate Bonds that are not subject to a book-entry only system, the Purchase Price shall be payable only upon surrender of the Variable Rate Bonds to the Registrar at its designated office for delivery of Variable Rate Bonds, accompanied by an instrument of transfer, in form satisfactory to the Registrar, executed in blank by the Registered Owner or its duly-authorized attorney, with such signature guaranteed by a commercial bank, trust company or member firm of the New York Stock Exchange, and that if the Registered Owner of any such Variable Rate Bond does not surrender that Variable Rate Bond to the Registrar for purchase on the Purchase Date, then that Variable Rate Bond shall be deemed to be an Undelivered Bond, no interest shall accrue on such Bond on and after the Purchase Date and that the Registered Owner shall have no rights under this resolution other than to receive payment of the Purchase Price.

(f) *Irrevocable Notice Deemed to be Tender of Bonds; Undelivered Bonds.*

(1) The giving of optional tender to purchase notice by a Registered Owner of Bonds or Participant as provided in Section 3.5(a) or 3.5(b) shall constitute the irrevocable tender for purchase of each Variable Rate Bond with respect to which such notice is given regardless of whether that Variable Rate Bond is delivered to the Registrar for purchase on the applicable Purchase Date.

(2) If the Registered Owner of a Variable Rate Bond subject to mandatory tender for purchase that is not subject to a book-entry only system shall fail to deliver its Variable Rate Bond to the Registrar at the place and on the Purchase Date and by the time specified, or shall fail to deliver its Variable Rate Bond properly endorsed, such Variable Rate Bond shall constitute an Undelivered Bond. If funds in the amount of the Purchase Price of the Undelivered Bond are available for payment to the Registered Owner thereof on the Purchase Date and at the time specified, then from and after the Purchase Date and time of that required delivery (i) the Undelivered Bond shall be deemed to be purchased and shall no longer be deemed to be outstanding under this resolution; (ii) interest shall no longer accrue on the Undelivered Bond; and (iii) funds in the amount of the Purchase Price of the Undelivered Bond shall be held uninvested and without liability for interest by the Registrar for the benefit of the Registered Owner thereof, to be paid on delivery (and proper endorsement) of the Undelivered Bond to the Registrar at its designated office for delivery of Variable Rate Bonds.

(g) *Source of Funds for Payment of Purchase Price.* The Purchase Price of Variable Rate Bonds to be purchased on any Purchase Date shall be made from the following sources and in the following order of priority:

- (1) proceeds of the remarketing of the Variable Rate Bonds;
- (2) proceeds of refunding bonds issued by the District;
- (3) proceeds of a draw on the Credit Facility, if any; and
- (4) other funds made available by the District.

Section 3.6 Credit Facility; Bank Bonds.

(a) *Draws on Credit Facility.* When a Credit Facility is in effect, the Registrar shall draw on the Credit Facility in accordance with Section 5.5 and in accordance with the terms of the Credit Facility and the provisions of the Reimbursement Agreement to the extent necessary to pay when due the principal and Purchase Price of and interest on the Variable Rate Bonds.

(b) *Acceptance by Registrar.* If at any time there are delivered to the Registrar (1) a Credit Facility, (2) all required opinions and information, and (3) all information required to give the notice of mandatory tender for purchase of the Variable Rate Bonds, then the Registrar shall accept such Credit Facility and, after the date of the mandatory tender for purchase established pursuant to Section 3.5(c) or 3.5(d), promptly surrender any Credit Facility then in effect to the issuer thereof for cancellation in accordance with its terms.

(c) *Notice of Termination.* The Registrar shall give notice to the Remarketing Agent and the Registered Owners of the Variable Rate Bonds of the termination or expiration of any Credit Facility in accordance with its terms.

(d) *Bank Bonds.* A Credit Facility may provide that a Variable Rate Bond that is purchased by the Registrar with amounts paid or provided by a Credit Provider under a Credit Facility shall become a Bank Bond and shall bear interest at the Bank Rate for each day from and including the day such Bank Bond becomes a Bank Bond to and excluding the day such Bank Bond ceases to be a Bank Bond or is paid in full. Interest on each Bank Bond shall be calculated and be payable on the dates and in the manner specified in the Credit Facility or Reimbursement Agreement. To the extent there are not remarketing proceeds or refunding bond proceeds available to pay a Bank Bond on any interest or principal payment date for those Bank Bonds, the District shall make such payment to the Registrar from the Bond Fund.

Section 3.7 Remarketing Agent. A Designated Representative shall appoint a Remarketing Agent for Variable Rate Bonds to be converted to a Daily Interest Rate, Weekly Interest Rate or Term Interest Rate or to remarket Variable Rate Bonds upon a Purchase Date and enter into a Remarketing Agreement with such Remarketing Agent. Each Remarketing Agent appointed by the District shall designate its principal office in the Remarketing Agreement. The Remarketing Agent shall signify its acceptance of the duties and obligations imposed upon it under this resolution by a written instrument of acceptance (which may be the Remarketing Agreement) delivered to the District, the Registrar and the Credit Provider, if any, under which the Remarketing Agent shall agree to keep such books and records related to the remarketing of the Variable Rate Bonds as shall be consistent with prudent industry practice and to make such books and records related to the remarketing of the Variable Rate Bonds available for inspection by the District, the Registrar and the Credit Provider, if any, at all reasonable times.

Each Remarketing Agent shall be a member of the National Association of Securities Dealers, having a combined capital stock, surplus and undivided profits of at least \$50,000,000 and authorized by law to perform all the duties imposed upon it by this resolution and the Remarketing Agreement. Each Remarketing Agent shall be acceptable to the Credit Provider, if any. A Remarketing Agent may at any time resign and be discharged of the duties and obligations created by this resolution by giving notice to the District, the Registrar and the Credit Provider, if any. Such resignation shall take effect on the 30th day after the receipt by the District of the notice of resignation. A Remarketing Agent may be removed at any time on 15 days prior written notice, by an instrument signed by the District, approved by the Credit Provider, if any, and delivered to the Remarketing Agent, the Registrar and the Credit Provider.

Section 3.8 Remarketing of Variable Rate Bonds; Notice of Interest Rates.

(a) *Remarketing.* Upon a mandatory tender for purchase of the Variable Rate Bonds as required by Sections 3.5(c) and 3.5(d) or notice of optional tender for purchase of Variable Rate Bonds under Section 3.5(a) and 3.5(b), the Remarketing Agent shall offer for sale and use its best efforts to sell such Variable Rate Bonds on the Purchase Date and, if not remarketed on the Purchase Date, thereafter until sold, at the Purchase Price. Variable Rate Bonds shall not be remarketed to the District.

(b) *Notice of Purchase and Remarketing.* The Remarketing Agent shall give notice, in no event later than 9:30 a.m., New York time, on the Purchase Date, by facsimile transmission, telephone, telecopy, e-mail or similar electronic means promptly confirmed by a written notice, to the Registrar and the District on each date on which Variable Rate Bonds have been purchased pursuant to Section 3.5, specifying the principal amount of such Variable Rate Bonds, if any, remarketed, and if the Variable Rate Bonds are not in book-entry form, a list of the purchasers showing the names and

denominations in which such Variable Rate Bonds are to be registered, and the addresses and social security or taxpayer identification numbers of such purchasers.

ARTICLE IV
REGISTRATION, FORM AND GENERAL TERMS

Section 4.1 Registrar; Exchanges and Transfers.

(a) *Registrar/Bond Register.* The District hereby specifies and adopts the system of registration approved by the Washington State Finance Committee from time to time through the appointment of a State fiscal agent, and appoints the fiscal agent of the State, U.S. Bank National Association, as the Registrar. The District shall cause a Bond Register to be maintained by the Registrar. So long as any Bonds of a series remain outstanding, the Registrar shall make all necessary provisions to permit the exchange or registration or transfer of Bonds at its principal corporate office. The Registrar may be removed at any time at the option of the District upon prior notice to the Registrar and a successor Registrar appointed by the District. No resignation or removal of the Registrar shall be effective until a successor shall have been appointed and until the successor Registrar shall have accepted the duties of the Registrar hereunder.

(b) *Registered Ownership.* The District and the Registrar, each in its discretion, may deem and treat the Registered Owner of each Bond as the absolute owner thereof for all purposes (except as otherwise provided in this resolution or in the Continuing Disclosure Certificate of the District), and neither the District nor the Registrar shall be affected by any notice to the contrary. Payment of any such Bond shall be made only as described in subsection (h) below, but such Bond may be transferred as herein provided. All such payments made as described in herein shall be valid and shall satisfy and discharge the liability of the District upon such Bond to the extent of the amount or amounts so paid.

(c) *DTC Acceptance/Letters of Representations.* The Bonds of each series initially shall be held in book-entry form by DTC acting as depository. To induce DTC to accept the Bonds as eligible for deposit at DTC, the District has executed and delivered to DTC a Blanket Issuer Letter of Representations. Neither the District nor the Registrar will have any responsibility or obligation to DTC participants or the persons for whom they act as nominees (or any successor depository) with respect to the Bonds in respect of the accuracy of any records maintained by DTC (or any successor depository) or any DTC participant, the payment by DTC (or any successor depository) or any DTC participant of any amount in respect of the principal of or interest on Bonds, any notice which is permitted or required to be given to Registered Owners under this resolution (except such notices as shall be required to be given by the District to the Registrar or to DTC (or any successor depository)), or any consent given or other action taken by DTC (or any successor depository) as the Registered Owner. For so long as any Bonds are held in book-entry form, DTC or its successor depository shall be deemed to be the Registered Owner for all purposes hereunder, and all references herein to the Registered Owners shall mean DTC (or any successor depository) or its nominee and shall not mean the owners of any beneficial interest in such Bonds.

(d) *Use of Depository.*

(1) The Bonds shall be registered initially in the name of “Cede & Co.”, as nominee of DTC, with one Bond maturing on each of the maturity dates for the Bonds of each series in a denomination corresponding to the total principal therein within a series to mature on such date. Registered ownership of such Bonds, or any portions thereof, may not thereafter be transferred except

(i) to any successor of DTC or its nominee, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (ii) to any substitute depository appointed by the District pursuant to subsection (2) below or such substitute depository's successor; or (iii) to any person as provided in subsection (4) below.

(2) Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository or a determination by the District to discontinue the system of book-entry transfers through DTC or its successor (or any substitute depository or its successor), the District may hereafter appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

(3) In the case of any transfer pursuant to clause (i) or (ii) of subsection (1) above, the Registrar shall, upon receipt of all outstanding Bonds of a series, issue a single new Bond for each series and maturity then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request of the District.

(4) In the event that (i) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or (ii) the District determines that it is in the best interest of the Beneficial Owners of the Bonds that such owners be able to obtain such bonds in the form of Bond certificates, the ownership of such Bonds may then be transferred to any person or entity as herein provided, and shall no longer be held in book-entry form. The District shall deliver a written request to the Registrar, together with a supply of definitive Bonds, to issue Bonds as herein provided in any Authorized Denomination. Upon receipt by the Registrar of all then outstanding Bonds together with a written request of the District to the Registrar, new Bonds shall be issued in such denominations and registered in the names of such persons as are requested in such written request.

(e) *Registration of Transfer of Ownership or Exchange; Change in Denominations.* The Registrar is authorized, on behalf of the District, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this resolution, to serve as the District's paying agent and calculation agent (as applicable) for the Bonds and to carry out all of the Registrar's powers and duties under this resolution and resolutions of the District establishing a system of registration for the District's bonds and obligations. The transfer of any Bond may be registered and Bonds may be exchanged, but no transfer of any such Bond shall be valid unless it is surrendered to the Registrar with the assignment form appearing on such Bond duly executed by the Registered Owner or such Registered Owner's duly authorized agent in a manner satisfactory to the Registrar. Upon such surrender, the Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee therefor, a new Bond (or Bonds at the option of the new Registered Owner) of the same date, series, maturity and interest rate and for the same aggregate principal amount in any Authorized Denomination, naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for such surrendered and cancelled Bond. Any Bond may be surrendered to the Registrar and exchanged, without charge, for an equal aggregate principal amount of Bonds of the same date, series, maturity and interest rate, in any Authorized Denomination. The Registrar shall not be obligated to register the transfer or to exchange any Bond during the period from the Record Date to the redemption or payment date.

(f) *Registrar's Ownership of Bonds.* The Registrar may become the Registered Owner of any Bond with the same rights it would have if it were not the Registrar, and to the extent permitted

by law, may act as depository for and permit any of its officers or directors to act as member of, or in any other capacity with respect to, any committee formed to protect the right of the Registered Owners of Bonds.

(g) *Registration Covenant.* The District covenants that, until all Bonds have been surrendered and canceled, it will maintain a system for recording the ownership of each Bond that complies with the provisions of Section 149 of the Code.

(h) *Place and Medium of Payment.* Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America. Interest on any Fixed Rate Bonds shall be calculated on the basis of a year of 360 days and twelve 30-day months. Interest on any Variable Rate Bonds shall be calculated as provided in Section 3.2 hereof. For so long as all Bonds are in book-entry form, payments of principal and interest thereon shall be made as provided in accordance with the operational arrangements of DTC referred to in the Letter of Representations.

In the event that the Bonds are no longer held in book-entry form, interest on the Bonds shall be paid (i) in the case of Bonds other than Fixed Rate Bonds and Bonds bearing interest at the Term Interest Rate, by wire transfer of immediately available funds to the respective Registered Owners thereof on the applicable Record Date to an account in a bank located in the United States specified by the Registered Owner thereof in a writing delivered to the Registrar on or before the Record Date for the applicable payment, and (ii) in the case of Fixed Rate Bonds and Bonds bearing interest at the Term Interest Rate, by check or draft mailed to the Registered Owners at the addresses for such Registered Owners appearing on the Bond Register on the Record Date, or upon the written request of a Registered Owner of more than \$1,000,000 of Bonds (received by the Registrar at least 10 days prior to the applicable payment date), such payment shall be made by the Registrar by wire transfer to the account within the United States designated by the Registered Owner. Principal of the Bonds shall be payable upon presentation and surrender of such Bonds by the Registered Owners at the designated corporate office of the Registrar.

If any Bond shall be duly presented for payment and funds have not been duly provided by the District on such applicable date, then interest shall continue to accrue thereafter on the unpaid principal thereof at the rate stated on such Bond until it is paid.

Section 4.2 Form of Bonds. The Bonds shall be in substantially the form set forth in Appendix A, which is incorporated herein by this reference.

Section 4.3 Execution and Authentication of Bonds. The Bonds shall be executed on behalf of the District with the manual or facsimile signature of the President or Vice President of the Commission and attested with the manual or facsimile signature of the Secretary of the Commission and the seal of the District shall be imprinted or impressed on each of the Bonds. The Bonds shall bear thereon a certificate of authentication, executed manually by the Registrar. Only such Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under this resolution and no Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Registrar. Such certificate of the Registrar upon any Bond executed on behalf of the District shall be conclusive evidence that the Bond so authenticated has been duly authenticated and delivered under this resolution and that the Registered Owner thereof is entitled to the benefits of this resolution.

In case any of the officers who shall have signed, attested, or sealed any of the Bonds shall cease to be such officers before the Bonds so signed, attested, authenticated, registered or sealed shall have been actually issued and delivered, such Bonds shall be valid nevertheless and may be issued by the District with the same effect as though the persons who had signed, attested, authenticated, registered or sealed such Bonds had not ceased to be such officers.

ARTICLE V
SPECIAL FUNDS AND DEFEASANCE

Section 5.1 Revenue Fund. The District covenants and agrees that so long as any of the Parity Bonds are outstanding and unpaid it will continue to pay into the Revenue Fund all Gross Revenue, exclusive of earnings on money on hand in any arbitrage rebate account or any bond fund (including the Bond Fund), the R&C Fund, or the Parity Bond Reserve Funds, which may be retained in such funds and account or transferred to other funds as required by this resolution or other bond resolution.

(a) The Gross Revenue of the District shall be used only for the following purposes and in the following order of priority:

(1) to pay Operating Expenses and Resource Obligations (to the extent payable as Operating Expenses);

(2) to make all payments required to be made into the Bond Fund for the payment of accrued interest on Parity Bonds on the next interest payment date and to make any District Payments;

(3) to make all payments required to be made into the Bond Fund for the payment of the principal amount of Serial Bonds next coming due, and for the optional or mandatory redemption of Term Bonds;

(4) to make all payments required to be made into the Parity Bond Reserve Funds, or to meet a reimbursement obligation with respect to any Qualified Insurance or Qualified Letter of Credit or other credit enhancement device, if so required by resolution of the Commission; and

(5) to make all payments required to be made into any special fund or account created to pay or secure the payment of the principal of and interest on any Junior Lien Bonds and any other revenue bonds, warrants or other revenue obligations of the District having a lien upon Gross Revenue and money in the Revenue Fund and Bond Fund and accounts therein junior and inferior to the lien thereon for the payment of the principal of and interest on the Bonds.

(b) Resource Obligations, not payable as Operating Expenses, shall be paid on a parity with Outstanding Parity Bonds as provided in subsections (2) and (3) above.

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

Section 5.2 Bond Fund; Parity Bond Reserve Funds.

(a) *Bond Fund.* A special fund of the District known as the “Electric System Revenue Bond Fund” (herein referred to as the “Bond Fund”), was created by Resolution No. 4744 of the

District, and shall be continued and used for the purpose of paying the principal of, premium, if any, and interest on the Parity Bonds, and for the purpose of retiring such bonds prior to maturity. At the option of the District, separate accounts may be created in the Bond Fund for the purpose of paying or securing the payment of the principal of, premium, if any, and interest on the Bonds and any Future Parity Bonds. The amounts, if any, the District contributes to the Purchase Price for Variable Rate Bonds as provided in Section 3.5(g) shall be paid from the Bond Fund.

District Payments shall be made from, and Reciprocal Payments shall be made into, the Bond Fund. The District hereby obligates and binds itself irrevocably to set aside and pay into the Bond Fund out of the Gross Revenue certain fixed amounts, without regard to any fixed proportion of such Gross Revenue, sufficient (together with other available funds on hand and paid into the Bond Fund) to pay the principal of, premium, if any, and interest on the Parity Bonds from time to time outstanding as the same become due and payable. Such fixed amounts shall be as follows:

(1) In the case of all Parity Bonds other than Variable Rate Bonds, on or prior to the date upon which an installment of interest falls due, the District will pay into the Bond Fund an amount (together with such other money as is on hand and available in such Fund) equal to the installment of interest then falling due on all outstanding Parity Bonds. In the case of Variable Rate Bonds, the District shall make transfers to the Bond Fund at such time and in such amount as shall be specified in the resolution authorizing the issuance of such Variable Rate Bonds.

(2) On or prior to the date upon which an installment of principal of the Parity Bonds falls due, the District shall pay into the Bond Fund an amount (together with such other money as is on hand and available in such account) equal to the installment of principal then falling due on all outstanding Parity Bonds.

(3) The Bond Fund shall be used for the purpose of redeeming Term Bonds pursuant to the Sinking Fund Requirement pertaining to such Term Bonds and to otherwise retire the Bonds prior to maturity. On or prior to the due date of each Sinking Fund Requirement, the District shall pay from the Revenue Fund into the Bond Fund an amount (together with such other money as is on hand and available in such account) equal to the Sinking Fund Requirement for such date.

The District shall apply substantially all the money paid into the Bond Fund to the redemption of Term Bonds on the next ensuing Sinking Fund Requirement due date (or may so apply such money prior to such Sinking Fund Requirement due date), pursuant to the terms of this resolution or of the resolution authorizing the issuance thereof. The District may also apply the money paid into the Bond Fund for the purpose of retiring Term Bonds by the purchase of such Bonds at a purchase price (including any brokerage charge) not in excess of the principal amount thereof, in which event the principal amount of such Bonds so purchased shall be credited against the next ensuing Sinking Fund Requirement. If as of any January 1 the principal amount of Term Bonds retired by purchase or redemption exceeds the cumulative amount required to have been redeemed by sinking fund installments on or before such January 1, then such excess may be credited against the Sinking Fund Requirement for Term Bonds for the following Fiscal Year, or, if determined by resolution of the Commission, may be credited against the Sinking Fund Requirement for any succeeding Fiscal Year. Any such purchase of Bonds by the District may be made with or without tenders of Bonds in such manner as the District shall, in its discretion, deem to be in its best interest.

(b) *Parity Bond Reserve Funds.* The District has previously established separate debt service reserve funds and reserve fund requirements in connection with the issuance of its Outstanding

Parity Bonds. The District may determine to establish new reserve funds and new reserve fund requirements in connection with the issuance of each series of the Bonds and any Future Parity Bonds. Reserve funds securing the payment of principal of and interest on one or more series of Parity Bonds are referred to herein as “Parity Bond Reserve Funds.”

Each Designated Representative is authorized to determine if each series of Bonds issued hereunder is to be secured by a Parity Bond Reserve Fund and the corresponding Reserve Fund Requirement, which may be zero. Any such designation and Reserve Fund Requirement shall be set forth in the applicable Bond Purchase Contract. The District hereby covenants and agrees that it will establish and fund any such Parity Bond Reserve Fund, to the extent such reserve fund is required to be funded, to the Reserve Fund Requirement as set forth herein and in the applicable Bond Purchase Contract.

The Reserve Fund Requirement may, at the District’s option, be recalculated as of the date of the defeasance of any Parity Bonds. Notwithstanding the provisions of this subsection, any resolution providing for the issuance of Parity Bonds may provide (or the Commission may provide by resolution at any other time) for the District to obtain Qualified Insurance or a Qualified Letter of Credit for specific amounts required pursuant to this section to be paid out of the reserve fund. The face amount of any such Qualified Insurance or Qualified Letter of Credit shall be credited against the amounts required to be maintained in the reserve fund by this section to the extent that such payments and credits to be made are insured by an insurance company, or guaranteed by a letter of credit from a financial institution. Such Qualified Letter of Credit or Qualified Insurance shall not be cancelable on less than five years notice. In the event of any cancellation, the reserve fund shall be funded in accordance with the provisions of this section providing for payment to the reserve fund in the event of a deficiency therein.

Money in the Bond Fund and any Parity Bond Reserve Funds securing the Bonds may, at the option of the District, be invested and reinvested as permitted by law in Permitted Investments maturing, or which are retireable at the option of the registered owner, prior to the maturity date of the final installment of principal of the Parity Bonds. For the purpose of determining the amount credited to each Parity Bond Reserve Fund securing the Bonds, obligations in which money in such reserve fund shall have been invested shall be valued at the market value thereof, plus accrued interest to the date of calculation. The term “market value” shall mean, in the case of securities which are not then currently redeemable at the option of the owner, the current bid quotation for such securities, as reported in any nationally circulated financial journal, and the current redemption value in the case of securities that are then redeemable at the option of the owner. For obligations that mature within six months, the market value shall be the par value thereof. The valuation of the amount in the Parity Bond Reserve Fund shall be made by the District as of the close of business on each December 31 (or on the next preceding business day if December 31 does not fall on a business day) and may be made on each June 30 (or on the next preceding business day if June 30 does not fall on a business day).

If the valuation of the amount in a Parity Bond Reserve Fund shall be less than the Reserve Fund Requirement in effect on the date of valuation, the District shall credit to such Parity Bond Reserve Fund on or before the 25th day of each of the six succeeding calendar months one-sixth of the amount necessary to make the valuation of the amount in the reserve fund equal to 100% of the Reserve Fund Requirement. If the valuation of the amount in the Parity Bond Reserve Fund is greater than 100% of the Reserve Fund Requirement, then and only then may the District withdraw at any time prior to the next date of valuation from the Parity Bond Reserve Fund (i) the interest earned on the

amounts credited to the Parity Bond Reserve Fund, and (ii) the difference, if any, between the amount in the Parity Bond Reserve Fund and the Reserve Fund Requirement.

In calculating the amount required to be on hand in the Parity Bond Reserve Fund at any time, the election by the District to make payments therein pursuant to this resolution may be taken into account.

Money in the Bond Fund shall be transmitted to the Registrar for the Parity Bonds in amounts sufficient to meet the next maturing installments of principal and interest and premiums, if any, at or prior to the time upon which any interest, principal or premium, if any, is to become due. If there is a deficiency in the Bond Fund for such purpose, the District shall make up any such deficiency from the Parity Bond Reserve Fund established or maintained for such series of Parity Bonds, by the withdrawal of cash therefrom for that purpose, and, if necessary, by sale or redemption of any authorized investments in such amount as will provide cash in the respective Parity Bond Reserve Fund sufficient to make up any such deficiency.

Any reduction in the Parity Bond Reserve Fund by reason of any such withdrawal shall be made up from money in the Revenue Fund first available after making the current specified payments into the Bond Fund and after paying and making necessary provision for the payment of Operating Expenses. If a deficiency still exists immediately prior to an interest payment date and after the withdrawal of cash, the District shall then draw from any Qualified Letter of Credit, Qualified Insurance, or other credit enhancement instrument. Such draw shall be made at such times and under such conditions as the agreement for such Qualified Letter of Credit or such Qualified Insurance shall provide. The District shall pay any reimbursement obligation as a result of a draw under a Qualified Letter of Credit or Qualified Insurance from the Revenue Fund. The District shall deposit Gross Revenue into the Revenue Fund sufficient to meet such reimbursement obligation and all other obligations of the Revenue Fund.

Whenever and so long as the assets of the Bond Fund, the Parity Bond Reserve Fund are sufficient to provide money to pay the Parity Bonds then outstanding, including such interest as may thereafter become due thereon and any premiums upon redemption, no payments need be made into the Bond Fund pursuant to this resolution during any period in which such excess continues.

Money set aside from time to time with the Registrar for the Parity Bonds and the interest thereon shall be held in trust for the owners of such Parity Bonds. Until so set aside for the retirement of principal, payment of sinking fund installments, payment of interest and premium, if any, as aforesaid, money in the Bond Fund shall be held in trust for the benefit of the owners of the Parity Bonds then outstanding and payable equally and ratably and without preference or distinction as between different installments or maturities.

Section 5.3 Defeasance. In the event that money and/or Government Obligations maturing or having guaranteed redemption prices at the option of the holder at such time or times and bearing interest to be earned thereon in amounts (together with such money, if any) sufficient to redeem and retire part or all of the Bonds in accordance with their terms, are hereafter irrevocably set aside in a special account and pledged to effect such redemption and retirement, then no further payments need be made into the Bond Fund or any account therein for the payment of the principal of and interest on the certain Bonds so provided for and such Bonds shall then cease to be entitled to any lien, benefit or security of this resolution, except the right to receive the funds so set aside and pledged, and such

Bonds shall no longer be deemed to be outstanding hereunder, or under any resolution authorizing the issuance of bonds or other indebtedness of the District.

Within 10 business days of defeasance of any Bonds, the Registrar shall provide notice of defeasance of Bonds to Registered Owners of the Bonds being defeased in accordance with a Continuing Disclosure Certificate.

Section 5.4 Rate Stabilization Account. In accordance with the priorities set forth in Section 5.1, the District may from time to time deposit Net Revenue into the Rate Stabilization Account in the R&C Fund and may from time to time withdraw amounts therefrom to enhance rate stability or for other lawful purposes of the District related to the Electric System. Solely for purposes of calculating the coverage requirement set forth in Section 7.2, there shall be added to the Net Revenue in any year any amount withdrawn from the Rate Stabilization Account in such calendar year and deposited in the Revenue Fund, and there shall be subtracted from Net Revenue in any year any amount withdrawn from the Revenue Fund and deposited in the Rate Stabilization Account. Money in the R&C Fund may, at the option of the District, be invested and reinvested as permitted by law.

Section 5.5 Bond Purchase Fund. There shall be created and established with and maintained by the Registrar a separate trust fund to be designated the “Bond Purchase Fund.” The Registrar shall further establish within the Bond Purchase Fund a separate trust account to be designated the “Remarketing Account” and, if a Credit Facility is delivered in connection with a Conversion, a separate trust account to be designated the “Credit Facility Purchase Account.” Amounts contributed by the District to the Purchase Price as provided in Section 3.5(g) shall be transferred from the Bond Fund to the Registrar and deposited into the Bond Purchase Fund.

(a) *Remarketing Account.* Upon receipt of the proceeds of a remarketing of Variable Rate Bonds on a Purchase Date pursuant to Section 3.8, the Registrar shall deposit such proceeds in the Remarketing Account of the Bond Purchase Fund for application to the Purchase Price of such Bonds in accordance with Section 3.8.

(b) *Credit Facility Purchase Account.* Upon receipt from the Credit Provider of the immediately available funds transferred, pursuant to Section 3.6, the Registrar shall deposit such money in the Credit Facility Purchase Account of the Bond Purchase Fund for application to the Purchase Price of the Variable Rate Bonds required to be purchased on a Purchase Date to the extent that the money on deposit in the Remarketing Account of the Bond Purchase Fund shall not be sufficient. Any amounts deposited in the Credit Facility Purchase Account and not needed on any Purchase Date for the payment of the Purchase Price for any Variable Rate Bonds shall be immediately returned to the Credit Provider. Any amounts in the Credit Facility Purchase Account shall only be used to repay the Variable Rate Bonds.

ARTICLE VI APPLICATION OF BOND PROCEEDS; PLAN OF REFUNDING

Section 6.1 Application of Bond Proceeds; Plan of Refunding.

(a) *Reserve Fund.* If and to the extent a Parity Bond Reserve Fund or Funds are established to secure payment of the principal of and interest on the Bonds as provided in Section 5.2(b) of this resolution, the District is hereby authorized to deposit available funds of the District and/or a portion of the proceeds of the Bonds, and/or purchase Qualified Insurance or a Qualified Letter of Credit and

pay the associated policy premium, to satisfy the Reserve Fund Requirement on the Issuance Date of the applicable series of Bonds.

(b) *Refunding Plan.* For the purpose of realizing a debt service savings and/or restructuring the debt service obligations for the Refunded Bonds, the District proposes to refund the Refunded Bonds as set forth herein. If a Designated Representative determines that it is in the best interest of the District to proceed with the refunding authorized herein, a Designated Representative shall designate all or a portion of the Refunding Candidates as Refunded Bonds and such designation shall be set forth in the applicable Bond Purchase Contract.

The District shall deposit a portion of any series of Bonds issued for the purpose of refunding and/or prepaying the Refunded Bonds, together with other available funds of the District, if any, into the Bond Fund or other authorized fund and use such funds to defease and/or refund the Refunded Bonds pursuant to the terms of the applicable authorizing bond resolution(s). Alternatively, the District may direct that the proceeds of a series of Bonds be deposited with a Refunding Agent pursuant to a Refunding Agreement to be used immediately to defease and/or refund the Refunded Bonds pursuant to the terms of their applicable authorizing bond resolution(s). Each Designated Representative is hereby authorized to select the Refunded Bonds from the Refunding Candidates, to establish the Call Date(s) for the Refunded Bonds, to provide or cause to be provided the notices of redemption of the Refunded Bonds in accordance with the applicable provisions of the bond resolution(s) authorizing the Refunded Bonds, to select a Refunding Agent (if any), to execute a Refunding Agreement (if any) and to take any action as determined to be necessary and in the best interest of the District to refund the Refunded Bonds. The District hereby calls the Refunded Bonds for redemption on the Call Date in accordance with the provisions of the bond resolution(s) authorizing the Refunded Bonds.

(c) *Construction Fund.* The District shall deposit a portion of any series of Bonds issued for the purpose of financing and/or reimbursing the District for costs of the Projects into a construction fund held by the District (the "Construction Fund"). To the extent the District makes capital expenditures for the Projects prior to the date such Bonds are issued, the District intends to reimburse all or a portion of those capital expenditures out of proceeds of such Bonds as permitted by U.S. Treasury Regulation § 1.150-2(d). Except as provided by the Code, the income from the investment of Bond proceeds in the Construction Fund shall be deposited in the Construction Fund and applied to the payment of the costs of the Projects.

(d) *Costs of Issuance.* The District may allocate a portion of proceeds of each series of Bonds, net of any Underwriter's discount, and/or available funds of the District to the payment of costs of issuance of such series of Bonds, including any costs associated with the refunding of the Refunded Bonds, in the manner as set forth in the Closing Memorandum for such Bonds.

ARTICLE VII COVENANTS TO SECURE BONDS

Section 7.1 Security for Parity Bonds. All Parity Bonds and Parity Lien Obligations are special limited obligations of the District payable from and secured solely by Gross Revenue, subject to the payment of Operating Expenses and Resource Obligations qualifying for payment as Operating Expenses, and by other money and assets specifically pledged hereunder for the payment thereof. There are hereby pledged as security for the payment of the principal of, premium, if any, and interest on all Parity Bonds and Parity Lien Obligations in accordance with the provisions of this resolution, subject only to the provisions of this resolution restricting or permitting the application thereof for the purposes

and on the terms and conditions set forth in this resolution: (a) the Gross Revenue (exclusive of any money credited to a fund or account for the purpose of paying arbitrage rebate to the federal government), and (b) the money and investments, if any, credited to the Revenue Fund, the Bond Fund, and the R&C Fund and the income therefrom. The Gross Revenue and other money and securities hereby pledged shall immediately be subject to the lien of this pledge without any physical delivery thereof or further act, and the lien of this pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the District regardless of whether such parties have notice thereof.

All Parity Bonds and Parity Lien Obligations now or hereafter outstanding shall be equally and ratably payable and secured hereunder without priority by reason of date of adoption of the resolution providing for their issuance or by reason of their series, number or date of sale, issuance, execution or delivery, or by the liens, pledges, charges, trusts, assignments and covenants made herein, except as otherwise expressly provided or permitted in this resolution and except as to insurance which may be obtained by the District to insure the repayment of one or more series or maturities within a series.

The pledge of the Gross Revenue and of the amounts to be paid into and maintained in the funds and accounts described above in this section to pay and secure the payment of Parity Bonds and Parity Lien Obligations is hereby declared to be a prior lien and charge on the Gross Revenue and the money and investments in such funds and accounts superior to all other liens and charges of any kind or nature, subject to prior application for the payment of Operating Expenses and payments associated with Resource Obligations in any month in which any power and energy or other goods and services from such resources were made available to the Electric System during such month (regardless of whether or not the Electric System actually scheduled or received energy from such resource during such month). At all other times such Resource Obligation shall be an obligation payable from Gross Revenue on a parity of lien with any Parity Bonds or Parity Lien Obligations.

Parity Bonds shall not in any manner or to any extent constitute general obligations of the District or of the State, or any political subdivision of the State, or a charge upon any general fund or upon any money or other property of the District or of the State, or of any political subdivision of the State, not specifically pledged thereto by this resolution.

Section 7.2 General Covenants. The District covenants with the Registered Owners of the Parity Bonds as follows:

(a) *Rate Covenant.* The District shall establish, maintain and collect rates or charges for electric energy sold through the ownership or operation of the Electric System, and all other commodities, services and facilities sold, furnished or supplied by the District in connection with the ownership or operation of the Electric System that shall be fair and nondiscriminatory and adequate to provide Gross Revenue, together with other available money, including without limitation transfers from the R&C Fund, sufficient for the payment of the principal of and interest on all outstanding Parity Bonds and all payments which the District is obligated to set aside in the Bond Fund, and for the proper operation and maintenance of the Electric System, and all necessary repairs, replacements and renewals thereof, the working capital necessary for the operation thereof, and for the payment of all amounts that the District may now or hereafter become obligated to pay from Gross Revenue. In the resolutions authorizing the bonds for the Priest Rapids Project, the District has covenanted to pay to the Priest Rapids Project from the Electric System that portion of the annual costs of the Priest Rapids Project for such Fiscal Year, including without limitation for operating expenses and annual debt service, that is not otherwise paid or provided for from payments received by the Priest Rapids Project from the

sale of power and energy and related products from the Priest Rapids Project to purchasers other than the District and to establish, maintain and collect rates or charges for electric power and energy and related products sold through the Electric System sufficient to make any such payments to the Priest Rapids Project. Except as provided in the following sentence, the obligation to pay such amounts shall rank as a lien and charge against the revenues of the Electric System junior in rank to all other obligations of the Electric System. Payments made by the Electric System for the costs of purchased power and energy shall be an Operating Expenses of the Electric System.

(b) Such rates or charges shall be sufficient to provide Net Revenue, taking into account any transfers to or from the R&C Fund pursuant to this resolution, in any Fiscal Year hereafter in an amount equal to at least 1.25 times the Annual Debt Service in such Fiscal Year, excluding any capitalized interest thereon in said Fiscal Year.

The failure to collect Gross Revenue in any Fiscal Year sufficient to comply with the covenant contained in this section shall not constitute an Event of Default if the District, before the 90th day of the following Fiscal Year, both

(1) employs a Professional Utility Consultant to recommend changes in the District's rates which are estimated to produce Gross Revenue sufficient (once the rates recommended by the Professional Utility Consultant have been imposed by the District) to meet the requirements of this section; and

(2) imposes rates at least as high as those recommended by such Professional Utility Consultant at the time or times so recommended.

The calculation of the coverage requirement set forth above, and in Section 7.3 hereof, and the District's compliance therewith, shall be made solely with reference to this resolution without regard to future changes in generally accepted accounting principles. If the District has changed one or more of the accounting principles used in the preparation of its financial statements, because of a change in generally accepted accounting principles or otherwise, then an event of default relating to this coverage requirement shall not be considered an Event of Default if the coverage requirement ratio would have been complied with had the District continued to use those accounting principles employed at the date of the most recent audited financial statements prior to the date of this resolution.

(c) *Maintenance and Repair.* The District will maintain, preserve and keep the Electric System and all additions and betterments thereto and extensions thereof and every part and parcel thereof in good repair, working order and condition, and will from time to time make all necessary and proper repairs, renewals, replacements, extensions and betterments thereto so that at all times the business carried on in connection therewith shall be properly and advantageously conducted, and the District will at all times operate such properties and the business in connection therewith in an efficient manner and at reasonable cost.

(d) *Disposal of Electric System.* The District will not sell, mortgage, lease or otherwise dispose of or encumber all or any portion of the Electric System properties, or permit the sale, mortgage, lease or other disposition thereof, except as hereinafter provided in this subsection (d):

(1) The District may sell, lease or otherwise dispose of all or substantially all of the Electric System, provided that simultaneously with such sale, lease or other disposition, the District shall cause all of the Bonds to be, or deemed to be, no longer outstanding.

(2) Except as provided in the last paragraph of this subsection (2), the District will not sell, mortgage, lease or otherwise dispose of any part of the Electric System in excess of 5% of the value of the net utility plant of the Electric System in service unless prior to such sale, mortgage, lease or other disposition:

(i) there shall have been filed with the Secretary of the Commission a certificate of a Professional Utility Consultant stating that such sale, mortgage, lease or other disposition will not impair the ability of the District to comply with the covenants set forth in Section 7.2(a) and 7.2(b) of this resolution; or

(ii) the proceeds of such disposition are used to acquire new operating properties of the Electric System or provision is made for the payment, redemption or other retirement of a principal amount of Parity Bonds equal to the greater of the following amounts:

(A) an amount which will be in the same proportion of the net principal amount of Parity Bonds then outstanding (defined as the total principal amount of such bonds then outstanding less the amount of cash and investments in the Bond Fund) that the Revenue attributable to the part of the Electric System sold or disposed of for the 12 preceding months bear to the total Revenue for such period; or

(B) an amount which will be in the same proportion to the net principal amount of Parity Bonds then outstanding that the book value of the part of the Electric System sold or disposed of bears to the book value of the entire Electric System immediately prior to such sale or disposition.

The District may sell or otherwise dispose of any part of the Electric System which shall have become unserviceable, inadequate, obsolete or unfit to be used in the operation of the Electric System, or no longer necessary, material to or useful in such operation. The proceeds of any such sale or disposition pursuant to this paragraph shall be paid into the Bond Fund for credit to the Parity Bond Reserve Funds on a pro rata basis to the extent of any deficiency in such reserve funds, and the balance of such proceeds, if any, shall be deposited in the Revenue Fund.

(e) *Insurance.* The District will keep the works, plants, properties and facilities comprising the Electric System insured, and will carry such other insurance, with responsible insurers, with policies payable to the District, against risks, accidents or casualties, at least to the extent that insurance is usually carried by municipal corporations operating like properties; provided, however, that the District may, if deemed necessary and advisable by the Commission, institute or continue a self-insurance program with respect to any or all of the aforementioned risks.

(f) *Books and Records.* The District shall keep proper books of account in accordance with generally accepted accounting principles as applied to governmental entities and with the rules and

regulations prescribed by the State Auditor's office of the State, and if no such rules or regulations are prescribed as aforesaid, then in substantial accordance with the uniform system of accounts prescribed by the Federal Energy Regulatory Commission or other federal agency having jurisdiction over electric public utility companies owning and operating properties similar to the properties of the District, whether or not the District is at the time required by law to use such system of accounts. The District shall cause its books of account to be audited annually by the State Auditor's office or other State department or agency as may be authorized and directed by law to make such audits, or if such an audit shall not be made for twelve months after the close of any Fiscal Year of the District, by independent certified public accountants. In keeping said books of account, the District shall accrue depreciation monthly thereon on its depreciable properties in accordance with the accounting practice prescribed by the public departments or agencies above mentioned. Any Registered Owner of any Bond may obtain at the office of the District, copies of the balance sheet and statement of income and retained earnings showing in reasonable detail the financial condition of the Electric System as of the close of each Fiscal Year, and the income and expenses of such year, including the amounts paid into the Revenue Fund, the Bond Fund, and in any and all special funds created pursuant to the provisions of this resolution, and the amounts expended for maintenance, renewals, replacements, and gross capital additions to the Electric System. All calculations, classifications and other financial determinations required by this resolution shall be made in accordance with the accounting practices then being observed by the District.

(g) *No Free Service.* Except as required by law or in an amount per year not exceeding 1/10 of 1% of annual Operating Expenses, the District will not furnish or supply or permit the furnishing or supplying of electric energy or any other commodity, service or facility furnished by or in connection with the operation of the Electric System, free of charge to any person, firm or corporation, public or private, so long as any Bonds are outstanding and unpaid, and the District will promptly enforce the payment of any and all accounts owing to the District and delinquent, by discontinuing service to the extent then permitted by law, or by legal suits, actions and proceedings, or both; provided, that, to the extent permitted by law, the District may lend money and may provide commodities, services or facilities free of charge or at a reduced charge in connection with a plan of conservation of electric energy adopted by the Commission.

(h) *Dissolution or Termination.* The District shall not dissolve or terminate its existence without paying or providing for the payment of all outstanding Parity Bonds.

(i) *License.* The District will use its best efforts to retain the FERC License for the Priest Rapids Project.

Section 7.3 Future Parity Bonds and Resource Obligations. The District hereby covenants and agrees that for as long as any Bonds remain outstanding:

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

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

(1) That at the times of the issuance of such Future Parity Bonds there is no deficiency in the Bond Fund or in any of the accounts therein and no Event of Default has occurred and is continuing.

(2) That Net Revenue of the Electric System for any 12 consecutive months out of the months next preceding the issuance of the Future Parity Bonds (not including any transfer from the R&C Fund), will equal at least 1.25 times the Annual Debt Service required to be paid in any Fiscal Year thereafter. In calculating Annual Debt Service for the purpose of this subparagraph (2), if the interest rate on any Parity Bonds is other than a fixed rate, the rate used shall be any rate published as the Bond Buyer Revenue Bond Index for municipal revenue bonds within the 30-day period prior to the date of such calculation. If such index is no longer published, another nationally recognized index for municipal revenue bonds maturing in 20 to 30 years may be used.

If on the date of such calculation the interest rate on any Variable Rate Bonds is then fixed for a specified period, including pursuant to a Derivative Product, the interest rate used for such specified period for the purpose of such calculation shall be such actual interest rate.

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

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

(ii) To include the annual estimated net revenue to be received as a result of any additions, betterments and improvements to and extensions of the Electric System to be acquired, constructed or installed by the District from the proceeds of the Future Parity Bonds to be issued or under construction at the time of such certificate.

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

(3) That at or prior to the time of the issuance of such Future Parity Bonds the District shall obtain and have on file a certificate from the Treasurer which shall certify full compliance with conditions (1) and (2) of this subsection (a), or in the alternative the District obtains a certificate from a Professional Utility Consultant stating that the projected annual Net Revenue for the Fiscal Years in which the Parity Bonds, including the Future Parity Bonds being issued, are expected to at least equal 1.25 times the Annual Debt Service required to be paid in any Fiscal Year thereafter. Such certificate shall have attached thereto financial statements of the District for the period upon which the same is based and audits by the Division of Municipal Corporations of the State Auditor’s Office of the State of Washington or from an independent certified public accountant for as many fiscal years within such period as such audits have been made and completed.

(4) That the resolution authorizing the issuance of the Future Parity Bonds shall contain covenants and provisions substantially the same as Sections 5.1, 5.2 and 5.4, 7.1 through 7.5, 8.1 through 8.8, and 9.1 through 9.7 hereof.

(b) *Refunding Bonds.* In the event that any Future Parity Bonds provided for in this Section 7.3 are issued for the sole purpose of exchanging with or providing funds to purchase or refund or redeem and retire at or prior to their maturity any or all outstanding Parity Bonds and the issuance of such refunding Future Parity Bonds and retirement of outstanding bonds and such refunding Future Parity Bonds will not require a greater amount (except as necessary to round maturities to the nearest \$5,000) to be paid in any Fiscal Year thereafter as Annual Debt Service than would have been required to be paid in the same Fiscal Year for Annual Debt Service on the bonds being refunded, then subsections (2) and (3) of subsection (a) of this Section 7.3 need not be complied with to permit such refunding Future Parity Bonds to be issued, although the provisions of subsections (1) and (4) of subsection (a) of this Section 7.3 must still be complied with.

(c) *Resource Obligations.* The District may enter into or incur a Resource Obligation pursuant to a resolution of the Commission provided that the following requirements shall be met at the time of adoption of such resolution:

(1) No Event of Default with respect to any Parity Bonds or Resource Obligations has occurred and is continuing.

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

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

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

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

(d) *Separate System.* Nothing in this resolution shall prevent the District from entering into contracts to purchase energy, capacity, capability, reserves, conservation or services or from authorizing and issuing bonds, notes, certificates or other obligations or evidences of indebtedness,

other than Bonds, to acquire or construct facilities or resources for the generation of power and energy, or for the conservation, transformation or transmission of power and energy, and any incidental properties to be constructed or acquired in connection therewith, which facilities or resources shall be a separate system, provided that such contractual obligations, bonds or other obligations or evidences of indebtedness shall be payable solely from the revenues or other income derived from the ownership or operation of such separate system.

(e) *Reimbursement Obligations.*

(1) In the event that the District elects to meet the requirements with respect to a Parity Bond Reserve Fund through the use of a Qualified Letter of Credit, Qualified Insurance or other credit enhancement device, the District may contract with the person providing such Qualified Letter of Credit, Qualified Insurance or other credit enhancement device that the District's reimbursement obligation, if any, to such entity ranks on a parity of lien with payments into the reserve fund to secure the Bonds.

(2) In the event that the District elects additionally to secure any issue of Variable Rate Bonds through the use of a letter of credit, insurance or other credit enhancement device, the District may contract with the entity providing such letter of credit, insurance or other credit enhancement device that the District's reimbursement obligation, if any, to such entity ranks on a parity of lien with the Bonds; provided that the payments due under such reimbursement obligation are such that if such reimbursement obligation were a series of Future Parity Bonds and assuming that such credit enhancement device were to be drawn upon for the full amount available, such Future Parity Bonds could be issued in compliance with the provisions of Section 7.3(a)(2) excluding Annual Debt Service on the Variable Rate Bonds.

Section 7.4 Restrictions on Contracting of Obligations Secured by Revenue.

(a) The District will not hereafter issue any bonds, warrants or other obligations or create any additional indebtedness which will have a lien and charge on the Gross Revenue and funds of the Electric System prior to the lien and charge thereon established by this resolution. The District will not issue any Future Parity Bonds except as provided under Section 7.3.

(b) The District may issue bonds, notes, warrants or other obligations payable from and secured by a lien on the Gross Revenue and funds of the Electric System that is subordinate to the lien on such Gross Revenue of the Parity Bonds and may create a special fund or funds for payment of such subordinate obligations (provided, however, that such bonds, notes, warrants or other obligations and the resolutions authorizing the same shall expressly state that the right to receive payment thereon is subordinated to the rights of the Registered Owners of the Parity Bonds to receive payment at the times and in the amounts provided in this resolution and the resolutions authorizing Parity Bonds and that any money received by the owners of such subordinate lien bonds, notes, warrants or other obligations which should have been paid to the Registered Owners of the Parity Bonds by reason of such subordination provision shall be held in trust for the Registered Owners of such Parity Bonds and shall be forthwith turned over to the Registrar for payment to the Registered Owners of such Parity Bonds). Subordinate lien bonds, notes, warrants or other obligations shall not be subject to acceleration upon the occurrence of an event of default.

(c) The District shall not hereafter enter into any agreement, other than a Resource Obligation, obligating the District to pay to another person or corporate entity, from Gross Revenue,

for (1) generating or transmission capacity or the use or lease of generating or transmission facilities, which agreement is not conditioned on the availability of such capacity or facility, or (2) the installment purchase or lease of property which, whether or not subject to annual appropriations, otherwise transfers to the District the burdens and benefits of ownership of such property, unless such agreement specifically states that the obligation of the District thereunder is subordinate to the obligation of the District to make payments from the Revenue Fund into the Bond Fund. This paragraph shall not be applicable to, and shall not restrict the District in entering into, any agreement relating to the Priest Rapids Project or any other hydroelectric facility owned and operated by the District.

Section 7.5 Derivative Products. To the extent permitted by State law, the District may enter into Derivative Products on a parity with the Parity Bonds subject to the conditions provided in this section. The following shall be conditions precedent to the use of any Derivative Product on a parity with any Bonds under this resolution:

(a) *General Parity Tests.* The Derivative Product (and the obligations to which it relates) must satisfy the requirements for Future Parity Bonds described in Section 7.3 of this resolution taking into consideration District Payments and Reciprocal Payments under the Derivative Product. Termination payments owed pursuant to a Derivative Product shall not be on a parity with the Parity Bonds.

(b) *Opinion of Bond Counsel.* The District shall obtain an opinion of bond counsel and/or tax counsel to the District on the due authorization and execution of such Derivative Product, the validity and enforceability thereof and opining that the action proposed to be taken is authorized or permitted by this resolution and will not adversely affect the excludability for federal income tax purposes of the interest on any outstanding tax-exempt Parity Bonds, as applicable.

(c) *Payments.* Each Derivative Product shall set forth the manner in which the District Payments and Reciprocal Payments are to be calculated and a schedule of Derivative Payment Dates.

(d) *Supplemental Resolutions to Govern Derivative Products.* Prior to entering into a Derivative Product, the District shall adopt a Supplemental Resolution, which shall:

(i) establish general provisions for the rights of providers of Derivative Products or Derivative Facilities; and

(ii) set forth such other matters as the District deems necessary or desirable in connection with the management of Derivative Products as are not clearly inconsistent with the provisions of this resolution.

Section 7.6 Tax Covenants.

(a) The District hereby covenants to comply with all applicable requirements set forth in the Code and the Tax Certificate to the extent that such compliance shall be necessary to maintain the exclusion from gross income for federal income taxes of the interest on the Tax-Exempt Bonds. The District hereby further covenants to observe all applicable requirements in any future federal tax legislation to the extent that such compliance is determined by the District to be legal and practicable and required for such exemption.

(b) The District will pay the Rebate Amount, if any, to the United States of America at the times and in the amounts necessary to meet the requirements of the Code to maintain the exclusion from gross income for federal income tax purposes of interest payments on the Tax-Exempt Bonds, in accordance with the Tax Certificate.

The covenants of this section will survive payment in full or defeasance of the Tax-Exempt Bonds.

ARTICLE VIII DEFAULTS AND REMEDIES

Section 8.1 Events of Default. The Commission hereby finds that the continuous operation of the Electric System and the collection, deposit and disbursement of the Gross Revenue in the manner provided in this resolution are essential to the payment and security of the Bonds, and the failure or refusal of the District to perform the covenants and obligations contained in this resolution will endanger the necessary continuous operation of the Electric System and the application of the Gross Revenue to the purposes set forth in this resolution.

The District hereby covenants and agrees with the Registered Owners from time to time of the Bonds, in order to protect and safeguard the covenants and obligations undertaken by the District securing the Bonds, that the following shall constitute “Events of Default”:

(a) If default shall be made in the due and punctual payment of the principal of and premium, if any, on any of the Parity Bonds when the same shall become due and payable, either at maturity or by proceedings for mandatory distribution or otherwise;

(b) If default shall be made in the due and punctual payment of any installment of interest on any Parity Bond;

(c) If the District shall fail to purchase or redeem Term Bonds in an aggregate principal amount at least equal to the Sinking Fund Requirement for the applicable Fiscal Year;

(d) If the District shall default in the observance and performance of any other of the covenants, conditions and agreements on the part of the District contained in this resolution and such default or defaults shall have continued for a period of 90 days after the District shall have received from the Bondowners Trustee or from the Registered Owners of not less than 20% in principal amount of Parity Bonds outstanding, a written notice specifying and demanding the cure of such default;

(e) If the District shall (except as herein permitted) sell, transfer, assign or convey any properties constituting the Electric System or interests therein, or any part or parts thereof, or shall make any agreement for such sale or transfer (except as expressly authorized by Section 7.2(d) hereof);

(f) If an order, judgment or decree shall be entered by any court of competent jurisdiction: (1) appointing a receiver, trustee or liquidator for the District or the whole or any substantial part of the Electric System; (2) approving a petition filed against the District seeking the bankruptcy, arrangement or reorganization of the District under any applicable law of the United States or the State; or (3) assuming custody or control of the District or of the whole or any substantial part of the Electric System under the provisions of any other law for the relief or aid of debtors and such order, judgment or decree shall not be vacated or set aside or stayed (or, in case custody or control is assumed by said

order, such custody or control shall not be otherwise terminated) within 60 days from the date of the entry of such order, judgment or decree; or

(g) If the District shall: (1) admit in writing its inability to pay its debts generally as they become due; (2) file a petition in bankruptcy or seeking a composition of indebtedness under any state or federal bankruptcy or insolvency law; (3) make an assignment for the benefit of its creditors; (4) consent to the appointment of a receiver of the whole or any substantial part of the Electric System; or (5) consent to the assumption by any court of competent jurisdiction under the provisions of any other law for the relief or aid of debtors of custody or control of the District or of the whole or any substantial part of the Electric System.

Section 8.2 Bondowners' Trustee. So long as such Event of Default has not been remedied, a bondowners' trustee (the "Bondowners' Trustee") may be appointed by the Registered Owners of 25% in principal amount of the Parity Bonds, by an instrument or concurrent instruments in writing signed and acknowledged by such Registered Owners of the Parity Bonds or by their attorneys-in-fact duly authorized and delivered to such Bondowners' Trustee, notification thereof being given to the District. That appointment shall become effective immediately upon acceptance thereof by the Bondowners' Trustee. Any Bondowners' Trustee appointed under the provisions of this Section 8.2 shall be a bank or trust company organized under the laws of the State or the State of New York or a national banking association. The bank or trust company acting as Bondowners' Trustee may be removed at any time, and a successor Bondowners' Trustee may be appointed, by the Registered Owners of a majority in principal amount of the Parity Bonds, by an instrument or concurrent instruments in writing signed and acknowledged by such Registered Owners of the Parity Bonds or by their attorneys-in-fact duly authorized. The Bondowners' Trustee may require such security and indemnity as may be reasonable against the costs, expenses and liabilities that may be incurred in the performance of its duties.

The Bondowners' Trustee may resign upon 60 days' notice and a new Bondowners' Trustee appointed by the owners of at least 25% in principal amount of Parity Bonds; provided, however, that no such resignation or removal shall be effective until a successor Bondowners' Trustee shall have been appointed and shall have delivered a written instrument of acceptance of the duties and responsibilities of the Bondowners' Trustee under this resolution to the District and the owners of the outstanding Parity Bonds.

In the event that any Event of Default in the sole judgment of the Bondowners' Trustee is cured and the Bondowners' Trustee furnishes to the District a certificate so stating, that Event of Default shall be conclusively deemed to be cured and the District, the Bondowners' Trustee and the Registered Owners of the Parity Bonds shall be restored to the same rights and position which they would have held if no Event of Default had occurred.

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

Section 8.3 Suits at Law or in Equity. Upon the happening of an Event of Default and during the continuance thereof, the Bondowners' Trustee may, and upon the written request of the Registered Owners of not less than 25% in principal amount of the Parity Bonds outstanding shall, take such steps and institute such suits, actions or other proceedings, all as it may deem appropriate for the protection and enforcement of the rights of the Registered Owners of the Parity Bonds, to collect any

amounts due and owing to or from the District, or to obtain other appropriate relief, and may enforce the specific performance of any covenant, agreement or condition contained in this resolution or in any of the Parity Bonds.

Nothing contained in this resolution shall, in any event or under any circumstance, be deemed to authorize the acceleration of maturity of principal on the Parity Bonds, and the remedy of acceleration is expressly denied to the Registered Owners of the Parity Bonds under any circumstances including, without limitation, upon the occurrence and continuance of an Event of Default.

Any action, suit or other proceedings instituted by the Bondowners' Trustee hereunder shall be brought in its name as trustee for the Bondowners and all such rights of action upon or under any of the Parity Bonds or the provisions of this resolution may be enforced by the Bondowners' Trustee without the possession of any of those Parity Bonds and without the production of the same at any trial or proceedings relative thereto except where otherwise required by law. Any such suit, action or proceeding instituted by the Bondowners' Trustee shall be brought for the ratable benefit of all of the Registered Owners of those Parity Bonds, subject to the provisions of this resolution. The respective Registered Owners of the Parity Bonds, by taking and holding the same, shall be conclusively deemed irrevocably to appoint the Bondowners' Trustee the true and lawful trustee of the respective Registered Owners of those Parity Bonds, with authority to institute any such action, suit or proceeding; to receive as trustee and deposit in trust any sums becoming distributable on account of those Parity Bonds; to execute any paper or documents for the receipt of money; and to do all acts with respect thereto that the Registered Owner himself or herself might have done in person. Nothing herein shall be deemed to authorize or empower the Bondowners' Trustee to consent to accept or adopt, on behalf of any Registered Owner of the Parity Bonds, any plan of reorganization or adjustment affecting the Parity Bonds or any right of any Registered Owner thereof, or to authorize or empower the Bondowners' Trustee to vote the claims of the Registered Owners thereof in any receivership, insolvency, liquidation, bankruptcy, reorganization or other proceeding to which the District is a party.

Section 8.4 Application of Money Collected by Bondowners' Trustee. Any money collected by the Bondowners' Trustee at any time pursuant to this Article shall be applied in the following order of priority:

(a) first, to the payment of the charges, expenses, advances and compensation of the Bondowners' Trustee and the charges, expenses, counsel fees, disbursements and compensation of its agents and attorneys; and

(b) second, to the payment to the persons entitled thereto first of required interest and then of unpaid principal amounts on any Parity Bonds which shall have become due (other than Parity Bonds previously called for redemption for the payment of which money is held pursuant to the provisions hereto), whether at maturity or by proceedings for redemption or otherwise, in the order of their due dates and, if the amount available shall not be sufficient to pay in full the principal amounts due on the same date, then to the payment thereof ratably, according to the principal amounts due thereon to the persons entitled thereto, without any discrimination or preference.

Section 8.5 Duties and Obligation of Bondowners' Trustee. The Bondowners' Trustee shall not be liable except for the performance of such duties as are specifically set forth herein. During an Event of Default, the Bondowners' Trustee shall exercise such of the rights and powers vested in it hereby, and shall use the same degree of care and skill in its exercise, as a prudent person would exercise or use under the circumstances in the conduct of his or her own affairs. The Bondowners'

Trustee shall have no liability for any act or omission to act hereunder except for the Bondowners' Trustee's own negligent action, its own negligent failure to act or its own willful misconduct. The duties and obligations of the Bondowners' Trustee shall be determined solely by the express provisions of this resolution, and no implied powers, duties or obligations of the Bondowners' Trustee shall be read into this resolution.

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

The Bondowners' Trustee shall not be bound to recognize any person as a Registered Owner of any Bond until his or her title thereto, if disputed, has been established to its reasonable satisfaction.

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

Section 8.6 Suits by Individual Bondowners Restricted. Neither the Registered Owner nor the Beneficial Owner of any one or more of Parity Bonds shall have any right to institute any action, suit or proceeding at law or in equity for the enforcement of the same unless:

- (a) an Event of Default has happened and is continuing; and
- (b) a Bondowners' Trustee has been appointed; and
- (c) such owner previously shall have given to the Bondowners' Trustee written notice of the Event of Default on account of which such suit, action or proceeding is to be instituted; and
- (d) the Registered Owners of 25% in principal amount of the Parity Bonds, after the occurrence of such Event of Default, has made written request of the Bondowners' Trustee and have afforded the Bondowners' Trustee a reasonable opportunity to institute such suit, action or proceeding; and
- (e) there have been offered to the Bondowners' Trustee security and indemnity satisfactory to it against the costs, expenses and liabilities to be incurred therein or thereby; and
- (f) the Bondowners' Trustee has refused or neglected to comply with such request within a reasonable time.

No Registered Owner or Beneficial Owner of any Parity Bond shall have any right in any manner whatever by his or her action to affect or impair the obligation of the District to pay from the Net Revenue the principal of and interest on such Parity Bonds to the respective owners thereof when due.

Section 8.7 Waivers of Default. No delay or omission of the Bondowners' Trustee or of any owner of Parity Bonds to exercise any right or power arising upon the happening of an Event of Default shall impair any right or power or shall be construed to be a waiver of any such Event of Default or to be an acquiescence therein; and every power and remedy given by this Article to the

Bondowners' Trustee or to the owners of Parity Bonds may be exercised from time to time and as often as may be deemed expedient by the Bondowners' Trustee or by such owners.

The Bondowners' Trustee or the owners of not less than 50% in principal amount of the Parity Bonds at the time outstanding, or their attorneys-in-fact duly authorized, may on behalf of the owners of all of the Parity Bonds waive any past default under this resolution and any resolution authorizing the issuance of other Parity Bonds and its consequences, except a default in the payment of the principal of, premium, if any, or interest on any of the Parity Bonds. No such waiver shall extend to any subsequent or other default or impair any right consequent thereto:

Section 8.8 Remedies Granted in Resolution Not Exclusive. No remedy conferred by this resolution upon or reserved to the Bondowners' Trustee or the owners of the Parity Bonds is intended to be exclusive of any other remedy, but each remedy shall be cumulative and shall be in addition to every other remedy given under this resolution or existing at law or in equity or by statute on or after the date of adoption of this resolution.

ARTICLE IX AMENDMENTS

Section 9.1 Execution of Instruments by Bondowners. Any request, direction, consent or other instrument in writing required or permitted by this resolution to be signed or executed by Registered Owners may be in any number of concurrent instruments of similar tenor, and may be signed or executed by such Owners in person or by agent appointed by an instrument in writing. Proof of the execution of any such instrument shall be sufficient for any purpose of this resolution if made in the following manner: (1) the fact and date of the execution by any person of any such instrument may be proved by either (a) an acknowledgment executed by a notary public or other officer empowered to take acknowledgments of deeds to be recorded in the particular jurisdiction, or (b) an affidavit of a witness to such execution sworn to before such a notary public or other officer. Where such execution is by an officer of a corporation or association or a member of a partnership on behalf of such corporation, association or partnership, such acknowledgment or affidavit shall also constitute sufficient proof of his authority.

The foregoing shall not be construed as limiting the District to such proof, it being intended that the District may accept any other evidence of the matters herein stated which it may deem sufficient. Any request or consent of the owner of any Parity Bond shall bind every future owner of the same Parity Bond in respect of anything done by the District in pursuance of such request, direction or consent.

Section 9.2 Vote Required to Amend Resolution. Any amendment to the provisions of this resolution, may be made by a Supplemental Resolution of the District and with written consent, as hereinafter provided in Section 9.3, of the Registered Owners of not less than 66-2/3% in principal amount of the Parity Bonds outstanding; provided, however, that no such amendment shall (a) extend the date of payment of the principal of any Parity Bond or of any installment of interest thereon or reduce the principal or redemption price thereof or the rate of interest thereon or advance the date upon which any Parity Bond may first be called for redemption prior to its fixed maturity date; (b) give to any Parity Bond or Bonds any preference over any other Parity Bond or Bonds secured equally and ratably therewith; (c) reduce the aforesaid percentage of Parity Bonds, the Registered Owners of which are required to consent to any such resolution amending the provisions of this resolution; or (d) authorize the creation of any pledge prior to or, except as provided in this resolution for the issuance

of Future Parity Bonds, on a parity with the pledge afforded by this resolution, without the consent of the Registered Owner of each such Parity Bond affected thereby.

Section 9.3 Alternate Method of Obtaining Approval of Amendments. The District may at any time adopt a resolution amending the provisions of this resolution, or of any Parity Bonds, to the extent that such amendment is permitted by the provisions of this Article, to take effect when and as provided in this section. Upon adoption of such resolution, the District shall mail a form of consent to the Registered Owners. Such resolution shall not be effective unless and until there shall have been filed with the District the written consents of the percentages of Registered Owners of outstanding Parity Bonds specified in Section 9.2 hereof and a notice shall have been published in The Bond Buyer. Each such consent shall be effective only if accompanied by proof of ownership of the Parity Bonds for which such consent is given. A certificate or certificates of the Secretary of the Commission that he or she has examined such proof and that such proof is sufficient shall be conclusive that the consents have been given by the Registered Owners of the Parity Bonds described in such certificate or certificates. Any such consent shall be binding upon the Registered Owner of the Parity Bonds giving such consent and on every subsequent owner of such Parity Bonds (whether or not such subsequent owner has notice thereof). A notice stating that the resolution has been consented to by the Registered Owners of the required percentages of Parity Bonds and will be effective as provided in this section, may be given to the Registered Owners by mailing such notice to the Registered Owners by first-class mail, and shall be given by publishing the same at least once in The Bond Buyer. A record, consisting of the papers required by this section to be filed with the District, shall be proof of the matters therein stated, and the resolution shall be deemed conclusively to be binding upon the District and the Registered Owners of all Parity Bonds at the expiration of 30 days after the notice last provided for in this section, except in the event of a final decree of a court of competent jurisdiction setting aside such consent or annulling the action taken thereby in a legal action or equitable proceeding for such purpose commenced within such period.

Section 9.4 Amendment of Resolution In Any Respect by Approval of All Bondowners. Notwithstanding anything contained in the foregoing provisions of this Article, the rights and obligations of the District and of the Registered Owners of the Parity Bonds and the terms and provisions of the Parity Bonds and of this resolution may be amended in any respect with the consent of the District, by the affirmative vote of the Registered Owners of all said Parity Bonds then outstanding, such consent to be given as provided in Section 9.3, except that no notice to Registered Owners either by mailing or publication shall be required, and the amendment shall be effective immediately upon such unanimous vote or written consent of all of the Registered Owners.

Section 9.5 Parity Bonds Owned by District. Parity Bonds owned or held by or for the account of the District shall not be deemed outstanding for the purpose of any vote or consent or other action or any calculation of outstanding Parity Bonds in this resolution provided for, and shall not be entitled to vote or consent or take any other action in this resolution provided for.

Section 9.6 Endorsement of Amendment on Parity Bonds. Parity Bonds delivered after the effective date of any action amending this resolution taken as hereinabove provided may bear a notation by endorsement or otherwise as to such action, and in that case, upon demand of the Registered Owner of any Parity Bond outstanding at such effective date and presentation of his or her Parity Bond for the purpose at the designated corporate office of the Registrar, suitable notation shall be made on such Parity Bond by the Registrar as to any such action. If the District shall so determine, new Parity Bonds so modified as in the opinion of the District and its counsel to conform to such action shall be prepared, delivered and, upon demand of the Registered Owner of any Parity Bond then outstanding, shall be

exchanged without cost to such owner for Parity Bonds then outstanding hereunder, upon surrender of such Parity Bonds.

Section 9.7 Amendments by District.

(a) Notwithstanding the preceding provisions of this Article IX, or the provisions of Section 7.3(a)(4), the District from time to time and at any time may adopt a Supplemental Resolution or resolutions, which resolution or resolutions thereafter shall become a part of this resolution, for any one or more or all of the following purposes:

(1) To add to the covenants and agreements of the District contained in this resolution, other covenants and agreements thereafter to be observed, which shall not adversely affect the interest of the Registered Owners of any Parity Bonds or Future Parity Bonds in any material way, or to surrender any right or power herein reserved to or conferred upon the District.

(2) To make such provisions for the purpose of curing any ambiguities or of curing, correcting or supplementing any defective provisions contained in this resolution or any resolution authorizing Future Parity Bonds in regard to matters or questions arising under such resolutions as the District may deem necessary or desirable and which shall not adversely affect the interest of the owners of such bonds in any material respect.

(3) To modify any of the provisions of this resolution in any other respect, if such modification does not adversely affect any Registered Owner in any material respect.

Any such Supplemental Resolution of the District may be adopted without the consent of the Registered Owners of any Parity Bonds or Parity Lien Obligations at any time outstanding.

(b) Upon the adoption of any Supplemental Resolution pursuant to the provisions of this section, this resolution shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations of the District under this resolution and all Registered Owners of Parity Bonds outstanding hereunder shall thereafter be determined, exercised and enforced thereunder, subject in all respects to such modification and amendments, and all the terms and conditions of any such Supplemental Resolution shall be deemed to be part of the terms and conditions of this resolution for any and all purposes.

ARTICLE X
ONGOING DISCLOSURE

Section 10.1 Undertaking to Provide Ongoing Disclosure. The District covenants to execute and deliver on the Issuance Date of any series of Bonds one or more Continuing Disclosure Certificates, and hereby covenants and agrees that it will comply with and carry out all of the provisions of any such Continuing Disclosure Certificate. The Designated Representative are each hereby authorized and directed to execute and deliver a Continuing Disclosure Certificate upon the issuance, delivery and sale of a series of Bonds with such terms and provisions as such officer shall deem appropriate and in the best interests of the District, upon consultation with counsel to the District. Notwithstanding any other provision of this resolution, failure of the District to comply with a Continuing Disclosure Certificate shall not be considered an Event of Default as to the Bonds and shall not be deemed to create any monetary liability on the part of the District to any other persons, including the Registered Owners of the Bonds, or result in acceleration of the Bonds.

ARTICLE XI
SALE OF THE BONDS

Section 11.1 Sale of the Bonds. The Bonds shall be sold from time to time at negotiated sale to the Underwriter for such series pursuant to the terms of one or more Bond Purchase Contracts. The Commission hereby finds that it is in the best interest of the District to delegate to the Designated Representatives for a limited time the authority to determine: whether and when to issue the Bonds in one or more series; whether to issue a series of Bonds as Fixed Rate Bonds or Variable Rate Bonds; whether to issue a series of Bonds as Tax-Exempt Bonds or Taxable Bonds; to establish the Reserve Fund Requirement (if any) for each series of Bonds; to select the Underwriter for each series of Bonds; and to approve the aggregate principal amount, principal amounts of each maturity, payment dates, redemption provisions, maturity date, initial interest rate(s), the series designation, the Initial Term Interest Rate Period, the Initial Term Interest Rate, the initial Index, the Index Floating Rate, the Index Floating Rate Spread, the Purchase Date(s), the Stepped Rate(s), and other terms for each series of Bonds. The final determination of the terms for each series of Bonds shall be set forth in a Bond Purchase Contract to be signed by a Designated Representative.

The Designated Representatives are each hereby authorized make such determinations with respect to each series of Bonds so long as:

- (a) the aggregate principal (face) amount of all Bonds issued under this resolution (excluding any net original issue premium or discount) does not exceed \$175,000,000,
- (b) the final maturity date for each series of Bonds is no later than January 1, 2051,
- (c) each series of Bonds issued hereunder is sold (in the aggregate) at a price not less than 90%,
- (d) in the case of any Bonds issued as Fixed Rate Bonds, the true interest cost for such series of Bonds (in the aggregate) does not exceed 5.00%,
- (e) any Initial Term Interest Rate for a series of Bonds does not exceed 5.00% per annum, and the interest rate on any Variable Rate Bonds shall not exceed the Maximum Interest Rate,
- (f) the Issuance Date for each series of Bonds shall be no later than December 31, 2020, and
- (g) each series of Bonds issued hereunder conform to all other terms of this resolution.

Subject to the terms and conditions set forth in this Section 11.1, the Designated Representatives are each hereby authorized to execute a Bond Purchase Contract for each series of Bonds. Following the sale of a series of Bonds and the execution of a Bond Purchase Contract, a Designated Representative shall provide a report to the Commission describing the final terms of such Bonds approved pursuant to the authority delegated in this section. The authority granted to the Designated Representatives by this Section 11.1 shall expire December 31, 2020.

Section 11.2 Preliminary and Final Official Statements.

(a) *Preliminary Official Statement.* The District hereby approves and authorizes the use and distribution of a Preliminary Official Statement by the Underwriter in connection with the offer

and sale of each series of Bonds, including any amendments or supplements thereto. Prior to the distribution of the Preliminary Official Statement, the Designated Representatives are each hereby authorized, empowered and directed to deem such Preliminary Official Statement final as of its date for purposes of the Rule (except for the omission of certain information as provided in and pursuant to Rule), such action to be conclusively evidenced by delivery of the Preliminary Official Statement to the Underwriter for distribution thereof.

(b) *Official Statement.* The Designated Representatives are each hereby authorized, empowered and directed to execute and deliver the Official Statement, including any amendments or supplements thereto, with such changes therein from the Preliminary Official Statement as such officer shall deem appropriate and in the best interests of the District, as conclusively evidenced by execution thereof. The Underwriter for each series of Bonds is hereby authorized to distribute the Official Statement in connection with the offer and sale of such Bonds.

ARTICLE XII MISCELLANEOUS

Section 12.1 Resolution a Contract. This resolution and the provisions of Title 54 RCW shall constitute a contract with the Registered Owners of each of the Bonds, enforceable by any Registered Owner of any Bond by mandamus or any other appropriate suit or action in any court of competent jurisdiction subject to the provisions of limitations on remedies contained in this resolution.

Section 12.2 Benefits of Resolution Limited to District, Bondowners, Registrar, and Bondowners' Trustee. Nothing in this resolution, expressed or implied, is intended or shall be construed to confer upon or give to any person or corporation other than the District, the Registrar, the Bondowners' Trustee and the Registered Owners from time to time of the Bonds any rights, remedies or claims under or by reason of this resolution or any covenant, condition or stipulation thereof; and all the covenants, stipulations, promises and agreements in this resolution contained by or on behalf of the District shall be for the sole and exclusive benefit of the District, the Registrar, the Bondowners' Trustee and the Registered Owners from time to time of the Bonds.

Section 12.3 Severability. If any one or more of the covenants or agreements provided in this resolution on the part of the District to be performed shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements shall be null and void and shall be deemed separable from the remaining covenants and agreements, and shall in no way affect the validity of the other provisions of this resolution or of the Bonds issued hereunder.

Section 12.4 General Authorization. The General Manager of the District, the Chief Financial Officer, the Treasurer of the District, and the President, Vice President and Secretary of the Commission and each of the other appropriate officers of the District are each hereby authorized and directed to take such steps, to do such other acts and things, and to execute such letters, certificates, agreements, papers, financing statements, paying agent agreements, interest rate mode agreement, assignments or instruments as in their judgment may be necessary, appropriate or desirable in order to carry out the terms and provisions of, and complete the transactions contemplated by, this resolution. Such documents may include, but are not limited to, documents related to Qualified Insurance and/or a municipal bond insurance policy delivered by an insurer to insure the payment when due of the principal of and interest on all or a portion of a series of Bonds as provided therein, if such insurance is determined by a Designated Representative to be in the best interest of the District.

Section 12.5 Prior Acts. All acts taken pursuant to the authority of this resolution but prior to its effective date are hereby ratified and confirmed.

Section 12.6 Effective Date. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this ____ day of _____, 2020.

PUBLIC UTILITY DISTRICT NO. 2 OF
GRANT COUNTY, WASHINGTON

By _____
President and Commissioner

Commissioner

Commissioner

Commissioner

Commissioner

Secretary of the Commission

The Bonds are being issued on a parity of lien on Gross Revenue of the Electric System with the District's Outstanding Parity Bonds, subject only to the prior payment of Operating Expenses. The District has reserved the right in the Bond Resolution to issue additional bonds ("Future Parity Bonds") and certain Parity Lien Obligations on a parity with the Bonds and the Outstanding Parity Bonds. The Outstanding Parity Bonds, the Bonds and any Future Parity Bonds are referred to herein as the "Parity Bonds."

Under the Bond Resolution, the District is obligated to set aside and pay into the Bond Fund out of the Gross Revenue of the Electric System, certain fixed amounts sufficient to pay the principal of and interest and premium, if any, on all Parity Bonds as the same become due and payable, all as is more fully provided in the Bond Resolution.

Copies of the Bond Resolution are on file at the office of the District, and reference thereto, and to any and all modifications and amendments thereof, is hereby made for a more complete description of the Gross Revenue available for the payment of the principal of, premium, if any, and interest on the Bonds and the rights and remedies of the registered owners of the Bonds with respect thereto, the terms and conditions upon which the Bonds have been issued, and the terms and conditions upon which this bond shall no longer be secured by the Bond Resolution or deemed to be outstanding thereunder if money or certain specified securities sufficient for the payment of this bond shall have been set aside in a special account and held in trust for the payment thereof.

In and by the Bond Resolution, the District covenants to establish, maintain and collect rates or charges for electric energy sold through the ownership or operation of the Electric System and all other services, facilities and commodities sold, furnished or supplied by the District in connection with the ownership or operation of the Electric System that shall be fair and nondiscriminatory and reasonably anticipated to provide Gross Revenue sufficient for the payment of the Parity Bonds, and any other indebtedness of the Electric System, and all payments that the District is obligated to set aside in the Bond Fund and for the proper operation and maintenance of the Electric System, all necessary repairs thereto and replacements and renewals thereof and all other costs of the Electric System.

This bond is subject to redemption prior to maturity as provided in the Bond Resolution and Bond Purchase Contract.

This Bond shall be transferable by the Registered Owner at the designated corporate office of the Registrar upon surrender and cancellation of this Bond, and thereupon a new registered Bond of the same principal amount and interest rate and maturity will be issued to the transferee as provided in the Bond Resolution. The District, the Registrar, and any other person may treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment hereof and for all purposes.

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

It is hereby certified, recited and declared that all acts, conditions and things essential to the validity of this bond and the Bonds of this series, required by the Constitution and statutes of the state of Washington do exist, have happened and have been performed.

IN WITNESS WHEREOF, Public Utility District No. 2 of Grant County, Washington, by its Commission, has caused this Bond to be executed in its name with the manual or facsimile signature of the President of its Commission, and attested by the manual or facsimile signature of the Secretary of the Commission and the seal of said District to be impressed or imprinted hereon, all as of the _____ day of _____, 2020.

PUBLIC UTILITY DISTRICT NO. 2 OF
GRANT COUNTY, WASHINGTON

(SEAL)

President of the Commission

Attest:

Secretary of the Commission

CERTIFICATE OF AUTHENTICATION

Date of Authentication: _____

This Bond is one of the revenue bonds described in the within mentioned Bond Resolution and is one of the Electric System Revenue [and] [Refunding] Bonds, Series 2020-[____], of Public Utility District No. 2 of Grant County, Washington.

WASHINGTON STATE FISCAL AGENCY,
Registrar

By _____
Authorized Signer

CERTIFICATE

I, the undersigned, Secretary of the Board of Commissioners of Public Utility District No. 2 of Grant County, Washington, and keeper of the records of said Commission (herein called the "Commission"), DO HEREBY CERTIFY:

1. That the attached is a true and correct copy of Resolution No. ____ (herein called the "Resolution") of the Commission, duly passed at a regular meeting thereof held on the 11th day of August, 2020.

2. That said meeting was duly convened and held in all respects in accordance with chapter 42.30 RCW, the Open Public Meetings Act, taking into account the applicable waivers and suspensions provided for in Washington State Governor Inslee's Proclamation 20-28, issued on March 24, 2020, as amended, extended, and supplemented, notice of such meeting was properly provided, and a legally sufficient number of members of the Commission voted in the proper manner for the passage of said Resolution; that all other requirements and proceedings incident to the proper passage of said Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this certificate.

DATED this 11th day of August, 2020.

Secretary, Board of Commissioners

APPENDIX B

FINANCIAL STATEMENTS OF THE DISTRICT

The District's audited financial statements for fiscal years ending December 31, 2018 and 2019 have been included in its 2019 Annual Report (the "Report"). The audited financial statements set forth in this Appendix B have been extracted from such Report for inclusion in this Official Statement. The entire Report, which is not incorporated herein by this reference, is available at <https://www.grantpud.org/>.

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Financial Statements

December 31, 2019 and 2018



Table of Contents

Report of Independent Auditors20

Management's Discussion
and Analysis (UNAUDITED)22

FINANCIAL STATEMENTS

Statements of Net Position31

Statements of Revenues and Expenses
and Changes in Net Position33

Statements of Cash Flows34

Notes to the Financial Statements36

Required Supplementary
Information (UNAUDITED)82



Report of Independent Auditors

The Board of Commissioners
Public Utility District No. 2 of Grant County, Washington

Report on the Financial Statements

We have audited the accompanying financial statements of the Public Utility District No. 2 of Grant County, Washington (the District), which comprise the statement of net position as of December 31, 2019 and 2018, and the related statements of revenues, expenses and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the District as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, schedule of the District's proportionate share of the net pension liability, schedule of the District's contributions, and the schedule of changes in the total OPEB liability and related ratios (collectively, "required supplementary information") be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated May 13, 2020, on our consideration of the District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the District's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control over financial reporting and compliance.

Moss Adams LLP

Seattle, Washington
May 13, 2020

OVERVIEW OF GRANT PUD'S FINANCIAL STATEMENTS

As of December 31, 2019, Public Utility District No. 2 of Grant County, Washington ("Grant PUD" or "the utility") is comprised of two operating systems: the Electric System and the Priest Rapids Project. The Priest Rapids Project is operated under Federal Energy Regulatory Commission ("FERC") License, Project No. 2114 authorizing both the Priest Rapids Hydroelectric Production Development ("Priest Rapids") and Wanapum Hydroelectric Production Development ("Wanapum") to operate through April of 2052 as long as license requirements continue to be met. Priest Rapids consists of a dam and hydroelectric generating station with a nameplate rating of 950 megaWatts ("MW") and Wanapum consists of a dam and hydroelectric generating station with a nameplate rating of 1,204 MW. Priest Rapids is located on the Columbia River in Grant and Yakima Counties about 150 air miles northeast of the City of Portland, 130 air miles southeast of the City of Seattle, and 18 miles downstream of Wanapum, which spans Grant and Kittitas Counties. The Electric System maintains 4,381 transmission and distribution line miles and other related infrastructure to serve retail load in Grant County.

This annual financial report consists of a series of financial statements and reflects the self-supporting, proprietary activities of Grant PUD funded primarily by the sale of electrical power. Grant PUD reports the business-type activities in a manner similar to private business enterprises. Grant PUD's financial statements presented in this report consist of the Statements of Net Position, Statements of Revenues and Expenses and Changes in Net Position, Statements of Cash Flows, and the Notes to the Financial Statements.

The Statements of Net Position include all of Grant PUD's assets, liabilities, deferred outflows and inflows, and net position and provide information about the nature and amounts of investments in assets and the obligations of Grant PUD.

All of the revenues and expenses of Grant PUD are accounted for in the Statements of Revenues and Expenses and Changes in Net Position. These statements measure the success of operations over the year and can be used to determine whether Grant PUD has successfully recovered all of its costs through retail revenues and other charges.

The primary purpose of the Statements of Cash Flows is to provide information about Grant PUD's cash receipts and cash disbursements during the year. These statements report cash receipts, cash payments, and net changes in cash resulting from operating, financing, and investing activities.

The Notes to the Financial Statements provide additional information that is essential for a full understanding of the information provided in the three statements described above.

FINANCIAL HIGHLIGHTS

The following discussion provides an overview of the financial activities for Grant PUD for the years ended December 31, 2019, 2018, and 2017. This discussion and analysis is designed to be used in conjunction with the financial statements, notes and other supplementary information, which follow this section.

Grant PUD produced a positive change in net financial position of \$86.3 million, \$89.9 million, and \$76.2 million during 2019, 2018, and 2017, respectively. Grant PUD continued to meet its financial targets and make the necessary investments in infrastructure, technology and employees to make sure that customers will continue to receive reliable power at long term low prices. Additionally, the Commission approved the continued build out of the wholesale fiber network, which will provide connectivity to residents and businesses throughout the county that is critical to remaining competitive and keeping pace with the Information Age.

Management's Discussion and Analysis (Unaudited) Years ended December 31, 2019 and 2018

In January of 2017, and April of 2018, the Commission implemented 2.0% average annual price increases to retail customers. There was no increase in 2019. These increases were driven by strategic major capital investments and increasing operating costs.

Electric System Significant Capital Projects: Grant PUD is undertaking capital improvements to serve expected load growth primarily in the large commercial and industrial customer classes. These improvements include upgrading and expanding transmission and distribution infrastructure. In June of 2016, Grant PUD began work to build or upgrade eight substations leveraging the "Progressive Design Build" procurement legislation to safely complete the work in a much shorter timeframe than a traditional Design-Bid-Build procurement model. Nelson Road, Coulee City, Babcock, Winchester, Peninsula, Cloud View, Quincy Plains and Central Ephrata substations were completed by October 2017 at a total cost of \$44.6 million. This project improved electric system reliability and enabled Grant PUD to begin serving new large customer load in the central county area.

A second expansion project called Design Build 2 (DB2) will continue to use the same delivery method. Phase 1 of DB2 started in December 2019 and will continue through May 2020 and includes upfront planning for the project. This includes refinement of scope, development of the overall detailed project schedule, initial design and site investigation work, and the purchase of select critical long lead material. Phase 1 of the project includes commitments of \$2.0 million. Phase 2 of the project is expected to commence May of 2020 and continue to June of 2022. The two-phase project will ultimately deliver nine full or partial substations and one transmission line.

As noted above, Grant PUD is in the early stages of due diligence on a 230-kV transmission expansion project, which is expected to significantly increase overall system reliability and Grant PUD's ability to serve additional load in the Quincy area. The current timeline calls for the transmission expansion project to be completed in 2026.

Grant PUD has substantially completed the installation and migration to smart meters at a cost of \$19.6 million as of December 31, 2019. The Advanced Metering Infrastructure (AMI) project included digital meters, communication networks and software required to enable communication between the meters and Grant PUD's billing system.

Grant PUD continued to expand its Wholesale Fiber Optic Network in 2019, 2018, and 2017. The Wholesale Fiber Optic Network expansion resulted in additions to plant totaling \$14.1 million, \$8.2 million, and \$3.4 million for years ended December 31, 2019, 2018, and 2017, respectively. Grant PUD is committed to expanding the wholesale fiber optic network to all people of Grant County and has contracted for an additional \$10.5 million to fund design and construction services for the 2020 buildout.

The Priest Rapids Project Significant Capital Projects: Grant PUD has continued its long-term capital improvement plan at the Wanapum Development to upgrade all ten turbines and generators. The ten turbines were upgraded at an average cost of approximately \$22.8 million per turbine, with the last one placed in service in October 2013. The new turbines have increased power output and efficiency and have improved water quality and fish passage within the Wanapum Development's project area. On-site construction for the generators began in June 2010 and is scheduled through September 2020. The existing generators were rated at 109.3 megavolt-amperes ("MVA"). The new upgraded generators have a nameplate rating of 128.6 MVA, an increase of 17.7%. As of December 31, 2019, nine of the ten generators have been replaced at a total cost of \$218.4 million (average of \$24.3 million per generator). The tenth generator outage began in July 2019 and is expected to end in mid-2020.

In August of 2016, on-site construction began for the turbine life extension and generator rewind work at the Priest Rapids Development and the first of ten turbines and generators were placed in service in January 2018. Work began on the second unit (turbine and generator) in February 2018 and was commissioned in April 2019. Work is underway on the third unit (turbine and generator), and is scheduled to return to service July 2020. An

Management’s Discussion and Analysis (Unaudited)
Years ended December 31, 2019 and 2018

outage is expected to take approximately 14 months from the date the unit is removed from service to the time the unit returns to service. Total cost to date of \$216 million includes the turbine modeling and hydraulic design work and other preliminary costs for all units, completion of the first two units and costs for the third- and fourth-unit upgrade currently in progress.

As part of the Federal Energy Regulatory Commission (FERC) license to operate the Priest Rapids Project, Grant PUD has invested \$41.2 million in required improvements to the Crescent Bar Recreation Area to enhance public access and recreation opportunities. A new 55-site RV campground, marina, fuel float, boat launch, parking area, walking trail, and day use area including playground equipment and sports courts, were completed in spring of 2018. A second boat launch and parking area were completed in spring of 2018 and upgrades to the water and wastewater systems were completed in early 2019.

Financial Ratings: Grant PUD maintains very high credit ratings of Aa3, AA (AA+ for Electric System), and AA by Moody’s Investor Services, Fitch Ratings, and Standard and Poor’s Rating Services for both the Electric System and the Priest Rapid Project (except as noted above). Each rating agency issued reports at the time of the last public issuance in December 2019 (refer to Note 5).

FINANCIAL RATINGS			
Credit grade	MOODY’S	FITCH	S&P
HIGHEST	Aaa	AAA	AAA
VERY HIGH	Aa1, Aa2, Aa3	AA+, AA, AA-	AA+, AA, AA-
HIGH	A1, A2, A3	A+, A, A-	A+, A, A-
GOOD	Baa1, Baa2, Baa3, Baa4	BBB+, BBB, BB-	BBB+, BBB, BB-
SPECULATIVE	Ba1, Ba2, Ba3	BB+, BB, BB-	BB+, BB, BB-
VERY SPECULATIVE	B1, B2, B3	B+, B, B-	B+, B, B-
SUBSTANTIAL RISK	Caa1, Caa2, Caa3, Ca	CCC, CC, C, RD, D	CCC+, CCC, CCC-, CC, C, D

These very high-grade credit ratings allow Grant PUD to acquire funding for capital investments at competitive interest rates. This reduces pressure on production costs at the Priest Rapids Project, which remains a very low-cost carbon free resource, and ultimately helps keep the Electric System’s retail prices among the lowest in the nation.

In April of 2019, Grant PUD issued \$50 million of variable rate refunding bond to the Electric System through a direct placement bond with Bank of America. The bond refunded the \$50 million 2016-L issuance and has a floating interest rate of 80% of LIBOR plus 0.37% fee maturing on July 1, 2021.

Grant PUD defeased and refinanced bonds in January and March of 2020 to reduce the interest rates on a portion of Grant PUD’s outstanding debt.

Management’s Discussion and Analysis (Unaudited)
Years ended December 31, 2019 and 2018

A new 3-year collective-bargaining agreement between Grant PUD and Local Union 77 of the International Brotherhood of Electrical Workers (IBEW) was signed and became affective starting January 1, 2020 through March 31, 2023.

In response to the COVID-19 crisis, Grant PUD has proactively implemented measures to mitigate operational and financial impacts to Grant PUD and its customers, including closing lobbies and recreation sites, requiring employees not required to be on site for essential services to work from home, and implementing “social distancing” measures for Grant PUD’s on-site essential staff.

Priest Rapids Project Generation: During the years ending December 31, 2019, 2018, and 2017, the Priest Rapids Project provided the following net megawatt hours (“MWh”) of electric energy at an average cost as follows:

	2019		2018		2017
Net Megawatt hours ("MWh")	8,277,762		9,258,927		9,041,481
Average Cost (per "MWh")	\$ 20.68	\$	18.13	\$	18.60
Average Water Supply*	84%		113%		125%

*Average water supply is based on Rock Island Dam water supply compared to a 30-year average (October through September). The timing of runoff and spill requirements factor into the water available for generation from year to year.

The Electric System’s wholesale contracts help capitalize on the low cost of production of PRP, without retaining an imprudent amount of water or price volatility risks. These contracts aim to increase the predictability of net wholesale revenues by mitigating the effect of fluctuation of wholesale power prices and water variability for generation, which directly contributes to Grant PUD’s objective to maintain a strong financial position and have predictable retail prices well into the future.

Slice Agreements: Grant PUD has entered into various “slice” sales from its retained 63.3% share of the Priest Rapids Projects output. The agreements sell capacity and energy to buyers who assume the associated water and wholesale price risks. Grant PUD obtains stable revenue from the sale. Grant PUD has entered into consecutive agreements with Avangrid Renewables, LLC (“Avangrid”) for a 10% slice of PRP. The most recent agreement was signed in December of 2018 with a three-year term beginning on January 1, 2019. Slice agreements are paid in equal monthly installments over the term of each agreement. Grant PUD regularly monitors its exposure with Avangrid and retains the right to call for additional assurances at any time. Grant PUD has the right to curtail delivery in the event of nonpayment.

Pooling Agreement: Grant PUD entered into an agreement for pooling of the Priest Rapids Project physical output (the “Pooling Agreement”) with Shell Energy North America (U.S.), L.P. (“SENA”) in September 2015. Under the Pooling Agreement, Grant PUD provides SENA with a portion of the utility’s share of the capacity in the Priest Rapids Project, and SENA provides to the utility firm power sufficient to meet the Electric System’s retail load forecast, adjusted for the portion of Electric System load that is expected to be met with other utility resources. In addition, SENA provides certain scheduling services for Grant PUD, including managing power schedules, and the utility provides certain flexibility to SENA within the utility’s balancing area authority. The term of the Pooling Agreement expires September 29, 2020.

The Pooling Agreement provides for the delivery by Grant PUD to SENA of 53.3% of the capacity and associated energy of the Priest Rapids Project through September 29, 2020. The Pooling Agreement greatly reduces the effect that variable water conditions at the Priest Rapids Project and fluctuations in wholesale power prices have on revenues associated with Grant PUD’s wholesale sales and purchases. Under the Pooling Agreement, SENA has

Management's Discussion and Analysis (Unaudited)
Years ended December 31, 2019 and 2018

rights to the actual output of a portion of the Priest Rapids Project, which will vary with water conditions. Under the agreement, SENA will provide firm power to meet Grant PUD's load regardless of the actual output of the Priest Rapids Project. Over the life of the agreement, the majority of these values will be offsetting and exchanged without cash payment; there will, however, be monthly payments owed by either SENA or Grant PUD due to the seasonal differences between capacity and energy amounts and loads. These payments are presented as a net sale or purchase. In addition, certain nonhydrological performance metrics were assumed at the beginning of the contract and monthly differences in these metrics will be trued up and payment made by either SENA or Grant PUD. Grant PUD has not experienced significant monthly true-up payments under the agreement. The amount of monthly payments over the term could vary based upon actual performance versus the estimates at the time the Pooling Agreement was executed.

Grant PUD is currently in negotiations with a counterparty to replace the current SENA Pooling Agreement. The terms of this new Agreement will be very similar to the current Agreement, whereas Grant will provide for the delivery of 33.3% of the capacity and associated energy of the Priest Rapids Project for a five-year period. In return, the counterparty will meet Grant PUD's firm power needs on an hourly basis. In addition, there will continue to be certain non-hydrological performance metrics assumed at the beginning of the contract and monthly differences in these metrics will be trued up and payment made by either the counterparty or the utility. Grant PUD does not expect to experience significant monthly true-up payments under this new Agreement. Grant PUD issued an indicative proposal for the remaining 20% of Grant PUD's retained share in April 2020 with bids due back in May 2020, which will commence bilateral negotiations. The remaining share will most likely end up in arrangements with terms similar to the current slice agreement Grant PUD has in place with Avangrid.

Management's Discussion and Analysis (Unaudited)
Years ended December 31, 2019 and 2018

Condensed Statements of Net Position	2019	2018	2017*
Assets			
Current	\$ 292,455	\$ 311,863	\$ 224,660
Utility plant, net	2,171,380	2,097,261	2,045,370
Noncurrent	322,789	287,558	398,402
Total assets	<u>2,786,624</u>	<u>2,696,682</u>	<u>2,668,432</u>
Total deferred outflows of resources	12,200	10,127	12,136
Total assets and deferred outflows of resources	<u>\$ 2,798,824</u>	<u>\$ 2,706,809</u>	<u>\$ 2,680,568</u>
Liabilities			
Current	\$ 201,050	\$ 138,751	\$ 154,217
Noncurrent	1,337,074	1,394,632	1,447,745
Total liabilities	<u>1,538,124</u>	<u>1,533,383</u>	<u>1,601,962</u>
Total deferred inflows of resources	14,702	13,693	8,725
Total liabilities and deferred inflows of resources	<u>1,552,826</u>	<u>1,547,076</u>	<u>1,610,687</u>
Net position			
Net investment in capital assets	868,132	749,689	761,891
Restricted	320,507	303,885	288,064
Unrestricted	57,359	106,159	19,926
Total net position	<u>1,245,998</u>	<u>1,159,733</u>	<u>1,069,881</u>
Total liabilities, deferred inflows of resources and net position	<u>\$ 2,798,824</u>	<u>\$ 2,706,809</u>	<u>\$ 2,680,568</u>
Condensed Statement of Revenues and Expenses and Changes in Net Position	2019	2018	2017
Operating revenues			
Retail energy sales	\$ 209,896	\$ 201,391	\$ 188,472
Wholesale revenues, net	69,381	67,186	54,753
Sales to power purchasers at cost	29,934	31,610	41,789
Other	11,963	11,083	8,895
Total operating revenues	<u>321,174</u>	<u>311,270</u>	<u>293,909</u>
Operating Expenses			
Depreciation and amortization	76,050	73,234	66,206
Other operating expenses	144,294	129,473	132,584
Total operating expenses	<u>220,344</u>	<u>202,707</u>	<u>198,790</u>
Net Operating Income	<u>100,830</u>	<u>108,563</u>	<u>95,119</u>
Other revenues (expenses)	(23,076)	(31,196)	(29,608)
Contributions in aid of construction	8,511	12,485	10,649
Change in net position	<u>\$ 86,265</u>	<u>\$ 89,852</u>	<u>\$ 76,160</u>
Total net position - beginning of year	<u>\$ 1,159,733</u>	<u>\$ 1,069,881</u>	<u>\$ 993,721</u>
Total net position - end of year	<u>\$ 1,245,998</u>	<u>\$ 1,159,733</u>	<u>\$ 1,069,881</u>

* Grant PUD's 2017 Statements of Net Position and Statements of Revenues and Expenses and Changes in Net Position were restated for the impacts of the required retroactive implementation of Governmental Accounting Standards Board (GASB) Statement No. 75 "Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions," which became effective for Grant PUD in 2018.

Management's Discussion and Analysis (Unaudited)
Years ended December 31, 2019 and 2018

FINANCIAL ANALYSIS

The following discussion provides comparative financial information for the years ended December 31, 2019, 2018, and 2017.

ASSETS AND DEFERRED OUTFLOWS

Total assets and deferred outflows have increased by \$92.0 million (3%) from 2018 to 2019 and \$26.2 million (1%) from 2017 to 2018. This is driven by the continued investments in the turbines and generators at Wanapum and Priest Rapids, and other capital improvements in both systems, which increases Utility plant, net. These investments align with Grant PUD's Strategic Plan objectives, which include reliably delivering power at long term low prices to customers.

Deferred outflows of resources related to pensions were \$6.4 million, \$5.8 million and \$6.6 million as of December 31, 2019, 2018 and 2017, respectively. Deferred outflows of resources related to pensions fluctuate due to Grant PUD recording its proportionate share of the increase or decrease in collective deferred outflows each year for the PERS plans as provided by the Department of Retirement Systems, partially offset by associated amortization.

LIABILITIES AND DEFERRED INFLOWS

Total liabilities and deferred inflows have increased by \$5.7 million (0.4%) from 2018 to 2019 and decreased by \$63.6 million (4%) from 2017 to 2018. The increase from 2018 to 2019 increase were driven by a \$11.2 million increase in trade accounting payable, a \$7.2 million decrease in Customer Deposits, and a \$26.3 million increase in noncurrent Licensing Obligations which was result of a prospective change in estimate. Grant PUD's annual payment for 2019, 2018, and 2017 were approximately \$2 million for each year. The decrease from 2017 to 2018 were driven primarily by a \$11.8 million decrease in trade accounts payable, and a decrease in the utility's pension obligations, which are driven by its proportionate share in the changes in the actuarial valuation of the Washington State Department of Retirement Services ("DRS") Public Employees' Retirement System ("PERS") collective net pension liability, which decreased \$7.9 million and \$13.7 million from 2018 to 2019 and 2017 to 2018, respectively. Grant PUD had approximately \$1.3 billion in bonded debt outstanding for each of the years ended December 31, 2019, 2018, and 2017, respectively.

Deferred inflows of resources related to pensions were \$14.5 million, \$13.7 million and \$8.7 million as of December 31, 2019, 2018, and 2017, respectively. The increases in deferred inflows partially offset the decrease in the utility's proportionate share in of the PERS net pension liability and are then amortized over future periods.

NET POSITION

Total net position was \$1.2 billion, \$1.2 billion, and \$1.1 billion as of December 31, 2019, 2018, and 2017, respectively. These increases have been driven by the positive changes in net position resulting from increased retail energy sales and stable net wholesale revenues, partially offset by increasing operating expenses. Refer to 'Statement of Revenues, Expenses and Changes in Net Position' section below for further analysis.

Management's Discussion and Analysis (Unaudited)
Years ended December 31, 2019 and 2018

STATEMENT OF REVENUES AND EXPENSES AND CHANGES IN NET POSITION

Operating Revenues: Total operating revenues increased by \$9.9 million (4%) from 2018 to 2019 and \$17.4 million (6%) from 2017 to 2018, which was the net result of several items discussed below:

Retail energy sales were \$209.9 million, \$201.4 million, and \$188.5 million in 2019, 2018 and 2017, respectively. These increases of 4% and 7% from 2019 to 2018 and 2018 to 2017, respectively, are primarily driven by continued load growth of the utility's largest commercial and industrial customers and moderate 2% average price increases for fiscal years 2018 and 2017 implemented by the Commission.

Wholesale revenues, net, were \$69.4 million, \$67.2 million and \$54.8 million in 2019, 2018 and 2017, respectively. These revenues are reflective of the individual ebbs and flows of the economy through power consumption, market forces on wholesale power prices, and generation or hydrology variability. The aforementioned Pooling Agreement and slice agreements hedge water and price risks for Grant PUD resulting in relatively stable revenue streams. Total net payments received by Grant PUD under the Pooling Agreement have been \$1.9 million, \$12.9 million, and \$12.8 million in 2019, 2018, and 2017, respectively. Additionally, market purchases are offset by financial proceeds Grant PUD receives according to the long-term power sales contracts associated with Grant PUD load that is above the reserve 63.3% physical share of the Priest Rapids Project. These proceeds totaled \$57.2 million, \$40.4 million and \$24.5 million in 2019, 2018 and 2017, respectively, which exceeded other power purchases of \$28.8 million, \$12.9 million and \$15.9 million for the same periods.

Sales to power purchasers at cost were \$29.4 million, \$31.6 million, and \$41.8 million in 2019, 2018 and 2017, respectively. These revenues are directly tied to power costs as defined in the long-term power sales contracts and the proportion of the power costs that the power purchasers are responsible for per the contracts. Total contractual power costs were \$166.8 million, \$167.0 million and \$167.2 million in 2019, 2018 and 2017, respectively. The percentage of these costs covered by power purchasers continued to decrease (17.7%, 18.9% and 25.0% in 2019, 2018 and 2017, respectively) which, drove the relative decrease in revenues versus total power costs.

Wholesale fiber optic network sales were \$9.4 million, \$8.3 million and \$6.9 million in 2019, 2018 and 2017, respectively. These increases of \$1.1 million (13%) from 2018 to 2019 and \$1.4 million (20%) from 2017 to 2018 are primarily driven by the substantially improved take rate (percentage of system subscribed versus unsubscribed), continued build out of the network and moderate price increases on a number of service offerings that were effective in 2018.

Operating Expenses: Total operating expenses increased by \$17.6 million (9%) from 2018 to 2019 and \$3.9 million (2%) from 2017 to 2018, which was the net result of several items discussed below:

Depreciation and amortization expense was \$76.0 million, \$73.2 million, and \$66.2 million in 2019, 2018 and 2017, respectively. These increases are consistent with the investment in utility plant, net and are affected by the timing of major units at the Priest Rapids Project being placed in service (one unit was commissioned in January 2018; another was commissioned in March 2019).

Other operating expenses were \$144.3 million, \$129.5 million, and \$132.6 million in 2019, 2018, and 2017, respectively. The increase of \$14.8 million (11%) from 2018 to 2019 was largely driven by the \$11.7 million (86%) increase in distribution expenses and \$6 million (20%) increase in generation expense. The decrease of \$3.1 million (2%) from 2017 to 2018 was largely due to the \$3.1 million non-recurring repair of the Wanapum apron spillway affecting 2017 and the amortization of deferred inflows and outflows related to Grant PUD's pension

Management's Discussion and Analysis (Unaudited)
Years ended December 31, 2019 and 2018

obligations (\$2.4 million), partially offset by a moderate overall increase in all other operating expenses (\$2.4 million).

Non-Operating Revenues and Expenses:

Total other non-operating expenses were \$23.1 million, \$31.2 million and \$29.6 million in 2019, 2018 and 2017, respectively. The \$8.1 million (26%) decrease from 2018 to 2019 and \$1.6 million (5%) increase from 2017 to 2018 were largely due to the unrealized gain/loss on investments; 2018 had a \$3.0 million loss and 2019 had a \$5.2 million gain. Interest expense (net federal rebates on revenue bonds) is the largest component of non-operating revenues and expenses and remained relatively flat at \$48.8 million, \$46.2 million and \$46.4 million in 2019, 2018, and 2017, respectively.

Contributions in aid of construction ("CIACs") revenues were \$8.5 million, \$12.5 million, and \$10.6 million in 2019, 2018, and 2017, respectively. These revenues are earned as Grant PUD completes infrastructure requests funded by customers. Variability in numbers correlate with any planned or ongoing capital projects.

CONTACTING GRANT PUD'S FINANCIAL MANAGEMENT

This report is designed to provide Grant PUD's customers, bondholders, creditors, and other interested parties with a general overview of Grant PUD's finances. For questions regarding this report or additional information, please contact Grant PUD's Chief Financial Officer, Jeff Bishop, at jbishop@gcpud.org, or at the Public Utility District No. 2 of Grant County, P.O. Box 878, Ephrata, Washington 98823.

Statements of Net Position

December 31, 2019 and 2018
(amounts in thousands)

ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	2019	2018
CURRENT ASSETS		
Cash	\$ 42	\$ 2,823
Investments	103,499	131,675
Restricted funds		
Cash	1,108	921
Investments	142,731	125,860
Customer accounts receivable, net	25,851	29,849
Materials and supplies	17,438	17,956
Due from power purchasers	-	1,195
Other current assets	1,786	1,584
Total current assets	292,455	311,863
NONCURRENT ASSETS		
Investments	13,087	21,538
Restricted funds		
Cash	505	144
Investments	304,505	259,093
Conservation loans	397	365
Demand-side management	211	413
Preliminary survey costs	4,084	6,005
Total noncurrent assets	322,789	287,558
Utility plant, net	2,171,380	2,097,261
Total noncurrent assets	2,494,169	2,384,819
TOTAL ASSETS	2,786,624	2,696,682
DEFERRED OUTFLOWS OF RESOURCES		
Deferred outflows of resources - pensions	6,409	5,753
Deferred outflows of resources - OPEB	2,291	-
Deferred outflows of resources - losses on refundings	3,500	4,374
Total deferred outflows	12,200	10,127
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 2,798,824	\$ 2,706,809

The accompanying notes are an integral part of these financial statements.

Statements of Net Position

December 31, 2019 and 2018
(amounts in thousands)

LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET POSITION	2019	2018
CURRENT LIABILITIES		
Accounts payable		
Trade	\$ 33,936	\$ 22,746
Wages payable	14,591	12,742
Due to Power purchasers	1,703	-
Accrued taxes	7,513	7,432
Customer deposits	6,553	13,831
Accrued bond interest	28,745	29,470
Unearned revenue	9,537	4,982
Habitat liability	15,508	15,985
Other current liabilities	40	40
Current portion of licensing obligations	2,344	2,283
Current portion of long-term debt	80,580	29,240
	<u>201,050</u>	<u>138,751</u>
NONCURRENT LIABILITIES		
Long-term debt, less current portion	1,221,069	1,306,064
Licensing obligations, less current portion	73,072	46,748
Net pension liability	24,837	32,686
Other postemployment benefits	9,705	6,977
Long-term unearned revenue	8,391	2,157
	<u>1,337,074</u>	<u>1,394,632</u>
	<u>1,538,124</u>	<u>1,533,383</u>
DEFERRED INFLOWS OF RESOURCES		
Deferred inflows of resources - pensions	14,702	13,693
	<u>1,552,826</u>	<u>1,547,076</u>
NET POSITION		
Net investment in capital assets	868,132	749,689
Restricted	320,507	303,885
Unrestricted	57,359	106,159
	<u>1,245,998</u>	<u>1,159,733</u>
	<u>1,245,998</u>	<u>1,159,733</u>
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION	<u>\$ 2,798,824</u>	<u>\$ 2,706,809</u>

The accompanying notes are an integral part of these financial statements.

Statements of Revenues and Expenses and Changes in Net Position

Years Ended December 31, 2019 and 2018
(amounts in thousands)

	2019	2018
OPERATING REVENUES		
Sales to power purchasers at cost	\$ 29,934	\$ 31,610
Retail energy sales		
Residential	46,844	43,160
Irrigation	24,927	25,785
Commercial and industrial	135,432	130,390
Governmental and others	2,693	2,056
Wholesale revenues, net	69,381	67,186
Wholesale fiber optic network sales	9,431	8,260
Other	2,532	2,823
	<u>321,174</u>	<u>311,270</u>
OPERATING EXPENSES		
Generation	37,031	31,073
Transmission	6,496	6,679
Distribution	25,245	13,561
Customer and information services	4,326	5,766
Wholesale fiber optic network operations	2,723	2,265
Administrative and general	35,287	33,383
License compliance and related agreements	15,300	19,945
Depreciation and amortization	76,050	73,234
Taxes	17,886	16,801
	<u>220,344</u>	<u>202,707</u>
	<u>100,830</u>	<u>108,563</u>
NET OPERATING INCOME		
OTHER REVENUES (EXPENSES)		
Interest and other income	22,324	11,391
Interest on revenue bonds and other, net	(59,344)	(56,780)
Federal rebates on revenue bonds	10,545	10,552
Amortization of debt discount/premium	3,540	3,641
Cost of debt issuance	(141)	-
	<u>(23,076)</u>	<u>(31,196)</u>
	<u>8,511</u>	<u>12,485</u>
CONTRIBUTIONS IN AID OF CONSTRUCTION		
	<u>86,265</u>	<u>89,852</u>
CHANGE IN NET POSITION		
NET POSITION		
Beginning of year	<u>1,159,733</u>	<u>1,069,881</u>
Total net position - end of year	<u><u>\$ 1,245,998</u></u>	<u><u>\$ 1,159,733</u></u>

The accompanying notes are an integral part of these financial statements.

Statements of Cash Flows

Years Ended December 31, 2019 and 2018
(amounts in thousands)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from retail energy sales	\$ 213,998	\$ 198,460
Cash received from sales to power purchasers at cost	32,831	31,369
Cash received from wholesale revenues	98,391	78,889
Other cash receipts	14,873	13,279
Cash paid for customer deposits	(7,279)	(1,070)
Cash paid for purchase of power	(28,823)	(11,439)
Cash paid to contractors, suppliers, and employees	(127,796)	(118,956)
Taxes paid	(17,804)	(16,384)
	<u>178,391</u>	<u>174,148</u>
Net cash provided by operating activities		
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Principal paid on revenue bonds	(29,240)	(31,635)
Interest paid on revenue bonds	(60,069)	(55,503)
Federal interest rebates	10,545	10,552
Bond proceeds	50,000	-
Payment on refunded debt	(50,000)	-
Bond issuance cost	(141)	-
Cash received from contributions in aid of construction	18,633	4,070
Licensing obligation payments	(2,283)	(2,313)
Acquisition and construction of plant assets	(111,763)	(138,627)
Proceeds on sale of plant assets	294	520
Proceeds from insurance on capital assets	-	1,009
	<u>(174,024)</u>	<u>(211,927)</u>
Net cash used in capital and related financing activities		
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investment securities	(534,534)	(488,923)
Sale of investment securities	466,231	516,188
Investment income proceeds	14,203	12,277
Net repurchase agreements	47,500	(50,100)
	<u>(6,600)</u>	<u>(10,558)</u>
Net cash used in investing activities		
NET DECREASE IN CASH	\$ (2,233)	\$ (48,337)
CASH AT BEGINNING OF YEAR	3,888	52,225
CASH AT END OF YEAR	\$ 1,655	\$ 3,888

The accompanying notes are an integral part of these financial statements.

Statements of Cash Flows

Years Ended December 31, 2019 and
2018 (amounts in thousands)

	2019	2018
Reconciliation of operating gain to net cash used for operating activities:		
Net operating income	\$ 100,830	\$ 108,563
Adjustments to reconcile net operating income to net cash provided by (used in) operating activities:		
Depreciation and amortization	76,050	73,234
Accretion expense	60	2,605
Miscellaneous income	2,774	2,049
Earned revenue on long-term contracts	416	(107)
Provision for uncollectible accounts	376	24
Cash provided by (used in) changes in operating assets:		
Customer accounts receivable	3,873	(4,052)
Materials and supplies	518	(113)
Conservation loan	(31)	94
Other current assets	(202)	135
Deferred outflows - pension	(656)	828
Deferred outflows - other postemployment benefit	(2,291)	-
Cash provided by (used in) changes in operating liabilities:		
Habitat funds	(596)	972
Trade and wages payables	5,681	(636)
Customer deposits	(7,279)	(1,069)
Accrued taxes	82	406
Net pension liability	(7,849)	(13,684)
Other postemployment benefits liability	2,729	171
Deferred inflows - pensions	1,009	4,968
Receivable from (payable to) power purchasers, net	2,897	(241)
	<u>2,897</u>	<u>(241)</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 178,391</u>	<u>\$ 174,147</u>
Non-cash Investing, Capital and Related Financing Activities		
Changes in construction costs included in accounts payable	\$ 7,971	\$ (10,238)
Amortization of debt related costs, net	3,539	2,195
Changes in unrealized gain/(loss) on investments	5,257	2,983
Gain(loss) on retirements, net	565	-
Change in licensing obligation	28,607	2,794

The accompanying notes are an integral part of these financial statements.

1. SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

REPORTING ENTITY AND OPERATIONS OF GRANT PUD

Public Utility District No. 2 of Grant County, Washington (the “Grant PUD” or “the utility”) is a municipal corporation of the state of Washington established in 1938 to serve the people of Grant County. Grant PUD comprises two operating systems: the Electric System and the Priest Rapids Project. Grant PUD is governed by an elected five-member Board of Commissioners (Commissioners). The Commissioners’ responsibilities are to appoint the General Manager, approve budgets for Grant PUD’s systems, and adopt regulations and set policies and guiding financial and operating principles for the operations included in these financial statements.

The Electric System is made up of Grant PUD’s electric transmission and distributions system and a fiber-optic telecommunication system. The Priest Rapids Project is composed of Grant PUD’s Wanapum Dam and the Priest Rapids Dam. The Priest Rapids Project is operated under Federal Energy Regulatory Commission (“FERC”) License, Project No. 2114. Grant PUD also maintains a Service System to provide administrative services to the operating systems. Internal transactions, which consist of intersystem loans and intercompany transactions between Grant PUD’s reporting segments and the Service System, have been eliminated in the accompanying financial statements in accordance with accounting principles generally accepted in the United States of America. Grant PUD is required by its financing arrangements to maintain separate accounts and to report separately on each operating system (see Note 13).

SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Accounting Standards – Grant PUD maintains its accounts in accordance with accounting principles generally accepted in the United States of America for proprietary funds as prescribed by the Governmental Accounting Standards Board (“GASB”). Grant PUD’s accounting records generally follow the Uniform System of Accounts for public utilities and licensees prescribed by FERC. Grant PUD’s accounting records are further maintained in accordance with method prescribed by the State Auditor under authority of Chapter 43.09.

Grant PUD’s financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned, and expenses are recorded when incurred. Revenues and costs that are directly related to the generation, purchase, transmission, and distribution of electricity or fiber are reported as operating revenue and expenses. All other revenues and expenses are reported as non-operating revenues and expenses.

The accompanying financial statements are those of Grant PUD, which generates, transmits, and distributes electric energy and wholesale fiber optic network services within Grant County, Washington.

The significant accounting and financial policies followed by Grant PUD are outlined below.

Sales to power purchasers at costs – Sales to power purchasers at cost are revenues associated with power sales from the Priest Rapids Project under the long term Power Sales Contracts described in Note 6 and are recorded on a cost-based formula specified in the contracts which include operation and maintenance costs, 115% of debt service, and adjustments related to other factors. Depreciation, amortization, charges paid by the Renewal, Replacement and Contingency Fund, and Construction Funds are not considered costs of producing and delivering power for this purpose.

Retail Sales – Grant PUD recognizes revenues associated with its retail customers when the power is delivered, which includes an estimate of revenue earned but not billed to customers as of year-end.

Notes to the Financial Statements (cont.)

Wholesale - Wholesale revenues, net are recognized when contractual obligations are met or ratably over the contract term (capacity payments) and presented gross except for the SENA Pooling Agreement.

Under the Pooling Agreement, SENA has rights to the actual output of a portion of the Priest Rapids Project, which will vary with water conditions, and will provide firm power to meet Grant PUD's load forecast regardless of the actual output of the Priest Rapids Project. Over the life of the agreement, the majority of these values will be offsetting and exchanged without cash payment; there will, however, be monthly payments owed by either SENA or Grant PUD due to the seasonal differences between capacity and energy amounts and loads. In addition, certain nonhydrological performance metrics were assumed at the beginning of the contract and monthly differences in these metrics will be trueed up and payment made by either SENA or Grant PUD. Grant PUD has not experienced any significant monthly true-up payments. The amount of monthly payments over the term could vary based upon actual performance versus the estimates at the time the Pooling Agreement was executed. All activities under the SENA pooling agreement are presented net in the Wholesale revenues, net line item on the Statements of Revenues and Expenses and Changes in Net Position.

Cash – Grant PUD only classifies amounts held in demand deposit accounts as cash.

Deposits and Investments – Deposits and Investments of Grant PUD are stated at fair value (refer to Note 2 for additional details), except for investments in the Washington State Local Government Investment Pool (LGIP) which are reported at amortized cost.

Realized and unrealized gains and losses on investments are included in interest and other income on the Statements of Revenues and Expenses and Change in Net Position.

Short-term investments are defined as investments with a maturity of less than one year. The purchase and maturity of investment instruments are reported on a gross basis in the Statements of Cash Flows, with the exception of repurchase agreements, which are reported on a net basis.

Investments are made in accordance with allowable investments established by state statutes. Authorized investments include: 1) Bonds of the state of Washington and any local government in the state of Washington; 2) General obligation bonds of a state or local government of a state, which bonds have at the time of investment one of the three highest credit ratings of a nationally recognized rating agency; 3) Registered warrants of a local government in the same county as the government making the investment (subject to compliance requirements); 4) Obligations of the U.S. Government and its agencies; 5) Federal home loan and federal land bank bonds and federal national mortgage association obligations whose obligations are or may become eligible as collateral for advances to member banks as determined by the board of governors of the federal reserve system; 6) Banker acceptances purchased on the secondary market; 7) Commercial paper and Corporate notes purchased in the secondary market, provided that the investments are to adhere to the investment policies and procedures adopted by the state investment board; and 8) the Washington State Treasurer's Local Government Investment Pool ("LGIP" or "State Investment Pool").

Materials and Supplies – Materials and supplies consist of hydroelectric generation, transmission, and distribution assets as well as fiber optic cable and fiber-related supplies. All inventory amounts are recorded at average cost and include overheads.

Allowance for Uncollectible Accounts – Management reviews accounts receivable on a regular basis to determine if any receivables will potentially be uncollectible. The allowance for uncollectible accounts includes amounts due from specific customers for which collection is in question. Such estimates are developed based on

Notes to the Financial Statements (cont.)

historical experience. For 2019 and 2018, the allowance for uncollectible accounts was approximately \$0.6 million and \$0.2 million, respectively.

Contributions in Aid of Construction – A portion of Grant PUD’s utility plant is financed through contributions from customers in accordance with the Customer Service Policy. Additionally, a portion of utility plant may be financed through contributions from other sources, such as other governmental organizations or Fiber Optic Network Customers. Grant PUD recognizes capital contributions from these sources as non-operating revenue at the point at which it becomes nonrefundable. Grant PUD recognized \$8.5 million and \$12.5 million of Contributions in Aid of Construction for the years ended December 31, 2019 and 2018, respectively.

Utility Plant – Utility plant assets are recorded at cost including an allocation of internal payroll and other administrative and general costs associated with construction of the assets. Depreciation is determined by the straight-line method over the estimated life of the asset. Meters and transformers begin depreciating when received regardless of in-service date. Grant PUD’s asset lives used for computing depreciation range from five to 100 years, with an average rate of 2.49% and 2.46% for 2019 and 2018, respectively. Depreciation is calculated using the following estimated useful lives:

Generation	5 to 100
Transmission and Distribution	5 to 65
General	5 to 55
Fiber	10 to 30

When Grant PUD retires portions of its Utility Plant, retirements are recorded against Accumulated Depreciation and the retired portion of Utility Plant is removed from the Plant in Service. When utility plant assets are retired, their original cost, together with removal costs, less salvage, are charged to accumulated depreciation. The costs of maintenance and repairs are charged to operations as incurred. Renewals, replacements, and betterments are capitalized per Grant PUD’s Asset Capitalization Policy. The Policy requires assets to have a minimum useful life of five years and minimum cost of \$10,000, except for permanent additions to transmission and distribution or wholesale fiber plant, which only require a useful life greater than one year. Grant PUD assesses its assets for obsolescence and possible impairment on a periodic basis. Once an asset has been identified as impaired due to a significant and unexpected decline in usable capacity, it is written down to reflect its current service utility and the associated impairment loss is charged either to operations or an extraordinary item depending on its nature.

Preliminary Survey Costs – Certain preliminary costs are capitalized in accordance with FERC accounting guidance, which allows the capitalization of preliminary surveys, plans, designs, investigations, etc., incurred for the purpose of determining the feasibility of utility projects under contemplation. If construction results, these costs are transferred to construction work in progress. A project that is unfeasible or abandoned is expensed in the current period.

Demand-Side Management (“DSM”) Programs – Grant PUD’s expenditures for regional conservation programs and other DSM programs which benefit future periods by reducing energy supply requirements have historically been capitalized and amortized over the expected useful lives of the programs. During 2009, Grant PUD began expensing DSM costs as Customer information and services expense. The balances accumulated prior to the change in accounting are being amortized over the original useful lives of the programs.

Due from/to Power Purchasers – This balance represents the difference between estimated power costs collected by the Priest Rapids Project from power purchasers versus actual power costs, which will be paid to or collected from the power purchasers in the following year.

Notes to the Financial Statements (cont.)

Debt Discounts, Premiums, and Issuance Costs – Debt discounts and premiums relating to the sale of bonds are amortized over the lives of the related bonds using the constant yield method. Debt issuance costs are recognized in the period incurred for issuances that occurred after 2013. For issuances that occurred prior to 2013, debt issuance costs are being amortized over the life of the related debt.

Refunding of Debt – The gain or loss on refunding of debt is recognized as a deferred inflow or outflow of resources and amortized over the remaining life of the refunded or newly issued bond(s), whichever is shorter. If debt is extinguished using Grant PUD’s existing resources, any resulting gain or loss is recognized during the current period.

Unearned Revenue – Contributions in aid of construction that are refundable are recorded as short-term or long-term unearned revenue depending on when construction associated with the contribution(s) is expected to be complete. Additionally, Grant PUD has two long-term exchange contracts under which Grant PUD received collective prepayments of \$2.0 million that are being amortized into revenue on a straight-line basis over the life of these agreements.

Revenue Taxes – Utility revenue-based taxes assessed by governmental entities are accounted for as a separate cost collected from customers for remittance to those governmental entities. Therefore, revenue taxes paid to the taxing authorities are accounted for as an operating expense on the Statements of Revenues and Expenses and Changes in Net Position. Taxes collected from customers on behalf of other governmental entities are included in Retail energy sales in the Statements of Revenues and Expenses and Changes in Net Position.

Net Position – Grant PUD classifies net position into three components: Net investment in capital assets, Restricted, and Unrestricted. These classifications are defined as follows:

- *Net investment in capital assets* – This component of net position consists of capital assets, net of accumulated depreciation reduced by the outstanding debt balances, net of unamortized debt expenses, and related unspent project and debt service funds.
- *Restricted* – This component of net position consists of assets with constraints placed on their use. Constraints include those imposed by debt trust indentures, grants or laws and regulations of other governments, or by law through constitutional provisions or enabling legislation.
- *Unrestricted* – This component of net position consists of net assets and liabilities that do not meet the definition of “restricted” or “net investment in capital assets.”

When Grant PUD restricts or designates funds for a specific purpose, and restricted and designated and unrestricted resources are available for use, it is Grant PUD’s policy to use restricted and designated first, then unrestricted resources as they are needed.

Restricted Bond Funds – Grant PUD has established separate sinking fund accounts in accordance with certain bond issuances and related agreements. The assets in these funds are restricted for specific uses, including debt service and other reserve requirements.

Significant Risk and Uncertainties – Grant PUD is subject to certain business risks that could have a material impact on future operations and financial performance. These risks include weather and natural-disaster-related disruptions, collective bargaining labor disputes, fish and other Endangered Species Act (“ESA”) issues, Environmental Protection Agency regulations, federal government regulations or orders concerning the operation, maintenance and/or licensing of hydroelectric facilities, and the changes to the regulatory environment of the electrical utility industry.

Notes to the Financial Statements (cont.)

Grant PUD carries excess liability coverage with an annual aggregate limit of \$60 million with a self-insured retention of \$2 million per occurrence. It carries underlying liability policies for specific loss types such as foreign travel and non-owned aviation liability to protect Grant PUD from losses associated with these risks. Grant PUD has established an insurance reserve fund at a minimum balance of \$1 million and a maximum of \$1.5 million to cover the self-insured portion of liability losses. The insurance reserve fund had a balance of \$1.1 million at December 31, 2019 and 2018. Grant PUD also maintains property insurance coverage with an aggregate limit of \$200 million, protecting against significant losses at the Priest Rapids Project, the Electric System, and all of the various Grant PUD real properties, with deductibles up to \$2.5 million per loss, and subject to policy terms and conditions.

Energy Risk Management – Grant PUD’s power marketing activities are confined to balancing Grant PUD loads and resources and optimizing the value of the Priest Rapids Project with the goal of maximizing the benefit for Electric System retail customers. Power is purchased only to meet Electric System projected loads. The primary purpose of trading at the District is to mitigate power portfolio risk and to stabilize power portfolio cost and revenue. Power surplus to the Electric System’s needs is resold in a manner that seeks to average market prices. The Risk Oversight Committee consists of senior management in the areas of wholesale energy marketing, financial management, and risk management, and meets regularly to monitor marketing activities, corporate position, policies, and risk. The Energy Risk Oversight Committee has developed and maintained an Energy Risk Management and Reporting Policy which has been adopted by the Commission. The policy outlines the parameters for transactions, trader and counterparty exposure, and establishes review protocols and reporting frequency for all power supply management activities. Grant PUD believes its adherence to a periodic review of these policies and its controls to assure they are pertinent and being followed limit the risk of substantial financial loss resulting from Grant PUD’s power supply management activities.

Personal Leave Benefit – Employees of Grant PUD accrue a personal leave benefit at rates dependent on year of service. Personal leave may be used for vacation, sick leave, or other employee absences. Unused personal leave may be accumulated up to a maximum of 1,200 hours for employees who began service prior to April 1, 2011. For employees hired on or after April 1, 2011, the maximum amount of accrued personal leave is 700 hours. Accrued liability for personal leave was \$9.9 million and \$9.1 million at December 31, 2019 and 2018, respectively. These liabilities are presented as part of Wages payable. Additions to and deductions from accrued personal leave was \$7.6 million and \$7.2 million for 2019, and \$8.0 million and \$7.2 million for 2018.

Use of Estimates – The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Grant PUD has used significant estimates in determination of unbilled revenue, licensing obligations, allowance for uncollectible accounts, net pension and other postemployment benefits/liabilities, and depreciable lives of utility plant.

Pensions – For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of all state sponsored pension plans and additions to/deductions from those plans’ fiduciary net position have been determined on the same basis as they are reported by the Washington State Department of Retirement Systems. Accordingly, the balances are generally reported as of June 30 instead of December 31 because the DRS’ fiscal year ends on June 30 of each year. Benefit payments (including refunds of employee contributions) are

Notes to the Financial Statements (cont.)

recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value at the state level.

Deferred Outflows/Inflows of Resources – Deferred outflows of resources represent a consumption of net position that applies to future periods and will not be recognized as an outflow of resources (expense) until that time. Deferred outflows of resources consist of losses on refunding of debt, contributions to pension plans subsequent to the June 30 measurement date, Grant PUD’s proportionate share of deferred outflows related to those plans, and effects of economic/demographic gains or losses and assumption changes or inputs. Pension plan contributions subsequent to the measurement date are recognized as a reduction of the net pension liability in the following year. Deferred outflows of resources for the net difference between projected and actual earnings on plan investments are amortized over a closed five-year period. The remaining deferred outflows of resources related to pensions are amortized over the average expected service lives of all employees provided with pensions through each plan.

Deferred inflows of resources represent an acquisition of net position that applies to future periods and will not be recognized as an inflow of resources (revenue) until that time. Deferred inflows of resources consist of Grant PUD’s proportionate share of deferred inflows related to pension plans. Deferred inflows of resources for the net difference between projected and actual earnings on plan investments are amortized over a closed five-year period. The remaining deferred inflows of resources related to pensions are amortized over the average expected service lives of all employees provided with pensions through each plan.

Reclassifications – Certain classifications have been made to the 2018 financial statements to conform to the 2019 presentation.

ACCOUNTING CHANGES

In March and May 2017, GASB issued Statement No. 85, “*Omnibus 2017*” and Statement No. 86, “*Certain Debt Extinguishments Issues*.” Statement No. 85 addresses a variety of practice issues, and the primary objective of Statement No. 86 is to improve consistency in accounting and financial reporting for in-substance defeasance of debt by providing guidance for transactions in which cash and other monetary assets acquired with only existing resources—resources other than the proceeds of refunding debt—are placed in an irrevocable trust for the sole purpose of extinguishing debt. This Statement also improves accounting and financial reporting for prepaid insurance on debt that is extinguished and notes to financial statements for debt that is defeased in substance. Implementation of these Statements did not have a material impact to Grant PUD’s financial statements.

In April 2018, GASB issued Statement No. 88, “*Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*.” The primary objective of this Statement is to improve the information that is disclosed in notes to the government financial statements related to debt including direct borrowing and direct placements. It also clarifies which liabilities governments should include when disclosing information related to debt. This Statement was early adopted during fiscal year 2019 and has been implemented throughout the debt disclosures.

In June 2018, GASB issued Statement No. 89, “*Accounting for Interest Cost Incurred before the End of a Construction Period*.” The objective of this Statement is (1) to enhance the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and (2) to simplify accounting for interest cost incurred before the end a construction period. This Statements is effective for Grant PUD in fiscal year 2020. Grant PUD early adopted this pronouncement prospectively for fiscal year 2019 resulting in discontinuation of the capitalized interest process.

Notes to the Financial Statements (cont.)

In May 2020, GASB issued Statement No. 95, *“Postponement of the Effective Dates of Certain Authoritative Guidance”*. The objective of this Statement is to provide temporary relief from certain new accounting and financial reporting requirements to governments in light of the COVID-19 pandemic. With the statement being effective immediately, Grant PUD has adopted this pronouncement for fiscal year 2019 resulting in postponement of implementing GASB Statement No. 83, *“Certain Asset Retirement Obligations”*, and GASB Statement No. 84, *“Fiduciary Activities”*. Other Statements impacted by this Statement were either early adopted by Grant PUD, as noted above, or are not effective for fiscal year end 2019. Grant PUD will continue to evaluate the financial statement impact of adopting this Statement.

ACCOUNTING STANDARDS IMPACTING THE FUTURE

In November 2016, GASB issued Statement No. 83, *“Certain Asset Retirement Obligations.”* This Statement addresses the accounting and financial reporting for certain asset retirement obligations (AROs). In response to the issuance of GASB Statement No. 95, Grant PUD has postponed the implementation of GASB Statement No. 83 for fiscal year 2019. The requirements of Statement No. 83 are now effective for reporting periods beginning after June 15, 2019. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

In January 2017, GASB issued Statement No. 84, *“Fiduciary Activities.”* The objective of this Statement is to improve guidance regarding the identification of fiduciary activities for financial and reporting purposes and how the activities should be reported. Grant PUD adopted GASB Statement No. 95, which has postponed the implementation of GASB Statement No. 84 for fiscal year 2019. The requirements of Statement No. 84 are now effective for reporting periods beginning after December 15, 2019. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

In June 2018, GASB issued Statement No. 87, *“Leases.”* The objective of this Statement is to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. This statement increases the usefulness of governments’ financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments’ leasing activities. The requirements of Statement No. 87 are effective for reporting periods beginning after June 15, 2021. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

In August 2019, GASB issued Statement No. 90, *“Majority Equity Interests.”* The primary objectives of this Statement are to improve the consistency and comparability of reporting a government’s majority equity interest in a legally separate organization and to improve the relevance of financial statement information for certain component units. This Statement establishes that ownership of a majority equity interest in a legally separate organization results in the government being financially accountable for the legally separate organization and, therefore, the government should report that organization as a component unit. The requirements of Statement No. 90 are effective for reporting periods beginning after December 15, 2019. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

In May 2019, GASB issued Statement No. 91, *“Conduit Debt Obligations”*. The primary objectives of this Statement are to provide a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangement associated with conduit debt obligations,

Notes to the Financial Statements (cont.)

and (3) related note disclosures. The requirements of Statement No. 91 are effective for reporting periods beginning after December 15, 2021. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

In January 2020, GASB issued Statement No. 92, *"Omnibus 2020"*. The primary objectives of this Statement are to enhance comparability in accounting and financial reporting and to improve the consistency of authoritative literature by addressing practice issues for eight recent pronouncements, including GASB 87, *"Leases"*, GASB 84, *"Fiduciary Activities"*, and GASB 83, *"Asset Retirement Obligations"*. The requirements of Statement 92 are effective for reporting periods beginning after June 15, 2021. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

In March 2020, GASB issued Statement No. 93, *"Replacement of Interbank Offered Rates."* The primary objective of this Statement is to establish accounting and reporting requirements related to the replacement of Interbank Offered Rates such as the London Interbank Offered Rate (LIBOR) for hedging derivatives instruments. As a result of global reference rate reform, LIBOR is expected to cease to exist in its current form after December 31, 2021. The requirements of Statement 93 are effective for reporting periods ending after December 31, 2021. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

In March 2020 GASB issued Statement No. 94, *"Public-Private and Public-Public Partnerships and Availability Payment Arrangements."* The primary objective of this Statement is to improve financial reporting by addressing issues related to public-private and public-public partnership arrangements (PPP). A PPP is an arrangement in which a government (the transferor) contracts with an operator (a governmental or nongovernmental entity) to provide public services by conveying control of the right to operate or use a nonfinancial assets, such as infrastructure or other capital asset for a period of time in an exchange or exchange-like transaction. The Statement also provides guidance for accounting and financial reporting for availability payment arrangements (APAs), which are arrangements in which a government compensates an operator for services that may include designing, constructing, financing, maintaining, or operating an underlying nonfinancial asset for a period of time in an exchange or exchange-like transaction. The requirements of Statement 94 are effective for reporting periods beginning after June 15, 2022. Grant PUD is currently evaluating the financial statement impact of adopting this Statement.

Notes to the Financial Statements (cont.)

2. CASH AND INVESTMENTS

Grant PUD's cash deposits at December 31, 2019 and 2018, were either covered by federal depository insurance or protected against loss by being on deposit with financial institutions recognized as qualified public depositories of the state of Washington under the Revised Code of Washington ("RCW") Chapter 39. Subject to specific bond resolution limitations, management is permitted to invest as provided under the laws of the state of Washington.

Unspent cash, and associated investments, received in connection with bond offerings are maintained in funds as required by Grant PUD's bond indentures. Restricted assets represent funds that are restricted by bond covenants or third-party contractual agreements. Funds that are allocated by Commission resolution are considered to be restricted assets. However, their use may be redirected at any time with Commission approval. Additionally, the Electric System Reserve and Contingency Fund's board resolution explicitly includes the ability to transfer rate stabilization resources out of the fund to be available for debt service coverage in any given year, if required. No rate stabilization transfers in or out of the fund occurred in 2019 or 2018.

As of December 31, 2019, and 2018, Grant PUD's unrestricted and restricted assets included on the Statement of Net Position as Cash and Investments, including accrued interest, consisted of the following:

(amounts in thousands)	2019	2018
Unrestricted assets:		
Revenue and Service System funds	\$ 116,630	\$ 156,036
Total unrestricted assets	<u>116,630</u>	<u>156,036</u>
Restricted assets:		
Electric System Reserve and Contingency fund	128,837	124,201
Self-Insurance Reserve fund	<u>1,128</u>	<u>1,084</u>
Total board designated assets	<u>129,965</u>	<u>125,285</u>
Construction funds	71,740	27,423
Bond Sinking funds	160,481	149,449
Debt Service Reserve funds	58,321	55,636
Renewal, Replacement and Contingency fund	12,453	12,000
Habitat funds	<u>15,887</u>	<u>16,225</u>
Total restricted assets	<u>448,847</u>	<u>386,018</u>
Total cash and investments	<u>\$ 565,477</u>	<u>\$ 542,054</u>

Notes to the Financial Statements (cont.)

Interest Rate Risk – Grant PUD’s investment policy and investment oversight committee governs and monitors investment position limitations as a means of managing its exposure to fair value losses arising from increasing interest rates and to ensure compliance with state law. To further mitigate risk of selling investments early to meet unexpected cash flow needs, a minimum of 20% of the total portfolio will consist of investments maturing within one year. To the extent possible, Grant PUD matches its investments with anticipated cash flow requirements such as operating, construction, habitat, and current-year debt service. Other funds such as reserves and long-term sinking funds are invested within targeted effective duration parameters as determined by the investment oversight committee. With the exception of reserve and long-term sinking funds, Grant PUD will not invest in securities with an effective duration of more than six years from the date of purchase unless authorized by the investment oversight committee for specific transactions. Callable investments are assumed to be held to final maturity.

Below are Grant PUD’s investment maturities as of December 31, 2019 and 2018:

(amounts in thousands)	Total 2019				
	Total	Investment Maturities (in Years)			
	Total	Less Than 1	1-5	6-10	More Than 10
U.S. Treasuries	\$ 55,478	\$ 46,922	\$ 8,556	\$ -	\$ -
Municipal Bonds	189,334	32,119	48,335	40,388	68,492
U.S. Agencies Bonds	49,380	14,919	23,078	9,344	2,039
Repurchase Agreements	23,500	23,500	-	-	-
Commercial Paper	5,984	5,984	-	-	-
Supranational Institutions	23,662	18,135	5,527	-	-
Corporate Notes	30,092	13,810	16,282	-	-
State Investment Pool	183,245	183,245	-	-	-
Total	\$ 560,675	\$ 338,634	\$ 101,778	\$ 49,732	\$ 70,531

(amounts in thousands)	Total 2018				
	Total	Investment Maturities (in Years)			
	Total	Less Than 1	1-5	6-10	More Than 10
U.S. Treasuries	\$ 96,596	\$ 75,903	\$ 20,693	\$ -	\$ -
Municipal Bonds	189,864	6,297	40,799	63,187	79,581
U.S. Agencies Bonds	49,243	7,861	21,888	18,730	764
Repurchase Agreements	71,000	71,000	-	-	-
Commercial Paper	38,731	38,731	-	-	-
Supranational Institutions	46,223	46,223	-	-	-
Corporate Notes	27,922	14,806	13,116	-	-
State Investment Pool	15,037	15,037	-	-	-
Total	\$ 534,616	\$ 275,858	\$ 96,496	\$ 81,917	\$ 80,345

Notes to the Financial Statements (cont.)

Credit Risk – Grant PUD’s investment policy complies with state law and specifies minimal credit rating acceptability criteria of potential investment issuers. Pursuant to the investment policy, the minimum credit rating requirement at the time of investment purchase is one of the three highest credit ratings of a nationally recognized rating agency. Additionally, state law limits investments in commercial paper and corporate notes to adhere to the investment policies and procedures adopted by the state investment board, which requires commercial paper to be rated with the highest short-term credit rating category of any two major Nationally Recognized Statistical Rating Organizations (NRSROs) at the time of purchase and corporate notes to be rated at least weak single-A or better by all of the major rating agencies that rate the note at the time of purchase.

As of December 31, 2019, and 2018, investments in debt securities had credit quality ratings as follows:

Investment Rating (S&P) Equivalent

(amounts in thousands)	Total 2019									
	Fair Value	AAA	AA+	AA	Long-term			Short-term		
					AA-	A+	A	A-	NR	A-1+
Municipal Bonds	\$ 189,335	\$ 47,828	\$ 48,513	\$ 49,198	\$ 37,275	\$ 4,934	\$ 1,018	-	\$ 569	\$ -
U.S. Agencies Bonds	49,380	-	48,378	-	-	-	-	-	-	1,002
Commercial Paper	5,984	-	-	-	-	-	-	-	-	5,984
Supranational Institutions	23,662	23,662	-	-	-	-	-	-	-	-
Corporate Notes	30,092	5,577	10,713	8,208	500	-	3,585	1,509	-	-
Total	\$ 298,453	\$ 77,067	\$ 107,604	\$ 57,406	\$ 37,775	\$ 4,934	\$ 4,603	\$ 1,509	\$ 569	\$ 6,986

	Total 2018									
	Fair Value	AAA	AA+	AA	Long-term			Short-term		
					AA-	A+	A	A-	NR	A-1+
Municipal Bonds	\$ 189,863	\$ 45,312	\$ 51,570	\$ 57,382	\$ 31,072	\$ 4,527	\$ -	\$ -	\$ -	\$ -
U.S. Agencies Bonds	49,242	1,214	48,028	-	-	-	-	-	-	-
Commercial Paper	38,731	4,966	2,997	4,905	9,899	5,508	10,456	-	-	-
Supranational Institutions	46,225	46,225	-	-	-	-	-	-	-	-
Corporate Notes	27,922	3,216	9,393	3,498	10,815	-	-	1,000	-	-
Total	\$ 351,983	\$ 100,933	\$ 111,988	\$ 65,784	\$ 51,786	\$ 10,035	\$ 10,456	\$ 1,000	\$ -	\$ -

Custodial Credit Risk – Grant PUD’s investment policy requires that securities purchased are held by a master custodian or other entity legally allowed to act as an independent third party on behalf of Grant PUD within that entity’s trust department.

Concentration of Credit Risk – Grant PUD’s investment policy states that with the exception of direct U.S. Government obligations, repurchase agreements collateralized by the same, and the state investment pool, no more than 50% of the total portfolio par value will be invested in government sponsored agencies, supranational institutions, or municipal bonds, and no more than 25% of the total portfolio par value will be invested in corporate bonds and commercial paper. Credit concentration of Grant PUD’s investment portfolio is actively monitored by the investment oversight committee as required by Grant PUD’s investment policy.

The investment oversight committee actively monitors portfolio composition and seeks to ensure prudent diversification is maintained. The following are the concentrations of risk greater than five percent in either year.

The credit ratings listed are from Standard and Poor’s Rating Services as of December 31, 2019.

Investments by Issuer	Credit Rating	2019	2018
U.S. Treasury	AAA	10%	18%

Notes to the Financial Statements (cont.)

Grant PUD's investments at December 31, 2019 and 2018, as identified on the Statements of Net Position, are shown below by investment type. All investments are either issued or registered in the name of Grant PUD or are held by Grant PUD or by Grant PUD's agent in Grant PUD's name, except for funds held in the Washington State Local Government Investment Pool which are not evidenced by securities. The difference between the totals shown in the previous table and table below is accrued interest of \$3.1 million and \$3.6 million for 2019 and 2018, respectively.

During 2019 and 2018, Grant PUD recognized \$13.8 million and \$12.3 million of interest income, respectively. The net increase (decrease) in the fair value of investments held at December 31, 2019 and 2018 was a \$5.2 million net gain, and was a \$3.0 million net loss, respectively.

Investments by type at December 31, 2019 and 2018, were as follows:

(amounts in thousands)	2019		2018	
U.S. Treasuries	\$ 55,478	10%	\$ 96,596	18%
Municipal Bonds	189,334	34%	189,863	35%
U.S. Agencies Bonds	49,380	9%	49,242	9%
Repurchase Agreements	23,500	4%	71,000	13%
Commercial Paper	5,984	1%	38,731	7%
Supranational Institutions	23,662	4%	46,225	9%
Corporate Notes	30,092	5%	27,922	5%
State Investment Pool	183,245	33%	15,037	3%
Total investments	\$ 560,675	100%	\$ 534,616	99%
Cash	1,655	0%	3,888	1%
Total cash and investments	\$ 562,330	100%	\$ 538,504	100%

Investments in Local Government Investment Pool (LGIP) – Grant PUD is a participant in the State Local Government Investment Pool authorized by Chapter 294, Laws of 1986, and is managed and operated by the Washington State Treasurer. The State Finance Committee is the administrator of the statute that created the pool and adopts rules. The State Treasurer is responsible for establishing the investment policy for the pool and reviews the policy annually and proposed changes are reviewed by the LGIP advisory Committee.

Investments in the LGIP, a qualified external investment pool, are reported at amortized cost which approximates fair value. The LGIP is an unrated external investment pool that transacts with its participants at a stable net asset value per share of \$1.00. The pool portfolio is invested in a manner that meets the maturity, quality, diversification, and liquidity requirements set forth by GASB Statement 79 for external investments pools that elect to measure, for financial reporting purposes, investments at amortized cost.

Participants may contribute and withdraw funds on a daily basis and must inform the LGIP of any contribution or withdrawal over \$1.0 million no later than 9 a.m. on the same day the transaction is made. Contributions or withdrawals for \$1 million or less can be requested at any time prior to 10:00 a.m. on the day of the transaction. However, participants may complete transactions greater than \$1 million when notification is made between 9:00 a.m. and 10:00 a.m., at the sole discretion of the LGIP. The LGIP is unrated and does not have any legally binding guarantees of share values. The LGIP does not impose liquidity fees or redemption gates on participant withdrawals.

Notes to the Financial Statements (cont.)

The Office of the State Treasurer prepares a stand-alone LGIP financial report. A copy of the report is available from the Office of the State Treasurer, PO Box 40200, Olympia, Washington 98504-0200, and online at <http://www.tre.wa.gov>.

Fair Value Measurements – Grant PUD’s investments have been adjusted to reflect fair value measurements as of December 31, 2019, obtained from available financial industry valuation sources. Grant PUD categorizes its fair value measurements within the fair value hierarchy established by GASB Statement No. 72, “Fair Value Measurement and Application.” The hierarchy is based on the valuation inputs used to measure the fair value of the assets. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. In particular, Grant PUD valued its U.S. Treasuries using quoted prices in active markets. Debt securities classified in Level 2 of the fair value hierarchy are valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities’ relationship to benchmark quoted prices.

Below are Grant PUD’s fair value measurements as of December 31, 2019 and 2018:

(amounts in thousands)	Total 2019	Fair Value Measurements			Not Levelled (amortized cost)
		Level 1	Level 2	Level 3	
Investments by fair value level					
Debt Securities					
Municipal Bonds	\$ 189,334	\$ -	\$ 189,335	\$ -	\$ -
U.S. Treasuries	55,478	55,478	-	-	-
U.S. Agencies	49,380	-	49,380	-	-
Supranational Institutions	23,662	-	23,662	-	-
Corporate Notes	30,092	-	30,092	-	-
Commercial Paper	5,984	-	5,984	-	-
Repurchase Agreements	23,500	-	23,500	-	-
State Investment Pool	183,245	-	-	-	183,245
Total investments by fair value level	\$ 560,675	\$ 55,478	\$ 321,953	\$ -	\$ 183,245

(amounts in thousands)	Total 2018	Fair Value Measurements			Not Levelled (amortized cost)
		Level 1	Level 2	Level 3	
Investments by fair value level					
Debt Securities					
Municipal Bonds	\$ 189,863	\$ -	\$ 189,863	\$ -	\$ -
U.S. Treasuries	96,596	96,596	-	-	-
U.S. Agencies	49,242	-	49,242	-	-
Supranational Institutions	46,225	-	46,225	-	-
Corporate Notes	27,922	-	27,922	-	-
Commercial Paper	38,731	-	38,731	-	-
Repurchase Agreements	71,000	-	71,000	-	-
State Government Investment Pool	15,037	-	-	-	15,037
Total investments by fair value level	\$ 534,616	\$ 96,596	\$ 422,983	\$ -	\$ 15,037

Notes to the Financial Statements (cont.)

3. UTILITY PLANT

Utility plant of Grant PUD as of December 31, 2019, and 2018, is summarized as follows:

(amounts in thousands)	Balance 2018	Additions	Retirements/ Transfers	Balance 2019
Land and land rights	\$ 24,919	\$ -	\$ 297	\$ 25,216
Construction in progress	133,001	120,383	(128,859)	124,525
Total nondepreciable assets	157,920	120,383	(128,562)	149,741
Distribution facilities	608,243	26,941	(1,511)	633,673
Transmission facilities	251,026	13,778	-	264,804
Hydro facilities				
Power plant structures	144,113	-	-	144,113
Reservoirs, dams, waterways	511,075	4,485	-	515,560
Power plant equipment	749,586	56,336	(25)	805,897
General facilities				
Quincy Chute (Note 6)	18,543	956	-	19,499
Potholes East Canal (Note 6)	16,491	-	-	16,491
Other generation	30	-	-	30
General plant	541,132	24,617	(644)	565,105
FERC License	113,256	28,607	-	141,863
Other intangible assets	46,354	3,275	(530)	49,099
Total depreciable assets	2,999,849	158,995	(2,710)	3,156,134
Accumulated depreciation and amortization	(1,060,508)	(75,935)	1,948	(1,134,495)
Total depreciable assets, net	1,939,341	83,060	(762)	2,021,639
Total net utility plant	\$ 2,097,261	\$ 203,443	\$ (129,324)	\$ 2,171,380

Notes to the Financial Statements (cont.)

(amounts in thousands)	Balance 2017	Additions	Retirements/ Transfers	Balance 2018
Land and land rights	\$ 24,920	\$ -	\$ (1)	\$ 24,919
Construction in progress	231,150	130,782	(228,931)	133,001
Total nondepreciable assets	256,070	130,782	(228,932)	157,920
Distribution facilities	562,141	50,398	(4,296)	608,243
Transmission facilities	250,073	953	-	251,026
Hydro facilities				
Power plant structures	138,047	6,066	-	144,113
Reservoirs, dams, waterways	508,357	6,288	(3,570)	511,075
Power plant equipment	625,031	124,555	-	749,589
General facilities				
Quincy Chute (Note 6)	17,771	22	750	18,543
Potholes East Canal (Note 6)	16,450	41	-	16,491
Other generation	30	-	-	30
General plant	507,289	35,549	(1,706)	541,132
FERC License	116,050	-	(2,794)	113,256
Other intangible assets	41,067	6,706	(1,419)	46,351
Total depreciable assets	2,782,306	230,578	(13,035)	2,999,849
Accumulated depreciation and amortization	(993,006)	(73,036)	5,534	(1,060,508)
Total depreciable assets, net	1,789,300	157,542	(7,501)	1,939,341
Total net utility plant	\$ 2,045,370	\$ 288,324	\$ (236,433)	\$ 2,097,261

4. LICENSING

The Priest Rapids Project is operated under a 44-year FERC license that expires in 2052. Costs associated with the relicensing efforts, totaling \$57.1 million, were recorded as an intangible asset included in Utility plant and are being amortized over the term of the license. Accumulated amortization related to the relicensing efforts totaled \$26.4 million and \$24.6 million as of December 31, 2019 and 2018, respectively.

Under the license, Grant PUD is committed to numerous obligations related to fish and habitat protection that require payments to other organizations using funds provided by Grant PUD. The present value of these obligations totaled \$75.4 million as of December 31, 2019, of which approximately \$2.3 million is expected to be paid within one year. The present value of the obligations was \$49.0 million as of December 31, 2018. These amounts are the FERC Licensing Obligations reflected as liabilities in the Statement of Net Position. The elements of these obligating payments, comprising the Salmon and Steelhead Agreement, Part A (Hatchery Renovation) and Part B (Resident Fish Monitoring and Trout Purchase), are further discussed in Note 7.

Notes to the Financial Statements (cont.)

5. LONG-TERM DEBT

Long-term Debt

Grant PUD's total principal of outstanding debt and coupon interest rate is presented below:

(amounts in thousands)	2019	2018
Electric System, interest rates of 1.32% to 5.00%, maturing through 2047	\$ 282,035	\$ 282,035
Priest Rapids Project, interest rates of 2.00% to 5.83%, maturing through 2044	987,360	1,016,600
Total debt outstanding	\$1,269,395	\$1,298,635

Scheduled debt service requirements to maturity for debt from revenue bonds are as follows:

(amounts in thousands)	Principal	Interest	Total
2020	\$ 30,580	\$ 56,490	\$ 87,070
2021	31,985	54,979	86,964
2022	32,940	53,379	86,319
2023	32,180	51,774	83,954
2024	27,510	50,292	77,802
2025 - 2029	258,970	215,811	474,781
2030 - 2034	250,460	149,368	399,828
2035 - 2039	240,700	89,320	330,020
2040 - 2044	253,050	19,134	272,184
2045 - 2047	11,020	845	11,865
Total	\$ 1,169,395	\$ 741,392	\$ 1,910,787

Scheduled debt service requirements to maturity for debt from direct borrowing and direct placements are as follows:

(amounts in thousands)	Principal	Interest	Total
2020	\$ 50,000	\$ 2,828	\$ 52,828
2021	50,000	1,685	51,685
Total	\$ 100,000	\$ 4,513	\$ 104,513

Interest in the preceding table includes interest requirements for fixed rate debt at their stated rates, and interest for variable-rate debt is computed using 80 percent of the 1-month London Interbank Offered Rate (LIBOR) plus a fixed fee for the Series 2019-P and 65.1 percent of the 1-month LIBOR plus a fixed fee for the Series 2017-M. The LIBOR rate is based on the rate in effect at December 31, 2019, for the issues.

Notes to the Financial Statements (cont.)

During the years ended December 31, 2019 and 2018, the following changes occurred in Grant PUD's long-term debt:

(amounts in thousands)	2018 Balance	Additions	Reductions	2019 Balance	Due Within One Year
Revenue bonds payable	\$ 1,198,635	\$ -	\$ (29,240)	\$ 1,169,395	\$ 30,580
Unamortized premiums and discounts, net	36,669	-	(4,414)	32,255	-
Subordinate direct placement revenue bonds	100,000	50,000	(50,000)	100,000	50,000
Total	\$ 1,335,304	\$ 50,000	\$ (83,654)	\$ 1,301,650	\$ 80,580

(amounts in thousands)	2017 Balance	Additions	Reductions	2018 Balance	Due Within One Year
Revenue bonds payable	\$ 1,230,270	\$ -	\$ (31,635)	\$ 1,198,635	\$ 29,240
Unamortized premiums and discounts, net	41,489	-	(4,820)	36,669	-
Subordinate direct placement revenue bonds	100,000	-	-	100,000	-
Total	\$ 1,371,759	\$ -	\$ (36,455)	\$ 1,335,304	\$ 29,240

Unamortized debt issue costs for insurance are recorded as an asset and bonds are displayed net of premium or discount; annual interest expense is decreased by amortization of debt premium and increase by the amortization of debt issue costs and discount.

Refunded Debt

On April 8, 2019, Grant PUD signed a subordinate direct placement bond purchase agreement with Bank of America, N.A., to issue a \$50 million variable rate Electric System refunding bond (2019-P). The bond refunded the \$50.0 million 2016-L issuance and has a floating interest rate of 80% of LIBOR plus 0.37% fee maturing on July 1, 2021. Grant PUD did not issue new bonds in 2018.

Covenants

Grant PUD's Parity Bond (senior) resolutions contain various covenants that include requirements to maintain minimum debt service coverage ratios, certain other financial ratios, stipulated minimum funding of revenue bond reserves, and various other requirements. These covenants require Grant PUD to establish, maintain and collect rates or charges for electric energy and all other commodities, services and facilities sold, furnished or supplied or through the Priest Rapids Project System, adequate net revenues in each system sufficient to pay at least (a) 100% of annual debt service in such fiscal year and (b) together with available funds, 125% of annual debt service in such fiscal year on Grant PUD as a whole.

For the years ending December 31, 2019 and 2018, Grant PUD is in compliance with all debt covenants related to the outstanding bonds, which includes a minimum debt service coverage of 1.15x and 1.25x for the Priest Rapids Project and Electric System senior bonds, respectively. The Electric System variable rate short term debt products are subordinate and have a coverage requirement of 1.10x.

Collateral

The principal and interest on Grant PUD's revenue bonds are payable exclusively from, and are collateralized by a pledge of, the net revenues of Grant PUD. Neither the credit nor the taxing power of Grant PUD is pledged to the payment of the bonds.

6. POWER PURCHASER COMMITMENTS

Priest Rapids Project

Under the Priest Rapids Power Sales Contracts, the amount of net Priest Rapids Project power costs incurred by Grant PUD in serving its load changes on an annual basis in relation to its firm power requirements. Grant PUD incurred 82.5% and 81.1% of Priest Rapids Project power costs with the long-term contract power purchasers funding the remaining 17.5% and 18.9% for 2019 and 2018, respectively. Each purchaser is obligated to pay its share of the cost (excluding depreciation and amortization) of producing and delivering power, plus 115% of its share of the amounts required for debt service payments in accordance with the power purchase agreement.

Bonneville Power Administration (BPA)

Grant PUD is a statutory preference customer of BPA. Grant PUD signed a BPA preference contract during 2008 to serve its Grand Coulee load of approximately 5 average megawatts (“aMW”) that expires September 30, 2028. In addition, Grant PUD has purchased from BPA the transmission required to deliver the power associated with this load through September 30, 2028. Grant PUD has 12 megawatts (“MW”) of transmission for the delivery of power from the Nine Canyon Wind Project with a term expiring on October 1, 2030.

Grant PUD management estimates Grant PUD’s minimum commitments to BPA for the next five years are as follows:

Estimated BPA Contractual Payments (amounts in thousands)	
2020	\$ 2,520
2021	2,593
2022	2,668
2023	2,745
2024	2,824

Nine Canyon Wind Power Purchase Agreement

Grant PUD participates in a power purchase agreement with Energy Northwest for Phase I of the Nine Canyon Wind Project (the “Project”) which consists of 37 wind turbines with an aggregate generating capacity of approximately 48 MW. Energy Northwest is a municipal corporation and a joint operating agency of the State of Washington (formerly known as the Washington Public Power Supply System).

The project was constructed in phases. Grant PUD is one of nine public agencies participating in the original project power purchase agreement for Phase I of the Project. Grant PUD’s purchaser share of Phase I of the project output was 25% of output up to a maximum of 12 MW. Since Grant PUD did not participate in either Phase II or Phase III of the Project, its amended share of the combined Project is 12.54% through the expiration of the agreement in 2030. In exchange for the output, Grant PUD pays its 12.54% share of certain Project costs and its 25% share of Phase I debt service (principal and interest) issued by Energy Northwest to finance the construction of the Project, which is estimated to be a total of \$2.0 million annually. Grant PUD does not participate in the two other phases of the Project. The phases are operated together as a single project under an amended power purchase agreement.

Notes to the Financial Statements (cont.)

Complete financial statements for Energy Northwest, including the Nine Canyon Project, is available from the Energy Northwest, PO Box 968, Richland, Washington, 99352-0968, and online at <http://www.energy-northwest.com>.

Yakama Nation Agreement

In 2007, Grant PUD entered into an agreement with the Yakama Nation that provides mutual benefits to both parties. In exchange for physical benefits from the Priest Rapids Project, the Yakama Nation works collaboratively with Grant PUD on environmental issues affecting the project and in the development of new generation resources. The Yakama Nation is responsible to pay the costs associated with producing the benefit received.

A primary consideration for the agreement is an allocation of the benefit from the Priest Rapids Project to the Yakama Nation. The financial equivalent of 15 aMW was paid during 2010-2015 less the associated power costs. Per the agreement, the financial benefit will be 10 aMW net of cost of production from 2017 through the remainder of the agreement. The net payments to the Yakama Nation totaled \$1.6 million and \$1.1 million during 2019 and 2018, respectively. The agreement expires at the end of the FERC license term (2052). The projected annual cost for this agreement is listed in the table below.

Estimated Yakama Nation Contractual Payments (amounts in thousands)

2020	\$	435
2021		775
2022		833
2023		830
2024		846
2025		818

Other Sources

Pursuant to agreements with three irrigation districts, Grant PUD constructed, operates, and maintains both the Quincy Chute and Potholes East Canal hydroelectric generation facilities in return for the right to all output from the projects. The construction costs of Quincy Chute and Potholes East Canal are included in Net utility plant and are being amortized over the terms of the agreements, which expire October 1, 2025, and September 1, 2030, respectively. The irrigation districts hold title to the project facilities.

7. NONPOWER COMMITMENTS

Capital Projects

Grant PUD has contractual commitments relating to several Electric System capital improvement projects including the fiber buildout, electrical system upgrades, multiple transformer purchases, power cable purchases, and substation and distribution line construction projects. As of December 31, 2019, the spent to date for these Electric System major capital contracts totaled \$27 million. The remaining commitment for these contracts as of December 31, 2019 was \$84 million.

Grant PUD's improvement programs for the Priest Rapids Project include restoration or replacement of generators, turbine upgrades, unit controls, the station service and substation circuit breakers, and replacing trunnion bearings and coating systems for spillway gates. Grant PUD also is committed to ongoing dam safety initiatives, which currently include Priest Rapids Dam's right embankment upgrade, assessment of Wanapum

Notes to the Financial Statements (cont.)

Dam's left embankment, and seismic evaluation of concrete structures at both dams. Grant PUD intends to, or has committed by contract or regulatory requirement to, fulfill these programs, which are projected to be substantially complete by 2028. As of December 31, 2019, the spent to date price for these Priest Rapid Project major capital contracts totaled \$320 million. The remaining commitments for these contracts as of December 31, 2019 was \$181 million.

ENVIRONMENTAL MATTERS

In 2006, Grant PUD entered into a Salmon and Steelhead Settlement Agreement (Agreement) with U.S. Fish and Wildlife Service (USFWS), the National Marine Fisheries Service of the National Oceanic and Atmospheric Administration (NOAA), the Washington Department of Fish and Wildlife (WDFW), Yakama Nation (YN), and the Confederated Tribes of the Colville Reservation (CCT) for the purpose of resolving all issues between Grant PUD and the other signatories related to anadromous salmonid fish species.

This agreement is intended to constitute a comprehensive and long-term adaptive management program for the protection, mitigation, and enhancement of anadromous fish (both listed and not listed species under the Endangered Species Act) that pass or may be affected by the Priest Rapids Project.

Under the Agreement, Grant PUD is obligated to establish a habitat conservation account and a no-net-impact fund (referred herein as "Habitat funds") into which Grant PUD deposits payments for further distribution in accordance with the requirements of the Salmon and Steelhead Agreement. The purpose of the Habitat funds are two-fold: (1) to establish and shepherd a habitat restoration program that promotes the rebuilding of self-sustaining and harvestable populations of anadromous species and to mitigate for a portion (2%) of unavoidable losses resulting from the Priest Rapids Project operations and (2) to provide near-term compensation for annual survivals that are less than the survival objectives in the performance standards for the Priest Rapids Project for spring Chinook, steelhead, summer Chinook, and sockeye. The parties that oversee the distribution of these funds include the signatories to the Priest Rapids Salmon and Steelhead Settlement Agreement (USFWS, NOAA Fisheries, WDFW, CCT, YN, and Grant PUD). Per the Agreement, when performance standards have been achieved on a species-by-species basis, the no-net-impact fund annual contributions for that species will be terminated.

In addition to the Habitat funds discussed above, Grant PUD is obligated to establish a habitat account into which Grant PUD deposits payments for further distribution in accordance with the requirements of the NOAA Fisheries 2008 Biological Opinion ("2008 BiOp") for the Priest Rapids Project. Funds from this account are used for habitat actions that directly benefit Upper Columbia River ("UCR") spring-run Chinook salmon and UCR steelhead. The parties identified above and the Confederated Tribes of the Umatilla Reservation have been identified in the 2008 BiOp as responsible for overseeing distribution of these funds.

The Habitat funds are restricted and cannot be spent without unanimous consent. Interest earned by the Habitat funds increases the balance of these funds and is not recognized as income by Grant PUD. Expenditures of these funds are made in accordance with the Agreement and the 2008 NOAA Fisheries BiOp for the protection and restoration of habitats along the mainstream and tributaries within the UCR watershed including the Okanogan, Methow, Entiat, and Wenatchee watersheds. Grant PUD anticipates funding these accounts up to and through the term of its FERC license.

In October 2006, Grant PUD filed a request for a 401 Water Quality Certification ("401 WQC") from the Washington State Department of Ecology ("Ecology"), pursuant to the provisions of section 401 of the Clean Water Act. A 401 WQC for the operation of the Priest Rapids Project was issued by Ecology on April 3, 2007, and amended on March 6, 2008.

Notes to the Financial Statements (cont.)

In order to fulfill requirements of the 401 WQC related to native resident fish, Grant PUD is required to provide funds to track native resident fish species diversity and provide mitigation for impacts to and loss of resident fish and harvest opportunities by compliance with Parts A and B. Grant PUD has met all requirements of Part A as of December 31, 2018. Part B requirements are described in further detail below. Under Part B (“Resident Fish Monitoring and Trout Purchase”), Grant PUD is obligated to establish and administer a fund for resident fish monitoring and fish purchase. Funds from Part B are specifically directed toward the monitoring of native resident fish species within the Priest Rapids Project area. Grant PUD is required to make contributions to the fund annually on or before February 15 of each year in the amount of \$0.1 million per year, based upon 2003 dollars and annually adjusted for inflation.

In a FERC Order (issued on August 31, 2010) approving the Wildlife Habitat Management Plan (Article 409), Grant PUD is required to assist the Washington Department of Fish and Wildlife in fire suppression by contributing \$40,000 annually to an account. Funds from the account are to be designated for: 1) revegetating burned areas; 2) revegetating areas known to burn frequently with species carrying lesser fuel loads; 3) creating fire breaks in appropriate locations; and 4) paying for firefighting activities.

Grant PUD’s total contributions to these Habitat funds for the years ended December 31, 2019 and 2018, equaled \$2.3 million for each year. The following table shows Grant PUD’s estimate of the remaining fixed contributions to the Habitat funds as of December 31, 2019, representing required contributions through the FERC License term (2052).

Estimated Fixed Habitat Funding Commitments	
(amounts in thousands)	
2020	\$ 2,344
2021	2,399
2022	2,456
2023	2,514
2024	2,573
2024 through 2052	103,005
Total	\$ 115,291

8. RETIREMENT AND DEFERRED COMPENSATION PLANS

The following table represents the aggregate pension amounts for all plans as of and for the years ended December 31, 2019 and 2018:

Aggregate Pension Amounts - All Plans		
(amounts in thousands)		
	2019	2018
Pension Liabilities	\$ 24,837	\$ 32,686
Deferred Outflows of Resources	\$ 6,409	\$ 5,753
Deferred Inflows of Resources	\$ 14,701	\$ 13,693
Pension Expense	\$ 1,416	\$ 423

State Sponsored Pension Plans

Substantially all Grant PUD’s full-time and qualifying part-time employees participate in one of the following statewide retirement systems administered by the Washington State Department of Retirement Systems, under cost-sharing, multiple-employer public employee defined benefit and defined contribution retirement plans. The

Notes to the Financial Statements (cont.)

state Legislature establishes, and amends, laws pertaining to the creation and administration of all public retirement systems.

The Department of Retirement Systems (DRS), a department within the primary government of the state of Washington, issues a publicly available comprehensive annual financial report (CAFR) that includes financial statements and required supplementary information for each plan. The DRS CAFR may be obtained by writing to:

Department of Retirement Systems
Communications Unit
P.O. Box 48380
Olympia, WA 98540-8380

Or the DRS CAFR may be downloaded from the DRS website at www.drs.wa.gov.

Public Employees' Retirement System (PERS)

PERS members include elected officials; state employees; employees of the Supreme, Appeals and Superior Courts; employees of the legislature; employees of district and municipal courts; employees of local governments; and higher education employees not participating in higher education retirement programs. PERS comprises three separate pension plans for membership purposes. PERS plans 1 and 2 are defined benefit plans, and PERS plan 3 is a defined benefit plan with a defined contribution component.

PERS Plan 1 provides retirement, disability, and death benefits. Retirement benefits are determined as two percent of the member's average final compensation (AFC) times the member's years of service. The AFC is the average of the member's 24 highest consecutive service months. Members are eligible for retirement from active status at any age with at least 30 years of service, at age 55 with at least 25 years of service, or at age 60 with at least five years of service. Members retiring from active status prior to the age of 65 may receive actuarially reduced benefits. Retirement benefits are actuarially reduced to reflect the choice of a survivor benefit. Other benefits include duty and nonduty disability payments, an optional cost-of-living adjustment (COLA), and a one-time duty-related death benefit, if found eligible by the Department of Labor and Industries. PERS 1 members were vested after the completion of five years of eligible service. The plan was closed to new entrants on September 30, 1977.

Notes to the Financial Statements (cont.)

Contributions

The **PERS Plan 1** member contribution rate is established by State statute at 6 percent. The employer contribution rate is developed by the Office of the State Actuary and includes an administrative expense component that is currently set at 0.18 percent. Each biennium, the state Pension Funding Council adopts Plan 1 employer contribution rates.

The PERS Plan 1 required contribution rates (expressed as a percentage of covered payroll) for 2019 and 2018 were as follows:

PERS Plan 1 Actual Contribution Rates:	Employer	Employee
2019		
January - June 2019		
PERS Plan 1	7.52%	6.00%
PERS Plan 1 UAAL	5.13%	-
Administrative Fee	0.18%	-
Total	12.83%	6.00%
July - December 2019		
PERS Plan 1	7.92%	6.00%
PERS Plan 1 UAAL	4.76%	-
Administrative Fee	0.18%	-
Total	12.86%	6.00%
2018		
January - August 2018		
PERS Plan 1	7.49%	6.00%
PERS Plan 1 UAAL	5.03%	-
Administrative Fee	0.18%	-
Total	12.70%	6.00%
September - December 2018		
PERS Plan 1	7.52%	6.00%
PERS Plan 1 UAAL	5.13%	-
Administrative Fee	0.18%	-
Total	12.83%	6.00%

Grant PUD's actual contributions to the plan were \$3.5 million and \$3.4 million for the years ended December 31, 2019 and 2018, respectively.

Notes to the Financial Statements (cont.)

PERS Plan 2/3 provide retirement, disability, and death benefits. Retirement benefits are determined as two percent of the member's average final compensation (AFC) times the member's years of service for Plan 2 and 1 percent of AFC for Plan 3. The AFC is the average of the member's 60 highest-paid consecutive service months. There is no cap on years of service credit. Members are eligible for retirement with a full benefit at 65 with at least five years of service credit. Retirement before age 65 is considered an early retirement. PERS Plan 2/3 members who have at least 20 years of service credit and are 55 years of age or older, are eligible for early retirement with a benefit that is reduced by a factor that varies according to age for each year before age 65. PERS Plan 2/3 members who have 30 or more years of service credit and are at least 55 years old can retire under one of two provisions:

With a benefit that is reduced by three percent for each year before age 65, or with a benefit that has a smaller (or no) reduction (depending on age) that imposes stricter return-to-work rules.

PERS Plan 2/3 members hired on or after May 1, 2013, have the option to retire early by accepting a reduction of five percent for each year of retirement before age 65. This option is available only to those who are age 55 or older and have at least 30 years of service credit. PERS Plan 2/3 retirement benefits are also actuarially reduced to reflect the choice of a survivor benefit. Other PERS Plan 2/3 benefits include duty and nonduty disability payments, a cost-of-living allowance (based on the CPI), capped at three percent annually and a one-time duty related death benefit, if found eligible by the Department of Labor and Industries. PERS 2 members are vested after completing five years of eligible service. Plan 3 members are vested in the defined benefit portion of their plan after ten years of service; or after five years of service if 12 months of that service are earned after age 44.

PERS Plan 3 defined contribution benefits are totally dependent on employee contributions and investment earnings on those contributions. PERS Plan 3 members choose their contribution rate upon joining membership and have a chance to change rates upon changing employers. As established by statute, Plan 3 required defined contribution rates are set at a minimum of 5 percent and escalate to 15 percent with a choice of six options. Employers do not contribute to the defined contribution benefits. PERS Plan 3 members are immediately vested in the defined contribution portion of their plan.

Notes to the Financial Statements (cont.)

Contributions

The **PERS Plan 2/3** employer and employee contribution rates are developed by the Office of the State Actuary to fully fund Plan 2 and the defined benefit portion of Plan 3. The Plan 2/3 employer rates include a component to address the PERS Plan 1 Unfunded Actuarial Accrued Liability (UAAL) and an administrative expense that is currently set at 0.18 percent. Each biennium, the state Pension Funding Council adopts Plan 2 employer and employee contribution rates and Plan 3 contribution rates.

The **PERS Plan 2/3** required contribution rates (expressed as a percentage of covered payroll) for 2019 and 2018 were as follows:

PERS Plan 2/3 Actual Contribution Rates:	Employer	Employee
2019		
January - June 2019		
PERS Plan 2/3	7.52%	7.41%
PERS Plan 1 UAAL	5.13%	-
Administrative Fee	0.18%	-
Employee PERS Plan 3	-	varies
Total	12.83%	7.41%
July - December 2019		
PERS Plan 2/3	7.92%	7.90%
PERS Plan 1 UAAL	4.76%	-
Administrative Fee	0.18%	-
Employee PERS Plan 3	-	varies
Total	12.86%	7.90%
2018		
January - August 2018		
PERS Plan 2/3	7.49%	7.38%
PERS Plan 1 UAAL	5.03%	-
Administrative Fee	0.18%	-
Employee PERS Plan 3	-	varies
Total	12.70%	7.38%
September - December 2018		
PERS Plan 2/3	7.52%	7.41%
PERS Plan 1 UAAL	5.13%	-
Administrative Fee	0.18%	-
Employee PERS Plan 3	-	varies
Total	12.83%	7.41%

Grant PUD's actual contributions to the plan were \$5.4 million and \$4.9 million for the years ended December 31, 2019 and 2018, respectively.

Actuarial Assumptions

The 2019 total pension liability (TPL) for each of the DRS plans was determined using the most recent actuarial valuation completed in 2019 with a valuation date of June 30, 2018. The actuarial assumptions used in the valuation were based on the results of the Office of the State Actuary's (OSA) *2007-2012 Experience Study* and the *2017 Economic Experience Study*.

Notes to the Financial Statements (cont.)

The 2018 TPL for each of the DRS plans was determined using the actuarial valuation completed in 2018, with a valuation date of June 30, 2017. The actuarial assumptions used in the valuation were based on the results of the Office of the State Actuary's (OSA) *2007-2012 Experience Study* and the *2015 Economic experience Study*.

Additional 2019 assumptions for subsequent events and law changes are current as of the 2018 actuarial valuation report. Additional 2018 assumptions for subsequent events and law changes are current as of the 2017 actuarial valuation report. The TPL was calculated as of the valuation date and rolled forward to the measurement dates of June 30, 2019, and June 30, 2018. The 2019 plan liabilities were rolled forward from June 30, 2018, to June 30, 2019, and 2018 plan liabilities were rolled forward from June 30, 2017, to June 30, 2018, reflecting each plan's normal cost (using the entry-age cost method), assumed interest and actual benefit payments.

Inflation: 2.75% total economic inflation; 3.50% salary inflation

Salary increases: In addition to the base 3.50% salary inflation assumption, salaries are also expected to grow by promotions and longevity.

Investment rate of return: 7.4%

Mortality rates were based on the RP-2000 report's Combined Healthy Table and Combined Disabled Table, published by the Society of Actuaries. The OSA applied offsets to the base table and recognized future improvements in mortality by projecting the mortality rates using 100 percent Scale BB. Mortality rates are applied on a generational basis; meaning, each member is assumed to receive additional mortality improvements in each future year throughout his or her lifetime.

There were changes in methods and assumptions between the 2019 and 2017 valuation.

- OSA updated modeling to reflect providing benefit payments to the date of the initial retirement eligibility for termination vested members who delay application for retirement benefits.
- OSA updated Cost-of-Living Adjustment (COLA) programming to reflect legislation signed during the 2018 legislative session that provides PERS and TRS Plan 1 annuitants who are not receiving a basic minimum, alternate minimum, or temporary disability benefit with a one-time permanent 1.5% increase to their monthly retirement benefit, not to exceed a maximum of \$62.50 per month.

There were changes in methods and assumptions between the 2018 and 2017 valuations.

- Lowered the valuation interest rate from 7.70% to 7.50% for all plans.
- Lowered the assumed general salary growth from 3.75% to 3.50% for all plans.
- Lowered assumed inflation from 3.00% to 2.75% for all plans.

Discount Rate

The discount rate used to measure the total pension liability for all DRS plans was 7.4%.

To determine that rate, an asset sufficiency test included an assumed 7.5% long-term discount rate to determine funding liabilities for calculating future contribution rate requirements. Consistent with the long-term expected rate of return, a 7.4% future investment rate of return on invested assets was assumed for the test. Contributions from plan members and employers are assumed to continue being made at contractually required rates (including PERS 2/3 employers, whose rates include a component for the PERS 1 plan liabilities). Based on these assumptions, the pension plans' fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return of 7.4% was used to determine the total liability.

Notes to the Financial Statements (cont.)

Long-Term Expected Rate of Return

The long-term expected rate of return on the DRS pension plan investments of 7.4% was determined using a building-block-method. In selecting this assumption, the Office of the State Actuary (OSA) reviewed the historical experience date, considered the historical conditions that produced past annual investment returns, and considered capital market assumptions and simulated expected investment returns provided by the Washington State Investment Board (WSIB). The WSIB uses the capital market assumptions and their target asset allocation to simulate future investment returns over various time horizons.

Estimated Rates of Return by Asset Class

Best estimates of arithmetic real rates of return for each major asset class included in the pension plan’s target asset allocation are summarized in the tables below. The inflation component used to create the table is 2.2 percent and represents the WSIB’s most recent long-term estimate of broad economic inflation.

Asset Class	Target Allocation	% Long-Term Expected Real Rate of Return
2019		
Fixed Income	20%	2.20%
Tangible Assets	7%	5.10%
Real Estate	18%	5.80%
Global Equity	32%	6.30%
Private Equity	23%	9.30%
	<u>100%</u>	
2018		
Fixed Income	20%	1.70%
Tangible Assets	7%	4.90%
Real Estate	18%	5.80%
Global Equity	32%	6.30%
Private Equity	23%	9.30%
	<u>100%</u>	

Notes to the Financial Statements (cont.)

Sensitivity of Net Pension Liability (NPL)

The tables below present Grant PUD's proportionate share of the net pension liability calculated using the applicable discount rate, as well as what Grant PUD's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower or 1-percentage point higher than applicable discount rate.

2019 (amounts in thousands)	1% Decrease (6.4%)	Current Discount Rate (7.4%)	1% Increase (8.4%)
PERS 1	\$ 23,555	\$ 18,809	\$ 14,692
PERS 2/3	46,233	6,028	(26,963)
2018 (amounts in thousands)	1% Decrease (6.4%)	Current Discount Rate (7.4%)	1% Increase (8.4%)
PERS 1	\$ 27,099	\$ 22,050	\$ 17,678
PERS 2/3	48,648	10,636	(20,530)

Pension Plan Fiduciary Net Position

Detailed information about the State's pension plans' fiduciary net position is available in the separately issued DRS financial report.

Pension Liabilities (Assets), Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

At December 31, 2019 and 2018, Grant PUD reported a total pension liability for its proportionate share of the net pension liabilities as follows (measured as of June 30, 2019 and 2018):

Liability (amounts in thousands)	2019	2018
PERS 1	\$ 18,809	\$ 22,050
PERS 2/3	6,028	10,636
Total	\$ 24,837	\$ 32,686

Notes to the Financial Statements (cont.)

Grant PUD's proportionate share of the collective net pension liabilities was as follows:

	Proportionate Share 6/30/2018	Proportionate Share 6/30/2019	Change in Proportion
PERS 1	0.493735%	0.489144%	-0.004591%
PERS 2/3	0.622917%	0.620593%	-0.002324%

	Proportionate Share 6/30/2017	Proportionate Share 6/30/2018	Change in Proportion
PERS 1	0.509107%	0.493735%	-0.015372%
PERS 2/3	0.639308%	0.622917%	-0.016391%

Employer contribution transmittals received and processed by the DRS for the fiscal year ended June 30 are used as the basis for determining each employer's proportionate share of the collective pension amounts reported by the DRS in the Schedules of *Employer and Nonemployer Allocations*.

The 2019 and 2018 collective net pension liability was measured as of June 30, 2019 and 2018, respectively, and the actuarial valuation dates on which the total pension liability is based was as of June 30, 2018 and 2017, respectively, with update procedures used to roll forward the total pension liability to the measurement date.

Pension Expense

For the years ended December 31, 2019 and 2018, Grant PUD recognized pension expense as follows:

Pension Expense (amounts in thousands)	2019	2018
PERS 1	\$ 655	\$ 1,172
PERS 2/3	684	(749)
Total	\$ 1,339	\$ 423

Notes to the Financial Statements (cont.)

Deferred Outflows of Resources and Deferred Inflows of Resources

At December 31, 2019 and 2018, respectively, Grant PUD recognized deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

PERS Plan 1	2019		2018	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
(amounts in thousands)				
Net difference between projected and actual investment earnings on pension plan investments	\$ -	\$ 1,257	\$ -	\$ 876
Contributions subsequent to measurement date	1,714	-	1,720	-
Total	\$ 1,714	\$ 1,257	\$ 1,720	\$ 876

PERS Plan 2/3	2019		2018	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
(amounts in thousands)				
Differences between expected and actual experience	\$ 1,727	\$ 1,296	\$ 1,304	\$ 1,862
Net difference between projected and actual investment earnings on pension plan investments	-	8,774	-	6,527
Changes of assumptions	155	2,529	123	3,027
Changes in proportion and differences between contributions and proportionate share of contributions		845	115	1,401
Contributions subsequent to measurement date	2,814	-	2,491	-
Total	\$ 4,696	\$ 13,444	\$ 4,033	\$ 12,817

Notes to the Financial Statements (cont.)

Deferred outflows of resources related to pensions resulting from Grant PUD's contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the following year. Other amounts reported as deferred outflows and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

(amounts in thousands)

Year ended December 31:

	PERS 1	PERS 2/3
2020	\$ (277)	\$ (2,908)
2021	(657)	(4,665)
2022	(235)	(2,158)
2023	(88)	(1,230)
2024	-	(614)
Thereafter	-	13
	<u>\$ (1,257)</u>	<u>\$ (11,562)</u>

Deferred Compensation Plans

Grant PUD offers its employees a deferred compensation plan created under Internal Revenue Code Section 457(b), which permits employees to defer a portion of their compensation until future years. The plan is available to all active employees. Grant PUD has no liability for losses under the plan; it is completely funded with employee contributions.

Grant PUD also administers a 401(a) governmental money purchase plan and trust. Eligible employees may participate in the 401(a) defined contribution plan. The election to participate in the 401(a) defined contribution plan must be made at the time the employee becomes eligible to participate and cannot be changed during the time of their employment. Eligible employees can also elect to contribute to the 457(b) plan as discussed above. Grant PUD's matching employer contributions (\$0.50 per \$1 of employee contributions) are deposited into the 401(a) plan, and is capped at 2% of straight-time employee wages for the pay period. Grant PUD made matching contributions of approximately \$1 million in 2019 and 2018. Beginning in 2020, Grant PUD will deposit into employees' 401(a) 3% of straight-time wages for the pay period and will not require any contributions by the employee.

9. POST-EMPLOYMENT BENEFITS OTHER THAN PENSIONS ("OPEB")

Plan Description

Grant PUD administers a single-employer defined benefit premium program ("the retiree subsidy plan"). The retiree subsidy plan may be amended through collective bargaining (for bargaining unit employees) and ratified by Grant PUD's Commission, or changed without bargaining for non-bargaining unit employees. The retiree subsidy plan does not issue a publicly available financial report.

Benefits Provided

Grant PUD pays a portion of the medical premiums for eligible retirees and their spouses from age 59 ½ until age 65. Retirees younger than 59 ½ may continue to receive coverage on a self-pay basis. The percentage of the medical premiums based upon years of full-time service of the retirees. At the age of 59 ½, the retiree is eligible for a subsidy of 3% of their premium cost for each year of service (years x 3% x retiree premium). The subsidy cannot be more than the premium amount paid for active employees and is effective until the retiree turns 65. The cap for 2019 was \$499.40 for employee coverage and \$1,149.38 for employee and spouse coverage. The cap for 2020 is \$546.81 for employee coverage and \$1,257.62 for employee and spouse coverage. Retirees may seek

Notes to the Financial Statements (cont.)

COBRA coverage (subject to all COBRA provisions) through Grant PUD’s group health insurance plan, the Central Washington Public Utilities Unified Insurance Program Trust (Trust) or find independent coverage.

Employees Covered by Benefit Terms

At December 31, 2019 and 2018, the following employees were covered by the benefit terms:

	2019	2018
Inactive employees or beneficiaries currently receiving benefit payments	67	51
Inactive employees entitled to but not yet receiving benefit payments	-	-
Active employees	651	640
Total number of participants	718	691

Funding Policy

The plan is funded on a pay-as-you-go basis and there are no assets accumulating in a qualifying trust.

Contributions

Grant PUD paid approximately \$0.4 million in retiree subsidies for each of the years ended December 31, 2019 and 2018.

Total OPEB Liability

Grant PUD’s total OPEB liability for December 31, 2019 was measured as of December 31, 2019 with an actuarial valuation date of December 31, 2019. The December 31, 2018 OPEB liability was determined by an actuarial valuation dated December 31, 2017, rolled forward to the December 31, 2018, measurement date.

The following table represents the aggregate OPEB amounts for all plans subject to the requirements of GASB 75 for the years 2019 and 2018:

**Aggregate OPEB Amounts - All Plans
(amounts in thousands)**

	2019	2018
OPEB liabilities	\$ 9,705	\$ 6,977
Deferred Outflows of Resources	2,291	-
Deferred Inflows of Resources	-	-
OPEB expense	877	599

Actuarial Assumptions and Other Inputs

The total OPEB liability was determined using the following actuarial assumptions and other inputs, applied to all periods included in the measurement, unless otherwise specified.

The actuarial assumptions used in the valuation were based on the results of the Office of the State Actuary’s (OSA) *2007-2012 Experience Study* and the *2015 Economic experience Study*.

Actuarial Cost Method:	Entry Age Normal
Discount Rate:	2.75% and 3.50% for 2019 and 2018, respectively (based on all years discounted at Bond Buyer 20-year Bond General Obligation Index)
General Inflation:	2.50% per year
Wage Growth:	3.0% per year

Notes to the Financial Statements (cont.)

Merit and Longevity Scale: Salaries are assumed to increase at the sum of the Wage Growth assumption and the merit and longevity scale below:

Years of Service	Rate
0	6.00%
5	2.20%
10	0.50%
15	0.20%
18+	0.00%

Annual Premium Increase Rate: The assumed increases for medical plans are:

Year	Rate	Year	Rate
2019-20	6.30%	2030-31	5.30%
2020-21	6.20%	2031-32	5.20%
2021-22	6.10%	2032-33	5.10%
2022-23	6.00%	2033-34	5.00%
2023-24	5.90%	2034-35	4.90%
2024-25	5.80%	2035-36	4.80%
2025-26	5.70%	2036-37	4.70%
2026-27	5.60%	2037-38	4.60%
2027-28	5.50%	2038+	4.50%
2028-29	5.40%		

The initial rates in the table above are based in part on the 2019 Segal Health Plan Cost Trend Survey. Rates are trended down in subsequent years in accordance with prevalent actuarial practice, based in part on the Society of Actuaries – Getzen Long-Term Healthcare Trends Resource Model, as updated October 2019.

Mortality Rates: Retirement Plan 2000, combined active/healthy retired, no collar, sex-distinct, projected fully generationally with Scale BB.

Turnover Rates: Generally as developed for the valuation of benefits under Washington PERS. Examples of turnover rates are as follows:

Service	Male	Female
0	26.24%	26.24%
5	5.44%	6.65%
10	3.37%	4.17%
15	2.36%	2.77%
20	1.53%	1.80%
25	0.74%	0.94%
30+	0.36%	0.49%

Notes to the Financial Statements (cont.)

Disability Rates

As developed for the valuation of benefits under Washington PERS. Sample rates are as follows:

Age	Male	Female
20	0.0000%	0.0000%
40	0.0235%	0.0275%
60	0.7863%	0.7681%
80	0.0000%	0.0000%

Retirement Rates

Eligible Employees are assumed to delay retirement until reaching the eligibility requirements for the Retiree Subsidy. Employees participating in PERS are assumed to delay retirement until reaching PERS eligibility, if later.

Employees with fewer than 30 years of service are assumed to retire with rates as follows:

Age	Male	Female
55	2.00%	2.00%
56	3.00%	2.00%
57	4.00%	2.00%
58	5.00%	2.00%
59	6.00%	4.00%
60	7.00%	6.00%
61	8.00%	13.00%
62	24.00%	20.00%
63	22.00%	18.00%
64	56.00%	56.00%
65	40.00%	40.00%

Employees with 30 or more years of service are assumed to retire with rates as follows:

Age	Male	Female
55	12.00%	12.00%
56	12.00%	12.00%
57	12.00%	12.00%
58	12.00%	12.00%
59	16.00%	24.00%
60	12.00%	12.00%
61	20.00%	20.00%
62	28.00%	28.00%
63	26.00%	26.00%
64	56.00%	56.00%
65	40.00%	40.00%

Notes to the Financial Statements (cont.)

Participation	100% of actives eligible for Grant PUD-paid medical benefits are assumed to be enrolled in a medical plan at retirement.
Plan Enrollment	Current and future retirees are assumed to remain enrolled in the plans in which they are currently enrolled, if any.
Marital Status	65% of future retirees electing coverage are assumed to cover a spouse as well. Males are assumed to be three years older than their female spouses. Actual marital status and ages as of the valuation date are used for current retirees.
Coverage of Eligible Children	We have assumed no impact of dependent children on the implicit rate subsidy.
Health Care Claims Costs	2020 claim costs for an age 64 retiree or spouse are assumed to be \$14,150 for PPO and \$9,700 for CDHP.
Aging Factors	Aging factors are used to adjust the age 64 per capita claims cost. Percentages shown below age 64 reduce the claim costs.

Attained Age	Factor
Under 40	4.00% per year
40-44	3.75% per year
45-49	3.50% per year
50-54	3.00% per year
55-64	3.25% per year

Change in Assumptions and Methods	<p>Actuarial results reflect the following changes in assumptions and methods:</p> <ul style="list-style-type: none"> • The interest rate for discounting future liabilities was lowered to reflect current municipal bond rates, as outlined in GASB Statement 75. • Premium increases were modified to reflect anticipated experience. • Assumptions pertaining specifically to the implicit medical benefit (participation, coverage of eligible children, health care claims costs, and aging factors) were introduced.
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Notes to the Financial Statements (cont.)

Changes in Total OPEB Liability

(amounts in thousands)	2019	2018
	Increase (Decrease) Total OPEB Liability	Increase (Decrease) Total OPEB Liability
Total OPEB Liability at January 1	\$ 6,977	\$ 6,806
Service Cost	372	362
Interest on total OPEB Liability	249	237
Effect of plan changes	-	-
Effect of economic/demographic gains or losses	255	-
Effect of assumptions changes or inputs	2,291	-
Benefit payments	(439)	(428)
Net change in total OPEB liability	2,728	171
Total OPEB Liability at December 31	\$ 9,705	\$ 6,977

Sensitivity of the Total OPEB Liability to Changes in the Discount Rate.

The following presents the total OPEB liability of Grant PUD calculated using the discount rate of 2.75 percent, as well as what the OPEB liability would be if it were calculated using a discount rate that is 1-percentage point lower (1.75%) or 1-percentage point higher (3.75%) than the current rate.

(amounts in thousands)	1% Decrease 1.75%	Current Discount Rate 2.75%	1% Increase 3.75%
Total OPEB liability	\$ 10,496	\$ 9,705	\$ 8,960

Sensitivity of the Total OPEB Liability to Changes in the Health Care Cost Trend Rates.

The following presents the total OPEB liability of Grant PUD calculated using the current healthcare cost trend rate of 6.3 percent, as well as what the OPEB liability would be if it were calculated using a discount rate that is 1-percentage point lower (5.3%) or 1-percentage point higher (7.3%) than the current rate.

(amounts in thousands)	1% Decrease 5.30% Graded Down to 4.00%	Current Discount Rate 6.30% Graded Down to 5.00%	1% Increase 7.30% Graded Down to 6.00%
Total OPEB liability	\$ 8,592	\$ 9,705	\$ 11,035

OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

At December 31, 2019 and 2018, Grant PUD reported a liability of \$9.7 million and \$7 million, respectively. The total OPEB liability is based on the present value of the portion of future expected benefit payments that is considered to have been already earned by the participants. In future years, changes in the total OPEB liability due to actuarial gains or losses or changes in assumptions will be amortized over the average expected future working lifetime of participants, with unamortized amounts treated as deferred outflows or inflows of resources.

Notes to the Financial Statements (cont.)

Deferred Outflows of Resources and Deferred Inflows of Resources

At December 31, 2019 and 2018, the District recognized deferred outflows of resources and deferred inflows of resources related to other postemployment benefits from the following sources:

(amounts in thousands)	2019		2018	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 229	\$ -	\$ -	\$ -
Changes of assumptions	2,062	-	-	-
Total	\$ 2,291	\$ -	\$ -	\$ -

The deferred outflows and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

(amounts in thousands)	
Year ended December 31:	
2020	\$ 255
2021	255
2022	255
2023	255
2024	255
Thereafter	1,016
Total	\$ 2,291

OPEB Expense

Grant PUD's annual OPEB cost (expense) is equal to the change in total OPEB liability, plus or minus changes in deferred outflows or inflows, plus employer contributions. For the years ended December 31, 2019 and 2018, Grant PUD recognized OPEB expense of \$0.9 and \$0.6 million, respectively.

10. CONTINGENCIES

Grant PUD is involved in various claims arising in the normal course of business. Grant PUD does not believe that the ultimate outcome of these matters will have a material impact on its financial position, results of operations, or cash flows.

11. WHOLESALE FIBER OPTIC NETWORK

Grant PUD is installing a wholesale fiber optic network to the premises in its service area. This fiber optic network is interconnected with multiple regional and national telecommunications carriers. The wholesale fiber optic network is available to retail and wholesale providers of Internet, telephone, and video services. Grant PUD has also implemented a wholesale wireless network which is available to retail wireless providers.

The following is a summary of the results of operations of the wholesale fiber optic and wireless networks, and the related utility plant balances and related additions, as of and for the years ended December 31, 2019 and 2018:

(amounts in thousands)	2019	2018
Operating revenues		
Wholesale fiber services	\$ 8,733	\$ 7,594
Dark fiber revenue	608	585
Wireless fiber revenue	91	81
Wholesale fiber optic network sales	\$ 9,432	\$ 8,260
Operating expenses		
Administrative and general	\$ 1,374	\$ 646
Repairs and maintenance	1,348	1,619
Depreciation	8,551	7,835
Total operating expenses	\$ 11,273	\$ 10,100
Nonoperating revenues		
Contributions in aid of construction	\$ 53	\$ 272
Utility plant		
Additions to utility plant	\$ 14,133	\$ 8,189
Utility plant, net of accumulated depreciation	89,496	83,915

12. SUBSEQUENT EVENT

Long-Term Debt

Grant PUD closed two refunding and defeasance transactions for the Electric System and Priest Rapids Project with a delivery date of January 29, 2020. The Electric System fully defeased the outstanding 2013-J bonds for savings relieving the outstanding par amount of \$67.6 million and issued taxable refunding bonds, series 2020-Q, in the amount of \$75.0 million. The new bonds were issued over the original life of the refunded bonds with a final maturity of January 1, 2041. The average coupon of the new bonds is 2.98%. The Priest Rapids Project fully defeased six series of bonds via a combination of new refunding bonds for savings and cash contributions from excess operating and reserve funds to reduce the total amount of outstanding debt. The bonds defeased were: 2010A, 2012A, 2013A, 2013Z, 2014B, and 2015B. The new PRP bonds 2020 series Z were issued in the amount of \$219.7 million with an average coupon of 2.99% in level savings over the original life of the refunded bonds with a final maturity of January 1, 2043.

An additional refunding transaction dated March 25, 2020 fully defeased the 2014A and 2015A bonds through a combination of refunding bonds and cash contribution of excess reserves. The new refunding taxable bonds for series 2020 Z-2 was in the amount of \$229.9 million with level savings over the original life of the refunded bonds with a final maturity of January 1, 2044. The average coupon on the refunding bonds for the 2020 Z-2 series was 2.64%.

COVID-19

The first COVID-19 case caused by the novel coronavirus in the United States was confirmed on January 21, 2020, and the first virus-related death occurred on February 29, 2020, both in Washington State. Governor Jay Inslee has subsequently restricted public gathering, limited operations of restaurants and bars, and canceled public schools through the remainder of the current school year. The situation continues to change as new facts become available and new circumstances arise.

In response to the crisis, Grant PUD has proactively implemented measures to mitigate operational and financial impacts to Grant PUD and its customers, including closing lobbies and recreation sites, requiring employees not required to be on site for essential services to work from home, and implementing “social distancing” measures for Grant PUD’s on-site essential staff. Grant PUD also has declared that until further notice it will not disconnect utility service from customers impacted by COVID-19 for failure to pay or charge late fees during the outbreak of COVID-19. This did not have an impact on the financial results for 2019 and will continued to be monitored throughout 2020 to determine any financial impact going forward.

Collective Bargaining Agreement (CBA)

Of the 627 regular employees, as of February 20, 2020, 50% are bargaining unit employees under a Collective Bargaining Agreement (“CBA”) with the International Brotherhood of Electric Workers (the “IBEW”). The current IBEW three-year CBA runs through March 31, 2020. A contract extension covering the period January 1, 2020 to March 31, 2023 was approved by the Commission on December 10, 2019. The agreement includes various provisions including; creating a Personal Protective Equipment and Productivity committee, a wage adjustment for linemen, electricians and other apprenticeable positions to align Grant PUD wages for these positions to market wages. The first adjustment of 4% happened January 1, 2020, with two additional wage increases of 2.5% on April 1, 2021 and April 1, 2022. The agreement also provides for a general wage increase of 2.25% at the beginning of each contract year (April 1).

Notes to the Financial Statements (cont.)

13. SEGMENTS

Grant PUD has outstanding revenue bonds used to finance the Electric System and the Priest Rapids Project. As described in Note 5, all the outstanding bond issues are secured by a pledge of the net revenues of Grant PUD. The Electric System has committed to cover, without limitation, any costs incurred by the Priest Rapids Project that are not covered by purchasers other than Grant PUD.

Each system is required to be accounted for separately according to external contractual requirements. The following condensed financial statements of the operating segments of Grant PUD include the Electric System and the Priest Rapids Project. Grant PUD's Service System, as well as eliminating internal transactions, is presented as "Other" in order to reconcile to the consolidated Grant PUD's results. "Other" is not considered a segment of Grant PUD.

CONDENSED STATEMENT OF NET POSITION

DECEMBER 31, 2019 (AMOUNTS IN THOUSANDS)	Electric System	Priest Rapids Project	Other	Total
ASSETS				
Other current assets	\$ 158,521	\$ 126,175	\$ 7,759	\$ 292,455
Intersystem receivables	\$ 7,291	\$ 25	\$ (7,316)	\$ -
Intersystem loan receivable	\$ 11,967	\$ -	\$ (11,967)	\$ -
Utility plant, net	\$ 608,014	\$ 1,563,366	\$ -	\$ 2,171,380
Noncurrent intersystem loan receivable	\$ 343,917	\$ -	\$ (343,917)	\$ -
Other noncurrent assets	\$ 111,432	\$ 213,543	\$ (2,186)	\$ 322,789
TOTAL ASSETS	\$ 1,241,142	\$ 1,903,109	\$ (357,627)	\$ 2,786,624
Deferred outflows of resources	\$ 23,718	\$ 8,471	\$ (19,989)	\$ 12,200
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 1,264,860	\$ 1,911,580	\$ (377,616)	\$ 2,798,824
LIABILITIES				
Other current liabilities	\$ 88,479	\$ 106,213	\$ 6,358	\$ 201,050
Intersystem payables	4,188	4,004	(8,192)	-
Accrued interest intersystem loan payable	-	6,892	(6,892)	-
Intersystem loan payable	-	5,075	(5,075)	-
Noncurrent intersystem loan payable	-	343,917	(343,917)	-
Other noncurrent liabilities	262,260	1,074,814	-	1,337,074
TOTAL LIABILITIES	354,927	1,540,915	(357,718)	1,538,124
Deferred Inflows of resources	5,760	28,931	(19,989)	14,702
TOTAL LIABILITIES AND DEFERRED INFLOWS OF RESOURCES	360,687	1,569,846	(377,707)	1,552,826
NET POSITION				
Net investment in capital assets	310,952	208,500	348,680	868,132
Restricted	142,312	178,701	(506)	320,507
Unrestricted	450,909	(45,467)	(348,083)	57,359
TOTAL NET POSITION	904,173	341,734	91	1,245,998
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION	\$ 1,264,860	\$ 1,911,580	\$ (377,616)	\$ 2,798,824

(Internal transactions are eliminated based on Generally Accepted Accounting Principles)

Notes to the Financial Statements (cont.)

CONDENSED STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

YEAR ENDED DECEMBER 31, 2019 (AMOUNTS IN THOUSANDS)	Electric System	Priest Rapids Project	Other	Total
OPERATING REVENUES				
Retail energy sales	\$ 209,896	\$ -	\$ -	\$ 209,896
Wholesale revenues, net	41,039	-	28,342	69,381
Sales to power purchasers at cost	-	168,704	(138,770)	29,934
Other	11,963	-	-	11,963
Total operating revenues	262,898	168,704	(110,428)	321,174
OPERATING EXPENSES				
Depreciation and amortization	41,045	35,005	-	76,050
Other operating expenses	178,611	76,111	(110,428)	144,294
Total operating expenses	219,656	111,116	(110,428)	220,344
NET OPERATING INCOME	43,242	57,588	-	100,830
OTHER REVENUES (EXPENSES)				
Interest and other income	20,132	12,773	(10,581)	22,324
Interest on revenue bonds and other, net	(9,746)	(61,539)	11,941	(59,344)
Federal rebates on revenue bonds	-	10,545	-	10,545
Amortization of debt discount/premium	546	4,281	(1,287)	3,540
Cost of debt issuance	(141)	-	-	(141)
Total other revenues (expenses)	10,791	(33,940)	73	(23,076)
CONTRIBUTIONS IN AID OF CONSTRUCTION	8,511	-	-	8,511
CHANGE IN NET POSITION	62,544	23,648	73	86,265
NET POSITION				
Beginning of year	841,629	318,086	18	1,159,733
End of year	\$ 904,173	\$ 341,734	\$ 91	\$ 1,245,998

(Internal transactions are eliminated based on Generally Accepted Accounting Principles)

Notes to the Financial Statements (cont.)

CONDENSED STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2019
(AMOUNTS IN THOUSANDS)

	Electric System	Priest Rapids Project	Other	Total
Net cash provided by (used in) operating activities	\$ 64,392	\$ 111,640	\$ 2,359	\$ 178,391
Net cash provided by (used in) capital and related financing activities	(137,850)	(35,595)	(579)	(174,024)
Net cash provided by (used in) investing activities	72,348	(63,337)	(15,611)	(6,600)
NET INCREASE/(DECREASE) IN CASH	\$ (1,110)	\$ 12,708	\$ (13,831)	\$ (2,233)
CASH AT END OF YEAR	\$ 2,520	\$ 13,002	\$ (13,867)	\$ 1,655
CASH AT BEGINNING OF YEAR	3,630	294	(36)	3,888
NET INCREASE/(DECREASE) IN CASH	\$ (1,110)	\$ 12,708	\$ (13,831)	\$ (2,233)

(Internal transactions are eliminated based on Generally Accepted Accounting Principles)

Notes to the Financial Statements (cont.)

CONDENSED STATEMENT OF NET POSITION

DECEMBER 31, 2018 (AMOUNTS IN THOUSANDS)	Electric System	Priest Rapids Project	Other	Total
ASSETS				
Other current assets	\$ 203,710	\$ 112,429	\$ (4,276)	\$ 311,863
Intersystem receivables	371	60	(431)	-
Intersystem loan receivable	8,386	-	(8,386)	-
Utility plant, net	595,796	1,501,465	-	2,097,261
Noncurrent intersystem loan receivable	240,279	-	(240,279)	-
Other noncurrent assets	135,144	149,485	2,929	287,558
TOTAL ASSETS	1,183,686	1,763,439	(250,443)	2,696,682
Deferred outflows of resources	18,627	7,271	(15,771)	10,127
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	\$ 1,202,313	\$ 1,770,710	\$ (266,214)	\$ 2,706,809
LIABILITIES				
Other current liabilities	\$ 36,281	\$ 88,602	\$ 13,867	\$ 138,750
Intersystem payables	9,795	5,868	(15,663)	-
Accrued interest intersystem loan payable	-	5,086	(5,086)	-
Intersystem loan payable	-	3,300	(3,300)	-
Noncurrent intersystem loan payable	-	240,279	(240,279)	-
Other noncurrent liabilities	309,243	1,085,390	-	1,394,633
TOTAL LIABILITIES	355,319	1,428,525	(250,461)	1,533,383
Deferred inflows of resources	5,365	24,099	(15,771)	13,693
TOTAL LIABILITIES AND DEFERRED INFLOWS OF RESOURCES	360,684	1,452,624	(266,232)	1,547,076
NET POSITION				
Net investment in capital assets	303,754	200,054	245,881	749,689
Restricted	137,107	161,672	5,106	303,885
Unrestricted	400,768	(43,640)	(250,969)	106,159
TOTAL NET POSITION	841,629	318,086	18	1,159,733
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND NET POSITION	\$ 1,202,313	\$ 1,770,710	\$ (266,214)	\$ 2,706,809

(Internal transactions are eliminated based on Generally Accepted Accounting Principles)

Notes to the Financial Statements (cont.)

CONDENSED STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

YEAR ENDED DECEMBER 31, 2018 (AMOUNTS IN THOUSANDS)	Electric System	Priest Rapids Project	Other	Total
OPERATING REVENUES				
Retail energy sales	\$ 201,391	\$ -	\$ -	\$ 201,391
Wholesale revenues, net	39,717	-	27,469	67,186
Sales to power purchasers at cost	-	167,845	(136,235)	31,610
Other	11,083	-	-	11,083
Total operating revenues	252,191	167,845	(108,766)	311,270
OPERATING EXPENSES				
Depreciation and amortization	40,033	33,201	-	73,234
Other operating expenses	161,153	77,086	(108,766)	129,473
Total operating expenses	201,186	110,287	(108,766)	202,707
NET OPERATING INCOME	51,005	57,558	-	108,563
OTHER REVENUES (EXPENSES)				
Interest and other income	14,003	6,245	(8,857)	11,391
Interest on revenue bonds and other, net	(9,385)	(57,568)	10,173	(56,780)
Federal rebates on revenue bonds	-	10,552	-	10,552
Amortization of debt expense, discount, and premium	319	4,593	(1,271)	3,641
Cost of debt issuance	-	-	-	-
Total other revenues (expenses)	4,937	(36,178)	45	(31,196)
CONTRIBUTIONS IN AID OF CONSTRUCTION	12,485	-	-	12,485
CHANGE IN NET POSITION	68,427	21,380	45	89,852
NET POSITION				
Beginning of year	773,202	296,706	(27)	1,069,881
End of year	\$ 841,629	\$ 318,086	\$ 18	\$ 1,159,733

(Internal transactions are eliminated based on Generally Accepted Accounting Principles)

Notes to the Financial Statements (cont.)

CONDENSED STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2018 (AMOUNTS IN THOUSANDS)	Electric System	Priest Rapids Project	Other	Total
Net cash provided by (used in) operating activities	\$ 94,855	\$ 82,443	\$ (3,434)	\$ 173,864
Net cash provided by (used in) capital and related financing activities	(48,190)	(173,721)	10,174	(211,737)
Net cash provided by (used in) investing activities	(47,606)	41,590	(4,448)	(10,464)
NET INCREASE/(DECREASE) IN CASH	\$ (941)	\$ (49,688)	\$ 2,292	\$ (48,337)
CASH AT END OF YEAR	\$ 3,630	\$ 294	\$ (36)	\$ 3,888
CASH AT BEGINNING OF YEAR	4,571	49,982	(2,328)	52,225
NET INCREASE/(DECREASE) IN CASH	\$ (941)	\$ (49,688)	\$ 2,292	\$ (48,337)

(Internal transactions are eliminated based on Generally Accepted Accounting Principles)

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Required Supplementary Information (Unaudited)

Schedule of the District's Proportionate Share of the Net Pension Liability (amounts in thousands)

Measurement Date Ended June 30	PERS 1					
	2019	2018	2017	2016	2015	2014
Proportion of the net pension liability	0.489144%	0.493735%	0.509107%	0.524928%	0.544648%	0.574446%
Proportionate share of the net pension liability	\$ 18,809	\$ 22,050	\$ 24,158	\$ 28,191	\$ 28,490	\$ 28,938
Covered-employee payroll	67,418	65,002	63,510	61,646	56,606	63,970
Proportionate share of the net pension liability as a percentage of its covered-employee payroll	27.90%	33.92%	38.04%	45.73%	50.33%	45.24%
Plan fiduciary net position as a percentage of the total pension liability	63.22%	63.22%	61.24%	57.03%	59.10%	61.19%
	PERS 2/3					
Measurement Date Ended June 30	2019	2018	2017	2016	2015	2014
Proportion of the net pension liability	0.620593%	0.622917%	0.639308%	0.650080%	0.679264%	0.706321%
Proportionate share of the net pension liability	10,596	\$ 10,636	\$ 22,213	\$ 32,731	\$ 24,271	\$ 14,277
Covered-employee payroll	66,946	64,541	62,862	60,733	55,717	62,709
Proportionate share of the net pension liability as a percentage of its covered-employee payroll	15.83%	16.48%	35.34%	53.89%	43.56%	22.77%
Plan fiduciary net position as a percentage of the total pension liability	95.77%	95.77%	90.97%	85.82%	89.20%	93.29%

Notes to Schedule

Information is required to be presented for 10 years. However, until a full 10-year trend is compiled, Grant PUD will present information for only those years for which information is available.

Grant PUD implemented GASB 68 effective January 1, 2014.

Required Supplementary Information (Unaudited)

Schedule of the District's Contributions
(amounts in thousands)

	PERS 1									
	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Contractually Required Contribution	\$ 3,510	\$ 3,385	\$ 3,222	\$ 2,985	\$ 2,653	\$ 2,535	\$ 2,043	\$ 883	\$ 146	\$ 138
Contributions in Relation to the Contractually Required Contribution Subtotal	<u>(3,510)</u>	<u>(3,385)</u>	<u>(3,222)</u>	<u>(2,985)</u>	<u>(2,653)</u>	<u>(2,535)</u>	<u>(2,043)</u>	<u>(883)</u>	<u>(146)</u>	<u>(138)</u>
Contribution Deficiency (Excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Covered-Employee Payroll	\$ 70,371	\$ 66,174	\$ 64,999	\$ 61,575	\$ 59,113	\$ 61,536	\$ 61,088	\$ 59,498	\$ 60,157	\$ 57,383
Contributions as a Percentage of Covered Employee	4.99%	5.12%	4.96%	4.85%	4.49%	4.12%	3.34%	1.48%	0.24%	0.24%
	PERS 2/3									
	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Contractually Required Contribution	\$ 5,403	\$ 4,927	\$ 4,418	\$ 3,788	\$ 3,293	\$ 3,022	\$ 2,873	\$ 3,297	\$ 3,022	\$ 2,807
Contributions in Relation to the Contractually Required Contribution	<u>(5,403)</u>	<u>(4,927)</u>	<u>(4,418)</u>	<u>(3,788)</u>	<u>(3,293)</u>	<u>(3,022)</u>	<u>(2,873)</u>	<u>(3,297)</u>	<u>(3,022)</u>	<u>(2,807)</u>
Contribution Deficiency (Excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Covered-Employee Payroll	\$ 69,956	\$ 65,702	\$ 64,444	\$ 60,809	\$ 58,216	\$ 60,489	\$ 59,776	\$ 57,410	\$ 57,713	\$ 54,551
Contributions as a Percentage of Covered Employee	7.72%	7.50%	6.86%	6.23%	5.66%	5.00%	4.81%	5.74%	5.24%	5.15%

Required Supplementary Information (Unaudited)

Schedule of Changes in Total OPEB Liability and Related Ratios (amounts in thousands)

	2019	2018	2017
Total OPEB Liability - beginning	\$ 6,977	\$ 6,806	\$ 6,525
Service Cost	373	362	351
Interest on Total OPEB Liability	249	237	229
Changes of Benefit Terms	-	-	-
Effect of Economic/Demographic Gains or (Losses)	255	-	-
Effect of Assumptions Changes or Inputs	2,291	-	-
Benefit Payments	(439)	(428)	(299)
Net Change in Total OPEB Liability	2,729	171	281
Total OPEB Liability - Ending	\$ 9,706	\$ 6,977	\$ 6,806
Covered-Employee Payroll	\$ 67,940	\$ 68,629	\$ 66,630
Total OPEB Liability as a Percentage of Covered-Employee Payroll	14.29%	10.17%	10.21%

Notes to Schedule

Information is required to be presented for 10 years. However, until a full 10-year trend is compiled, Grant PUD will present information for only those years for which information is available.

During fiscal year 2019 assumptions pertaining specifically to the implicit medical benefit (participation, coverage of eligible children, health care claims costs, and aging factor) were introduced.

Grant PUD implemented GASB 75 effective January 1, 2017.

There are no assets accumulated in a qualified trust to provide benefits under the plan.

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APPENDIX C

PROPOSED FORM OF BOND COUNSEL OPINION

September 1, 2020

Public Utility District No. 2 of Grant County, Washington
Ephrata, Washington

Re: Public Utility District No. 2 of Grant County, Washington
Electric System Revenue Refunding Bonds, Series 2020-R (Mandatory Put Bonds) Electric
System Revenue Refunding Bonds, Series 2020-S (Mandatory Put Bonds)

Ladies and Gentlemen:

We have acted as bond counsel to Public Utility District No. 2 of Grant County, Washington (the "District") and have examined a certified transcript of the proceedings taken in the matter of the issuance by the District of its Electric System Revenue Refunding Bonds, Series 2020-R (Mandatory Put Bonds) in the aggregate principal amount of \$47,190,000 (the "2020-R Bonds") and the Electric System Revenue Refunding Bonds, Series 2020-S (Mandatory Put Bonds) in the aggregate principal amount of \$48,045,000 (the "2020-S Bonds" and together with the 2020-R Bonds, the "Bonds"). The Bonds are dated the date hereof and are issued pursuant to Resolution No. 8947 of the District, adopted on August 11, 2020 (the "Bond Resolution"). Proceeds of the Bonds will be used to refund certain outstanding Electric System obligations of the District and to pay costs of issuance of the Bonds. Capitalized terms not otherwise defined herein shall have the meanings given such terms in the Bond Resolution.

The Bonds of each series are subject to redemption prior to maturity as provided in the Bond Resolution and the Bond Purchase Contract for the Bonds.

Regarding questions of fact material to our opinion, we have relied on representations of the District in the Bond Resolution and in the certified proceedings and on other certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation.

Based on the foregoing, we are of the opinion that, under existing law:

1. The Bonds have been legally issued and constitute valid and binding special obligations of the District, both principal thereof and interest thereon payable solely out of a special fund of the District known as the "Electric System Revenue Bond Fund" (the "Bond Fund"), except to the extent that the enforcement of the rights and remedies of the holders of the Bonds may be limited by laws relating to bankruptcy, reorganization, insolvency, moratorium or other similar laws of general application affecting the rights of creditors, by the application of equitable principles and the exercise of judicial discretion.

2. The Bond Resolution is a legal, valid and binding obligation of the District, has been duly authorized, executed and delivered and is enforceable in accordance with its terms, except to the extent that enforcement may be limited by laws relating to bankruptcy, insolvency, moratorium, reorganization or other similar laws of general application affecting the rights of creditors, by the application of equitable principles and the exercise of judicial discretion.

3. The District has pledged and bound itself to pay into the Revenue Fund all of the Gross Revenue derived by the District from the operation of the Electric System. The District has further pledged and bound itself to set aside from the money in the Revenue Fund and to pay into the Bond Fund certain fixed amounts sufficient to pay the principal, premium, if any, and interest on the Bonds and all other Parity Bonds and Parity Lien Obligations as the same become due. The Bond Resolution pledges as security for the payment of the principal of, premium, if any, and interest on all Parity Bonds and Parity Lien Obligations, subject only to the provisions of the Bond Resolution

restricting or permitting the application thereof for the purposes and on the terms and conditions set forth therein: (a) the Gross Revenue (exclusive of any money credited to a fund or account for the purpose of paying arbitrage rebate to the federal government and subject to prior application to pay Operating Expenses), and (b) the money and investments, if any, credited to the Revenue Fund, the Bond Fund, and the R&C Fund and the income therefrom. The District has reserved the right to issue Future Parity Bonds and Parity Lien Obligations on the terms and conditions set forth in the Bond Resolution.

We have not been engaged nor have we undertaken to review the accuracy, completeness or sufficiency of the official statement or other offering material related to the Bonds (except to the extent, if any, stated in the official statement), and we express no opinion herein relating thereto, or relating to the undertaking by the District to provide ongoing disclosure pursuant to Securities and Exchange Commission Rule 15c2-12.

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

Very truly yours,
PACIFICA LAW GROUP LLP

APPENDIX D

PROPOSED FORM OF SPECIAL TAX COUNSEL OPINION

_____, 2020

Public Utility District No. 2 of Grant County, Washington
Ephrata, Washington

Re: Public Utility District No. 2 of Grant County, Washington
Electric System Revenue Refunding Bonds, Series 2020-R (Mandatory Put Bonds)
Electric System Revenue Refunding Bonds, Series 2020-S (Mandatory Put Bonds)

Ladies and Gentlemen:

We have acted as special tax counsel to Public Utility District No. 2 of Grant County, Washington (the “District”) in connection with the issuance by the District of its Electric System Revenue Refunding Bonds, Series 2020-R (Mandatory Put Bonds) in the aggregate principal amount of \$47,190,000 (the “2020-R Bonds”) and the Electric System Revenue Refunding Bonds, Series 2020-S (Mandatory Put Bonds) in the aggregate principal amount of \$48,045,000 (the “2020-S Bonds” and together with the 2020-R Bonds, the “Bonds”) issued pursuant to District Resolution No. 8947 adopted on August 11, 2020 (the “Bond Resolution”). Proceeds of the Bonds will be used to refund certain outstanding Electric System obligations of the District and to pay costs of issuance of the Bonds. Capitalized terms used in this opinion have the meanings given such terms in the Bonds Resolution.

In our capacity as special tax counsel, we have reviewed the Bonds Resolution, the Bond Purchase Contract for each series of Bonds, the District’s Tax Certificate as to Arbitrage and the Provisions of Sections 103 and 141-150 of the Internal Revenue Code of 1986 with respect to the Bonds (the “Tax Certificate”), certifications of the District, opinions of counsel and bond counsel to the District, and such other documents, opinions and instruments as we deemed necessary to render the opinions set forth herein. In rendering the opinions set forth below, we have relied upon the approving opinions of Pacifica Law Group LLP, Bond Counsel to the District, delivered on even date herewith, relating among other things to the validity of the Bonds.

We have assumed the genuineness of all documents and signatures presented to us (whether as originals or as copies) and the due and legal execution and delivery thereof by, and validity against, any parties other than the District. We have not undertaken to verify independently, and have assumed, the accuracy of the factual matters represented, warranted or certified in the documents, and of the legal conclusions contained in the opinions referred to in the third paragraph hereof. Furthermore, we have assumed compliance with all covenants and agreements contained in the Bonds Resolution. Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

The Internal Revenue Code of 1986 (the “Code”) sets forth certain requirements which must be met subsequent to the issuance and delivery of the Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Bonds. Pursuant to the Bonds Resolution and the Tax Certificate, the District has covenanted to comply with each applicable requirement of the Code necessary to qualify the Bonds as obligations described in section 103(a) of the Code. In addition, the District has made certain representations and certifications in the Tax Certificate. We have not independently verified the accuracy of those certifications and representations.

Under existing law and assuming compliance with the tax covenants described herein, and the accuracy of certain representations and certifications made by the District described above, interest on the Bonds is excluded from

gross income for federal income tax purposes under Section 103 of the Code. We are also of the opinion that such amounts are not treated as a preference item in calculating the alternative minimum tax imposed under the Code.

Except as stated in the preceding paragraph, we express no opinion as to any other federal, state or local tax consequences of the ownership or disposition of the Bonds. Furthermore, we express no opinion as to any federal, state or local tax law consequences with respect to the Bonds, or the interest thereon, if any action is taken with respect to the Bonds or the proceeds thereof upon the advice or approval of other counsel.

Very truly yours,

NIXON PEABODY LLP

APPENDIX E

The following information has been provided by DTC. The District makes no representation regarding the accuracy or completeness thereof. Beneficial Owners should therefore confirm the following with DTC or the Direct Participants (as hereinafter defined). Language in [brackets] with ~~strike-through~~ has been deleted as permitted by DTC as it does not pertain to the Bonds.

THE DEPOSITORY TRUST COMPANY

SAMPLE OFFERING DOCUMENT LANGUAGE DESCRIBING BOOK-ENTRY-ONLY ISSUANCE

(Prepared by DTC--bracketed material may apply only to certain issues)

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.

APPENDIX F

ECONOMIC AND DEMOGRAPHIC INFORMATION

Grant County (the “County”) is the fourth largest county in the State by land area, encompassing a total of 2,680 square miles. Within the County are 15 incorporated cities and towns. Moses Lake is the largest city with an estimated 2019 population of 24,220, and Ephrata, the County seat, is the second largest with a 2019 population of 8,180.

The County’s economy is based on diversified agriculture, food processing, manufacturing, hydroelectric generation projects and a strong service sector. The County’s prominence in agriculture is due in large part to the United States Bureau of Reclamation’s Columbia Basin Irrigation Project, which has turned raw land into high yield farmland through irrigation. In the past few years, several technology data centers have opened or expanded their operations in the County.

Following are economic indicators for the County.

**Table F-1
GRANT COUNTY
SELECTED ECONOMIC INDICATORS**

	Population⁽¹⁾	Per Capita Personal Income⁽²⁾	Taxable Retail Sales (\$000)⁽³⁾	Value of Building Permits (\$000)⁽⁴⁾	Personal Income (\$000)⁽²⁾
2020	100,130	-	-	-	-
2019	98,740	-	\$2,822,633	\$90,439	-
2018	97,350	\$39,789	2,489,444	98,629	\$3,872,693
2017	95,630	39,488	1,877,193	70,032	3,783,796
2016	94,610	38,340	1,773,257	66,113	3,623,592
2015	93,930	38,290	1,766,672	64,317	3,586,585
2014	92,900	34,724	1,819,118	72,095	3,228,258
2013	91,800	34,297	1,818,642	66,390	3,146,739
2012	91,000	33,237	1,588,877	65,128	3,035,579
2011	90,100	32,269	1,491,166	51,426	2,923,897
2010	89,120	30,243	1,215,317	72,488	2,708,869

⁽¹⁾ *Source:* Washington State Office of Financial Management; information for 2010 is from the United States Bureau of the Census.

⁽²⁾ *Source:* Washington State Bureau of Economic Analysis; 2018 is most recent data available. The 2018 per capita personal income for the State was \$62,026, and the total personal income was \$467,399,039.

⁽³⁾ *Source:* Washington State Department of Revenue.

⁽⁴⁾ *Source:* Grant County Building Department. Most recent data available.

**Table F-2
GRANT COUNTY TOP 25 PROPERTY OWNERS BY ASSESSED VALUE⁽¹⁾**

Taxpayer	Business	Assessed Valuation	% of County Assessed Valuation⁽²⁾
Microsoft Corporation	Data Center/Technology	\$1,799,000,000	13.95%
Yahoo Holdings Inc.	Data Center/Technology	204,584,045	1.59
Boeing Co.	Aerospace	136,138,900	1.06
Oath Holdings Inc. (fka Yahoo Inc.)	Data Center/Technology	132,415,955	1.03
Intergate Quincy II, LLC	Data Center/Technology	129,651,740	1.01
REC Solar Grade Silicon LLC	Chemical Manufacturing	129,462,155	1.00
Vantage Data Centers LLC	Data Center/Technology	125,560,535	0.97
Intergate Quincy LLC	Data Center/Technology	110,348,260	0.86
SGL Composite LLC	Carbon Manufacturing	83,146,885	0.64
GI Tare Quincy LLC	Data Center/Technology	80,278,125	0.62
Alaska Air Group Inc	Aerospace	75,997,808	0.59
BNSF Railway Company Tax Dept.	Railroads	75,894,698	0.59
Juniper Networks Inc.	Data Center/Technology	65,635,365	0.51
Moses Lake Industries Inc.	Chemical Manufacturing	61,900,000	0.48
Xyleco Realty WA, LLC	Real Estate	56,793,765	0.44
Lamb-Weston Inc.	Potato Products	55,225,995	0.43
J. R. Simplot Co.	Potato Products	54,587,050	0.42
Lamb-Weston BSW, LLC	Potato Products	53,600,000	0.42
Viterra USA LLC	Agriculture	51,511,150	0.40
US Services LLC	Transportation Services	49,721,875	0.39
H5 Data Centers- Quincy LLC	Data Center/Technology	48,000,000	0.37
Access Business Group LLP	Personal Care Manufacturer	45,345,130	0.35
Lineage Columbia, LLC	Warehousing/Logistics	41,908,075	0.32
Chemi-Con Materials Corp.	Chemical Manufacturing	40,878,130	0.32
Intuit, Inc.	Data Center/Technology	40,037,645	0.31
		<u>\$3,747,623,286</u>	<u>29.05%</u>

⁽¹⁾ Total County assessed valuation for 2018 taxes is \$12,900,578,083.

⁽²⁾ May not add due to rounding.

Source: Grant County Assessor for tax collection year 2019.

**Table F-3
GRANT COUNTY MAJOR EMPLOYERS**

Employer	Product/Service	Employees
Moses Lake School District #161	Education	1,300
Genie Industries, Inc.	Aerial Work Platforms	946
Grant County Government	Government	695
The District ⁽¹⁾	Electric Utility	655
Samaritan Healthcare	Healthcare	550
Quincy School District #144	Education	540
Mitsubishi Aircraft Corporation	Aerospace Flight Testing	400
Lamb Weston, Quincy	Frozen Potato Processing	386
Microsoft	Data Center	376
Moses Lake Industries	Industrial Chemicals	375
Quincy Foods, LLC	Frozen Vegetable Processing	360
Ephrata School District #165	Education	340
Plant National Frozen Foods	Corn & Pea Processing	313
Confluence Health	Healthcare	310
J.R. Simplot Co.	Frozen French Fries & Dehydrated Potato Products	292
Lamb Weston, Warden Plant	Frozen French Fries	290
Moses Lake Community Health	Healthcare	281
Big Bend Community College	Education	192
Oregon Potato Co.	Dehydrated Potato Flake Processing	190
Joyson Safety	Automotive Air Bags	189
D & L Foundry, Inc.	Manhole Cover Manufacturing	182
Columbia Basin Hospital	Healthcare	171
Lineage Logistics	Cold Storage	160
SGL Group	Carbon Fiber	129
Basic American Foods	Dehydrated Potato Processing	110

⁽¹⁾ The District's employee count includes full-time equivalent employees and does not include part-time and temporary employees.

Source: Grant County Economic Development Council as of January 2018, and the District.

**Table F-4
GRANT COUNTY RESIDENT CIVILIAN LABOR FORCE AND EMPLOYMENT⁽¹⁾**

	Annual Averages					
	2015	2016	2017	2018	2019	2020⁽²⁾
Total Labor Force	44,630	44,501	45,099	46,466	46,990	46,292
Employment	41,318	41,313	42,238	43,563	43,751	41,659
Unemployment	3,312	3,187	2,861	2,893	3,239	4,633
Unemployment Rate	7.4%	7.2%	6.3%	6.4%	6.9%	10.0%

⁽¹⁾ Not seasonally adjusted.

⁽²⁾ Average through May 2020.

Source: Washington State Employment Security Department, Labor Market and Economic Analysis Branch.

**Table F-5
GRANT COUNTY NONAGRICULTURAL EMPLOYMENT⁽¹⁾**

NAICS Industry Title	Annual Averages					
	2015	2016	2017	2018	2019	2020 ⁽²⁾
Total Nonfarm	28,940	29,180	29,240	30,770	30,850	30,030
Total Private	20,750	20,870	20,710	22,180	22,190	21,850
Goods Producing	6,280	6,090	6,090	6,300	6,080	5,840
Mining, Logging & Construction	1,200	1,230	1,300	1,510	1,490	1,420
Manufacturing	5,090	4,860	4,790	4,790	4,590	4,420
Services Providing	22,660	23,090	23,150	24,480	24,770	24,190
Trade, Transport & Utilities	5,960	6,190	5,910	6,000	6,080	5,980
Information & Financial						
Activities	1,090	1,120	1,100	1,390	1,410	1,340
Professional & Business Services	1,740	1,690	1,740	2,460	2,330	2,060
Education & Health Services	2,730	2,760	2,740	2,880	2,970	2,980
Leisure & Hospitality	2,380	2,460	2,560	2,610	2,760	2,830
Government	8,190	8,310	8,520	8,590	8,660	8,450

⁽¹⁾ Not seasonally adjusted.

⁽²⁾ Average through May 2020.

Source: Washington State Employment Security Department, Labor Market and Economic Analysis Branch.

APPENDIX G

FORM OF CONTINUING DISCLOSURE CERTIFICATE

This CONTINUING DISCLOSURE CERTIFICATE (this “Disclosure Certificate”), dated September 1, 2020, is executed and delivered by PUBLIC UTILITY DISTRICT NO. 2 OF GRANT COUNTY, WASHINGTON (the “District”) for the benefit of the Owners and Beneficial Owners of the Bonds in connection with the issuance of the Bonds (as hereinafter defined).

WHEREAS, pursuant to Resolution No. 8947 adopted by the District’s Board of Commissioners on August 11, 2020 (the “Resolution”), the District has authorized the issuance of its \$47,190,000 Electric System Revenue Refunding Bonds, Series 2020-R (Mandatory Put Bonds) (the “2020-R Bonds”) and \$48,045,000 Electric System Revenue Refunding Bonds, Series 2020-S (Mandatory Put Bonds) (the “2020-S Bonds” and, together with the 2020-R Bonds, the “Bonds”); and

WHEREAS, the underwriters with respect to the Bonds (the “Underwriters”) are required to comply with the provisions of Rule 15c2-12 adopted by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended (the “1934 Act”);

NOW THEREFORE, the District covenants and agrees for the benefit of the Owners and Beneficial Owners of the Bonds as follows:

SECTION 1. Definitions. The following capitalized terms shall have the following meanings:

“Annual Report” shall mean any Annual Report provided by the District pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Beneficial Owner” shall mean any person which (a) has or shares the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, or otherwise make investment decisions concerning ownership of, any Bonds (including persons holding bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“Bond Register” shall have the meaning provided in the Resolution.

“Business Day” shall mean a day which is not a Saturday, a Sunday or legal holiday on which banking institutions in the state of Washington or the state of New York are closed.

“Electric System” shall have the meaning set forth in the Resolution.

“Financial Obligation” means a (i) debt obligation, (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (iii) guarantee of (i) or (ii). The term “financial obligation” does not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“Listed Events” shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

“Official Statement” shall mean the Official Statement with respect to the Bonds dated August 18, 2020.

“Owner” or “Bond Owner,” whenever used herein with respect to a Bond, shall mean the Person in whose name the ownership of such Bond is registered on the Bond Register.

“Person” shall mean an individual, corporation, firm, association, partnership, trust, or other legal entity or group of entities, including a governmental entity or any agency or political subdivision thereof.

“Repository” or “MSRB” shall mean the Municipal Securities Rulemaking Board or any other entity designated or authorized by the SEC to receive reports pursuant to the Rule. Until otherwise designated by the MSRB or the SEC, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at <http://emma.msrb.org>.

“Rule” shall mean Rule 15c2-12 adopted by the SEC under the 1934 Act, as the same may be amended from time to time.

“Treasurer” shall mean the Treasurer of the District.

SECTION 2. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the District for the benefit of the Owners and the Beneficial Owners, and in order to assist the Underwriters in complying with the Rule.

SECTION 3. Provision of Annual Reports. The District shall, not later than on or before the end of nine months after the end of the District’s fiscal year (commencing no later than September 30, 2020 for the fiscal year ended December 31, 2019), provide or cause to be provided to each Repository copies of an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by reference other information as provided in Section 4 of this Disclosure Certificate; provided that if any audited financial statements are not then available, the District shall provide unaudited financial statements substantially in the same format, and audited financial statements as soon as they become available. The District’s current fiscal year ends December 31. If the fiscal year changes, the District shall give notice of such change in the same manner as for a Listed Event under this Disclosure Certificate.

All notices, financial information and operating data required by this Disclosure Certificate to be provided to the Repository must be in an electronic format as prescribed by the MSRB. All documents provided to the Repository pursuant to this Disclosure Certificate must be accompanied by identifying information as prescribed by the MSRB.

SECTION 4. Content of Annual Reports.

(a) The District’s Annual Report shall contain or include by reference the following:

(i) the audited financial statements of the Electric System prepared in accordance with generally accepted accounting principles applicable to government entities, with regulations prescribed by the Washington State Auditor pursuant to RCW 43.09.200 (or any successor statute) and substantially in accordance with the system prescribed by the FERC; provided, that if the Electric System’s financial statements are not yet available, the District shall provide unaudited financial statements in substantially the same format, and audited financial statements when they become available;

(ii) the outstanding long term indebtedness of the Electric System, the Priest Rapids Project and any other system of the District which provides power or capacity to the Electric System;

(iii) Electric System retail customers, energy sales, peak loads and revenues;

(iv) Electric System operating results and debt service coverage on the outstanding Parity Bonds;

(v) Electric System energy requirements, resources and power costs;

(vi) the aggregate amount and percentage of total energy sold and of retail revenues provided by the Electric System’s ten largest customers; and

(vii) gross generation, net energy, disposition of net energy, maximum one-hour production, average production costs, plant factor and annual availability for the Priest Rapids Project.

The annual financial information may be provided in a single or multiple documents, and may be incorporated by specific reference to documents available to the public on the Internet website of the MSRB or filed with the SEC. Items (ii)-(vii) will be required only to the extent that such information is not included in the annual financial statements provided for in (i).

(b) Any or all of the items listed in subsection (a) may be incorporated by specific reference from other documents, including official statements of debt issues of the District or related public entities, which have been submitted to the Repository or the SEC. If the document incorporated by reference is a final official statement, it must be available from the Repository. The District shall clearly identify each such other document so incorporated by reference.

The contents, presentation and format of the Annual Report may be modified from time to time as determined in the judgment of the District to conform to changes in accounting or disclosure principles or practices and legal requirements followed by or applicable to the District or to reflect changes in the business, structure, operations, legal form of the District or any mergers, consolidations, acquisitions or dispositions made by or affecting the District; provided that any such modifications shall comply with the requirements of the Rule; provided, further, that if the respective Annual Report is modified to conform to changes in accounting or disclosure principles, the annual financial information for the year in which the change is made should present a comparison between the financial statements or information prepared on the basis of the new accounting or disclosure principles and those prepared on the basis of the former accounting or disclosure principles.

SECTION 5. Reporting of Certain Events.

(a) The District agrees to provide or cause to be provided to the Repository, in a timely manner, not in excess of 10 Business Days after the occurrence of the event, notice of the occurrence of any of the following events with respect to the Bonds (each, a “Listed Event”):

- Principal and interest payment delinquencies;
- Non-payment related defaults, if material;
- Unscheduled draws on debt service reserves reflecting financial difficulties;
- Unscheduled draws on credit enhancements reflecting financial difficulties;
- Substitution of credit or liquidity providers, or their failure to perform;
- Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- Modifications to the rights of Bondholders, if material;
- Bond calls, if material, and tender offers;
- Defeasances;
- Release, substitution, or sale of property securing repayment of the Bonds, if material;
- Rating changes;
- Bankruptcy, insolvency, receivership or similar event of the District;
- The consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- Incurrence of a Financial Obligation of the District, if material, or agreements to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the District, any of which affect security holders, if material; and
- Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the District, any of which reflect financial difficulties.

(b) *Notice Upon Failure to Provide Financial Data.* The District agrees to provide or cause to be provided, in a timely manner, to the Repository, notice of its failure to provide the Annual Report described in Section 4 above on or prior to the date stated in Section 3 above.

SECTION 6. Termination of Reporting Obligation. The District's obligations to provide Annual Reports and notices of Listed Events for a series of Bonds shall terminate upon the legal defeasance, prior redemption, or payment in full of all of the respective series of Bonds.

SECTION 7. Dissemination Agent. The District may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate.

SECTION 8. Modification. Any provision of this Disclosure Certificate shall be null and void if the District (1) obtains an opinion of nationally recognized bond counsel to the effect that the portion of the Rule that requires that provision is invalid, has been repealed retroactively or otherwise does not apply to the Bonds and (2) notifies the MSRB of such opinion and the cancellation of all or any portion of this undertaking.

Notwithstanding any other provision of this Disclosure Certificate, the District may amend this undertaking, and any provision of the undertaking may be waived, in accordance with Rule, which, as currently interpreted by the SEC, requires that (i) the amendment or waiver be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the District, or type of business conducted; (ii) the undertaking, as amended or waived, would have complied with the requirements of Rule at the time of the primary offering, after taking into account any amendments or interpretations of Rule, as well as any change in circumstances; and (iii) the amendment or waiver does not materially impair the interests of holders of the Bonds, as determined either by parties unaffiliated with the District (such as bond counsel) or by the approving vote of holders of the Bonds.

In the event of any amendment or waiver of this undertaking, the District shall describe such amendment or waiver in the next annual report, and shall include a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the District. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a listed event above, and (ii) the annual report for the year in which the change is made shall present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the District from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the District chooses to include any information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is specifically required by this Disclosure Certificate, the District shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. A Registered Owner's and the Beneficial Owners' right to enforce the provisions of this Disclosure Certificate shall be limited to a right to obtain specific enforcement of the District's obligations under this Disclosure Certificate, and any failure by the District to comply with the provisions of this Disclosure Certificate shall not be an event of default under the Bonds or the Resolution.

SECTION 11. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the District, the Underwriters, the Owners and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

SECTION 12. Governing Law. This Disclosure Certificate shall be governed by the laws of the state of Washington determined without regard to the principles of conflict of law.

IN WITNESS WHEREOF, the District has caused this Disclosure Certificate to be executed and attested by its proper officers thereunto duly authorized, as of the day and year first above written.

**PUBLIC UTILITY DISTRICT NO. 2 OF GRANT
COUNTY, WASHINGTON**

By: _____

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