PRELIMINARY OFFICIAL STATEMENT DATED MAY 22, 2025

New Issue — **Moody's Rating: Aa1**
Book-Entry Only — **S&P Rating: AA+**
(See "Other Bond Information—Ratings on the Bonds.")

In the opinion of Stradling Yocca Carlson & Rauth LLP, Seattle, Washington ("Bond Counsel"), under existing statutes, regulations, rulings, and judicial decisions, and assuming the accuracy of certain representations and compliance with certain covenants and requirements described herein, interest (and original issue discount, if any) on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of calculating the federal alternative minimum tax imposed on individuals and corporations. See "Legal and Tax Information—Tax Matters" herein with respect to tax consequences relating to the Bonds.

$155,565,000(1)

THE CITY OF SEATTLE, WASHINGTON

DRAINAGE AND WASTEWATER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS, 2025

DATED: DATE OF INITIAL DELIVERY — **DUE: MAY 1, AS SHOWN ON PAGE i**

The City of Seattle, Washington (the "City"), will issue its Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2025 (the "Bonds"), as fully registered bonds under a book-entry only system, registered in the name of the Securities Depository.

The Depository Trust Company, New York, New York ("DTC"), will act as initial Securities Depository for the Bonds. Individual purchases of the Bonds will be made in Book-Entry Form, in the denomination of $5,000 or any integral multiple thereof within a single maturity. Purchasers will not receive certificates representing their interest in the Bonds. Interest on the Bonds is payable semiannually on each May 1 and November 1, beginning November 1, 2025. The principal of and interest on the Bonds are payable by the fiscal agent of the State of Washington (the "Bond Registrar") (currently U.S. Bank Trust Company, National Association) to DTC, which is obligated in turn to remit such payments to its participants for subsequent disbursement to Beneficial Owners of the Bonds, as described in "Description of the Bonds—Registration and Book-Entry Form" and in Appendix E.

The Bonds are being issued (i) to pay for part of the costs of various projects of the City's Drainage and Wastewater System, (ii) if market conditions are favorable, to carry out a current refunding of all or a portion of certain outstanding obligations of the Drainage and Wastewater System, (iii) to provide for the Reserve Requirement, if necessary, and (iv) to pay the costs of issuing the Bonds and the costs of administering the refunding. See "Use of Proceeds."

The Bonds are subject to redemption prior to maturity as described herein. See "Description of the Bonds—Redemption of Bonds."

The Bonds are special limited obligations of the City payable from and secured solely by the Net Revenue of the Drainage and Wastewater System, including all utility local improvement district assessments pledged to Parity Bonds, and by money in the Parity Bond Account and the subaccounts therein. Net Revenue is pledged to make the payments into the Parity Bond Account and the Reserve Subaccount required by the Bond Documents, which pledge constitutes a charge and lien upon such Net Revenue prior and superior to all other liens and charges whatsoever. The Bonds are on a parity of lien with the Outstanding Parity Bonds and all Future Parity Bonds, without preference or priority of right or lien. The Bonds are *not* designated as Covered Parity Bonds and will not be secured by the Reserve Subaccount from and after the Reserve Covenant Date. See "Security for the Bonds."

The Bonds do not constitute general obligations of the City, the State of Washington (the "State"), or any political subdivision of the State, or a lien or charge upon any general fund or upon any money or other property of the City, the State, or any political subdivision of the State not specifically pledged thereto by the legislation authorizing the issuance of the Bonds. Neither the full faith and credit nor the taxing power of the City, nor any revenues of the City derived from sources other than the Drainage and Wastewater System, are pledged to the payment of the Bonds.

The Bonds are offered for delivery by the Underwriter, when, as, and if issued, subject to the approving legal opinion of Stradling Yocca Carlson & Rauth LLP, Seattle, Washington, Bond Counsel. The form of Bond Counsel's opinion is attached hereto as Appendix B. Bond Counsel will also act as Disclosure Counsel to the City. Certain legal matters will be passed upon for the Underwriters by their counsel, Orrick, Herrington & Sutcliffe LLP, Seattle, Washington. It is expected that the Bonds will be ready for delivery at DTC's facilities in New York, New York, or to the Bond Registrar on behalf of DTC for closing by Fast Automated Securities Transfer, on or about June 9, 2025.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read the entire official statement to obtain information essential to the making of an informed investment decision.

Dated:____________

BofA Securities

Ramirez & Co., Inc. — **Siebert Williams Shank** — **Wells Fargo Securities**

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(1) Preliminary, subject to change.

The information in this Official Statement has been compiled from official and other sources considered reliable and, while not guaranteed as to accuracy, is believed by the City to be correct as of its date. The City makes no representation regarding the accuracy or completeness of the information in Appendix E—Book-Entry Transfer System, which has been obtained from DTC's website, the form of opinion of Bond Counsel attached as Appendix B, or information provided under "Other Bond Information—Municipal Advisor" and "Underwriting." 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 City since the date hereof.

No dealer, broker, salesperson, or other person has been authorized by the City to give any information or to make any representations with respect to the Bonds other than those contained in this Official Statement and, if given or made, such information or representations must not be relied upon as having been authorized by the City or the Underwriters. This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The Bonds have not been registered under the Securities Act of 1933, as amended, and the Bond Documents have not been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon exemptions contained in such acts. The Bonds have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the Securities and Exchange Commission has not confirmed the accuracy or determined the adequacy of this Official Statement. Any representation to the contrary may be a criminal offense.

The presentation of certain information, including tables of revenues and expenses, is intended to show recent historical information and is not intended to indicate future or continuing trends in the financial position or other affairs of the City. 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.

The information set forth in the Drainage and Wastewater System's *2024 Audited Financial Statements, which are included as Appendix C, speaks only as of the date of those statements and is subject to revision or restatement in accordance with applicable accounting principles and procedures. The City specifically disclaims any obligation to update this information except to the extent described under "Continuing Disclosure Agreement."*

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 shown herein will be achieved, and actual results may differ materially from the forecasts shown. 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 City 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, except as otherwise expressly provided in the Continuing Disclosure Agreement described under "Continuing Disclosure Agreement."

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 website of the City or any City department or agency is not part of this Official Statement, and investors should not rely on information presented on the City's website, any social media account, or any other internet presence referenced herein, in determining whether to purchase the Bonds. Information appearing on any such website, social media account, or any other internet presence is not incorporated by reference in this Official Statement.

This Preliminary Official Statement, as of its date, is in a form "deemed final" by the City for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1) but is subject to revision, amendment, and completion in a final Official Statement which will be available within seven business days of the sale date.

The public offering prices set forth on page i of this Official Statement may be changed from time to time by the underwriters of the Bonds (the "Underwriters"). The Underwriters may offer and sell the Bonds to certain dealers, unit investment trusts, or money market funds at prices lower than the public offering prices set forth on pages i and ii of this Official Statement.

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 responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwrites do not guarantee the accuracy or completeness of such information.

MATURITY SCHEDULE

$155,565,000(1)

THE CITY OF SEATTLE, WASHINGTON

DRAINAGE AND WASTEWATER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS, 2025

Due May 1	Amounts(1)	Interest Rates	Yields	Prices	CUSIP Numbers
2026	$ 7,140,000				
2027	4,360,000				
2028	4,590,000				
2029	8,300,000				
2030	5,110,000				
2031	5,375,000				
2032	5,650,000				
2033	12,130,000				
2034	14,340,000				
2035	11,135,000				
2036	7,110,000				
2037	7,470,000				
2038	7,860,000				
2039	8,260,000				
2040	1,955,000				
2041	2,055,000				
2042	2,160,000				
2043	2,270,000				
2044	2,390,000				
2045	2,510,000				
2046	2,640,000				
2047	2,775,000				
2048	2,915,000				
2049	3,065,000				
2050	3,225,000				
2051	3,390,000				
2052	3,565,000				
2053	3,745,000				
2054	3,935,000				
2055	4,140,000				

(1) Preliminary, subject to change.

THE CITY OF SEATTLE

MAYOR AND CITY COUNCIL

Bruce A. Harrell, Mayor	Term Expiration: 2025

Council Member	**Term Expiration**
Joy Hollingsworth	2027
Robert Kettle	2027
Alexis Mercedes Rinck	2025
Cathy Moore	2027
Sara Nelson	2025
Maritza Rivera	2027
Rob Saka	2027
Mark Solomon(1)	2025
Dan Strauss	2027

CITY ADMINISTRATION

Jamie L. Carnell	Director of Finance
Ann Davison	City Attorney

SEATTLE PUBLIC UTILITIES

Andrew Lee	General Manager/Chief Executive Officer
Paula Laschober	Chief Financial Officer/Deputy Director of Financial and Risk Services
Idris Beauregard	Chief Administrative Officer/Deputy Director of People, Culture, and Community
Keri Burchard-Juarez(2)	Deputy Director for Project Delivery and Engineering
Ellen Stewart	Deputy Director for Drainage and Wastewater Line of Business
Jeff Fowler	Deputy Director for Solid Waste Line of Business
Alex Chen	Deputy Director for Water Line of Business and Utility Operations and Maintenance Branch
Andrew Greenhill	Chief of Staff

BOND COUNSEL AND DISCLOSURE COUNSEL

Stradling Yocca Carlson & Rauth LLP
Seattle, Washington

MUNICIPAL ADVISOR

Piper Sandler & Co.
Seattle, Washington

BOND REGISTRAR

Washington State Fiscal Agent
(currently U.S. Bank Trust Company, National Association)

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(1) Council Member Solomon is serving on an interim basis pursuant to selection by the City Council to fill a vacant seat in January 2025. In November 2025, Seattle voters will select a Council Member to serve from 2026 until the term expires in 2027.
(2) Ms. Burchard-Juarez has announced her plans to leave this position effective June 3, 2025.

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$155,565,000[1]
THE CITY OF SEATTLE, WASHINGTON
DRAINAGE AND WASTEWATER SYSTEM IMPROVEMENT AND REFUNDING REVENUE BONDS, 2025

INTRODUCTION

The purpose of this Official Statement, which includes the cover, inside cover, and appendices, is to set forth certain information concerning The City of Seattle, Washington (the "City"), a municipal corporation duly organized and existing under and by virtue of the laws of the State of Washington (the "State"), in connection with the offering of $155,565,000[1] aggregate principal amount of its Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2025 (the "Bonds"). This Official Statement contains certain information related to such offering and sale concerning the City, the Bonds, Seattle Public Utilities ("SPU"), and the City's drainage and wastewater system (the "Drainage and Wastewater System").

Appendix A to this Official Statement is a summary of relevant portions of the Bond Ordinance authorizing the Bonds, as defined below under "Description of the Bonds—Authorization for the Bonds." Appendix B is the form of legal opinion of Stradling Yocca Carlson & Rauth LLP, Seattle, Washington ("Bond Counsel"). Appendix C is the audited financial statements of the Drainage and Wastewater Fund as of and for the fiscal year ended December 31, 2024 (the "2024 Financial Statements"). Appendix D provides demographic and economic information for the City. Appendix E is a description provided on its website by The Depository Trust Company, New York, New York ("DTC"), of DTC procedures with respect to book-entry bonds. Capitalized terms that are not defined herein have the meanings set forth in Section 1 of the summary of the Bond Ordinance attached as Appendix A and in the Bond Documents (defined below).

All of the summaries of provisions of the Washington State Constitution (the "State Constitution") and laws of the State, of ordinances and resolutions of the City, and of other documents contained in this Official Statement, copies of which may be obtained from the City upon request, are subject to the complete provisions thereof and do not purport to be complete statements of such laws or documents. A full review should be made of the entire Official Statement. The offering of the Bonds to prospective investors is made only by means of the entire Official Statement.

Certain forecast information provided in this Official Statement was prepared by Seattle Public Utilities. Any forecast information speaks only as of the date it was prepared and the reader should exercise caution in relying on such information. Actual results could differ materially.

DESCRIPTION OF THE BONDS

Authorization for the Bonds

The Bonds are to be issued by the City pursuant to the State Constitution, chapter 35.92 of the Revised Code of Washington ("RCW"), the Seattle City Charter, Ordinance 126941, passed by the City Council on November 21, 2023 (the "New Money Ordinance"), and Ordinance 125455, passed by the City Council on November 20, 2017, as amended by Ordinance 126482, passed by the City Council on November 22, 2021 (together, the "Refunding Ordinance") (together with the New Money Ordinance, the "Bond Ordinance"), delegating to the Director of the Office of City Finance within the Department of Finance and Administrative Services (the "Director of Finance") the authority to execute, on behalf of the City, a Bond Purchase Agreement, a Pricing Certificate, and other documents (collectively, the "Bond Documents") in accordance with the parameters set forth in the Bond Ordinance.

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(1) Preliminary, subject to change.

The New Money Ordinance authorizes the issuance of drainage and wastewater system bonds in a maximum aggregate principal amount not to exceed $95,000,000. The authorization expires on December 31, 2026. The new-money portion of the Bonds comprises approximately $65,930,000[(1)] of this authorization, leaving approximately $29,070,000[(1)] available under the authorization. In addition, the City has remaining authorization of $75,060,000 that is unissued under Ordinance 126715, which authorization expires on December 31, 2025. The City currently has no plans to issue this remaining authorization.

Principal Amounts, Dates, Interest Rates, and Maturities

The Bonds will be dated the date of their initial issuance and delivery. The Bonds will mature on May 1 in the years and amounts set forth on page i of this Official Statement.

Interest on the Bonds is payable semiannually on each May 1 and November 1, beginning November 1, 2025, at the rates set forth on page i of this Official Statement. Interest on the Bonds will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Registration and Book-Entry Form

Registrar and Paying Agent. The Bonds will be issued only in registered form as to both principal and interest. The fiscal agent for the State, currently U.S. Bank Trust Company, National Association, in Seattle, Washington (or such other fiscal agent or agents as the State may from time to time designate) will act as registrar and paying agent for the Bonds (the "Bond Registrar").

Book-Entry Form. The Bonds will be held fully immobilized in Book-Entry Form, registered in the name of the Securities Depository (defined in the Bond Documents as the DTC), or any successor thereto) in accordance with the provisions of the Letter of Representations. Neither the City nor the Bond Registrar will have any responsibility or obligation to participants of the Securities Depository or the persons for whom they act as nominees with respect to the Bonds regarding the accuracy of any records maintained by the Securities Depository or its participants of any amount in respect of principal of or interest on the Bonds, or any notice which is permitted or required to be given to Registered Owners under the Bond Ordinance (except such notice as is required to be given by the Bond Registrar to the Securities Depository). Registered ownership of a Bond initially held in Book-Entry Form, or any portion thereof, may not be transferred except (i) to any successor Securities Depository, (ii) to any substitute Securities Depository appointed by the City or such substitute Securities Depository's successor, or (iii) to any person if the Bond is no longer held in Book-Entry Form. For information about DTC and its book-entry system, see Appendix E—Book-Entry Transfer System. The City makes no representation as to the accuracy or completeness of the information in Appendix E obtained from DTC. Purchasers of the Bonds should confirm this information with DTC or its participants.

Termination of Book-Entry System. Upon the resignation of the Securities Depository from its functions as depository, or upon a determination by the Director of Finance to discontinue services of the Securities Depository, the Director of Finance may appoint a substitute Securities Depository. If the Securities Depository resigns from its functions as depository and no substitute Securities Depository can be obtained, or if the Director of Finance determines not to utilize a Securities Depository, then the Bonds no longer will be held in Book-Entry Form and ownership may be transferred only as provided in the Bond Ordinance.

Lost or Stolen Bonds. In case any Bond is lost, stolen, or destroyed, the Bond Registrar may authenticate and deliver a new bond or bonds of like amount, date, tenor, and effect to the Registered Owner(s) thereof upon the Registered Owner(s)' paying the expenses and charges of the City in connection therewith and upon filing with the Bond Registrar evidence satisfactory to the Bond Registrar that such bond or bonds were actually lost, stolen, or destroyed and of Registered Ownership thereof, and upon furnishing the City with indemnity satisfactory to both.

Payment of Bonds

Principal of and interest on each Bond is payable in the manner set forth in the Letter of Representations. No Bonds will be subject to acceleration under any circumstances.

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(1) Preliminary, subject to change.

Interest on each Bond not held in Book-Entry Form is payable by electronic transfer on the interest payment date, or by check or draft of the Bond Registrar mailed on the interest payment date to the Registered Owner at the address appearing on the Bond Register on the Record Date. The City, however, is not required to make electronic transfers except pursuant to a request by a Registered Owner in writing received at least ten days prior to the Record Date and at the sole expense of the Registered Owner. Principal of each Bond not held in Book-Entry Form is payable upon presentation and surrender of the Bond by the Registered Owner to the Bond Registrar.

The Bond Ordinance defines "Record Date" as, in the case of each interest or principal payment date, the Bond Registrar's close of business on the 15th day of the month preceding the interest or principal payment date. With regard to redemption of a Bond prior to its maturity, the Record Date means the Bond Registrar's close of business on the day prior to the date on which the Bond Registrar sends the notice of redemption to the Registered Owner(s) of the affected Bonds.

Redemption of Bonds(1)

Optional Redemption. The Bonds maturing on and before May 1, 2035, are not subject to redemption prior to maturity. The City reserves the right and option to redeem Bonds maturing on and after May 1, 2036, prior to their stated maturity dates at any time on and after May 1, 2035, as a whole or in part, at a price equal to 100% of the stated principal amount to be redeemed plus accrued interest to the date fixed for redemption.

Mandatory Redemption. If not redeemed or purchased at the City's option prior to maturity, the Bonds designated as Term Bonds must be redeemed, at a price equal to 100% of the principal amount to be redeemed plus accrued interest, on May 1 in the years and principal amounts as follows:

TERM BONDS

Years	Amounts
(1)	

(1) Maturity.

If the City optionally redeems or purchases Term Bonds prior to maturity, the principal amount of those Term Bonds so redeemed or purchased (irrespective of their actual redemption or purchase prices) will be credited against the remaining mandatory redemption installment payments for that Term Bond in the manner directed by the Director of Finance. In the absence of direction by the Director of Finance, credit will be allocated to each mandatory redemption installment payment for that Term Bond on a *pro rata* basis.

Selection of Bonds for Redemption. If fewer than all of the outstanding Bonds are to be redeemed at the option of the City, the Director of Finance will select the maturity or maturities to be redeemed. If less than all of the principal amount of a maturity of the Bonds is to be redeemed and such maturity is held in Book-Entry Form, the portion of such maturity to be redeemed will be selected for redemption by the Securities Depository in accordance with the Letter of Representations, and if such maturity is not then held in Book-Entry Form, the portion of such maturity to be redeemed will be selected by the Bond Registrar at random in such manner as the Bond Registrar determines.

All or a portion of the principal amount of any Bond that is to be redeemed may be redeemed in denominations of $5,000 or integral multiples thereof within a maturity of the Bonds ("Authorized Denominations"). If less than all of the outstanding principal amount of any Bond is redeemed, upon surrender of that Bond to the Bond Registrar, there will be issued to the Registered Owner, without charge, a new Bond (or Bonds, at the option of the Registered Owner) of the same maturity and interest rate in any Authorized Denomination in the aggregate principal amount to remain outstanding.

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(1) Preliminary, subject to change.

Notice of Redemption. The City must cause notice of any intended redemption of Bonds to be given not less than 20 nor more than 60 days prior to the date fixed for redemption by first-class mail, postage prepaid, to the Registered Owner of any Bond to be redeemed at the address appearing on the Bond Register on the Record Date, and that notice requirement will be deemed to have been fulfilled when notice has been mailed as so provided, whether or not it is actually received by the Owner of any Bond. Interest on Bonds called for redemption will cease to accrue on the date fixed for redemption unless the Bond or Bonds called are not redeemed when presented pursuant to the call. See "—Registration and Book-Entry Form" and Appendix E.

Rescission of Notice of Redemption. In the case of an optional redemption, the notice may state that the City retains the right to rescind the redemption notice and the related optional redemption of the 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 rescinded by the Director of Finance will be of no effect, and the Bonds for which the notice of optional redemption has been rescinded will remain outstanding.

Purchase

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

Failure to Pay Bonds

If any Bond is not paid when properly presented at its maturity or redemption date, the City will be obligated to pay interest on that Bond at the same rate provided on that Bond from and after its maturity or redemption date until that Bond, principal, premium, if any, and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Drainage and Wastewater System Parity Bond Account (the "Parity Bond Account"), and that Bond has been called for payment by giving notice of that call to the Registered Owner of that Bond.

Refunding or Defeasance of Bonds

The City may issue refunding bonds pursuant to the laws of the State or use money available from any other lawful source (i) to pay when due the principal of (including premium, if any) and interest on any Bond, or portion thereof, included in a refunding or defeasance plan (the "Defeased Bonds"), (ii) to redeem and retire, release, refund, or defease the Defeased Bonds, and (iii) to pay the costs of such refunding or defeasance. If money and/or Government Obligations (defined below) maturing at a time or times and in an amount sufficient, together with known earned income from the investment thereof, to redeem and retire, release, refund, or defease the Defeased Bonds in accordance with their terms are set aside in a special trust fund or escrow account irrevocably pledged to such redemption, retirement, or defeasance (the "Trust Account"), then all right and interest of the Owners of the Defeased Bonds in the covenants of the Bond Ordinance and in the Net Revenue (defined under "Security for the Bonds—Pledge of Net Revenue") and the funds and accounts pledged to the payment of such Defeased Bonds, other than the right to receive the funds so set aside and pledged, thereafter will cease and become void. Such Owners thereafter have the right to receive payment of the principal of and interest or redemption price on the Defeased Bonds from the Trust Account. After the Trust Account is established and fully funded, the Defeased Bonds will be deemed no longer outstanding and the Director of Finance may then apply any money in any other fund or account established for the payment or redemption of the Defeased Bonds to any lawful purposes. Notice of refunding or defeasance will be given, and selection of Bonds for any partial refunding or defeasance will be conducted, in the manner set forth in the Bond Ordinance for the redemption of Bonds.

The term "Government Obligations" is defined in the Bond Ordinance to include any securities that are then permissible investments under the State law definition of "government obligations" under RCW 39.53.010. In the Pricing Certificate, the City has limited eligibility to the following types of securities (provided that such securities are then permissible under the applicable statute): (i) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, and bank certificates of deposit secured by such obligations; (ii) bonds, debentures, notes, participation certificates, or other obligations issued by the Banks for Cooperatives, the Federal Intermediate Credit Bank, the Federal Home Loan Bank system, the Export-Import Bank of the United States, Federal Land Banks, or the Federal National Mortgage Association; (iii) public housing bonds and project notes fully secured by contracts with the United States; and (iv) obligations of financial institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation, to the extent insured or to the extent guaranteed as permitted under any other provision of State law.

Defaults and Remedies; No Acceleration of the Bonds

The Bond Ordinance does not enumerate events of default or remedies upon an event of default. In the event of a default, Bond owners would be permitted to pursue remedies permitted by State law. See "—Failure to Pay Bonds" above and "Security for the Bonds" below.

The Bonds are not subject to acceleration upon the occurrence of a default. The City, therefore, would be liable only for principal and interest payments as they become due. In the event of multiple defaults in payment of principal of or interest on the Bonds, the Registered Owners would be required to bring a separate action for each such payment not made. This could give rise to a difference in interests between Registered Owners of earlier and later maturing Bonds.

USE OF PROCEEDS

Purpose

The Bonds are being issued (i) to pay for part of the costs of various projects of the City's Drainage and Wastewater System, (ii) if market conditions are favorable, to carry out a current refunding of all or a portion of certain outstanding obligations of the Drainage and Wastewater System (the "Refunding Candidates"), as described below under "—Refunding Plan," (iii) to provide for the Reserve Requirement, if necessary, and (iv) to pay the costs of issuing the Bonds and the costs of administering the refunding.

Sources and Uses of Funds

The proceeds of the Bonds and a contribution from the City will be applied as follows:

TABLE 1
SOURCES AND USES OF FUNDS

SOURCES OF FUNDS	
Stated Principal Amount of Bonds	
Net Original Issue Premium (Discount)	
Parity Bond Account Contribution	
Total Sources of Funds	
USES OF FUNDS	
Construction Account Deposit	
Escrow Deposit	
Reserve Subaccount Deposit	
Costs of Issuance(1)	
Total Uses of Funds	

(1) Includes legal fees, financial advisory and rating agency fees, printing costs, underwriter's discount, and other costs of issuing the Bonds and administering the refunding.

Refunding Plan

If market conditions are favorable, a portion of the proceeds of the Bonds will be used to carry out a current refunding of all or a portion of the Refunding Candidates identified below. The Refunding Candidates that are selected, based upon market conditions on the pricing date, will be referred to as the "Refunded Bonds." The Refunded Bonds will be called on the dates and at the prices shown in Table 2.

Refunding Candidates

2014 Bonds. The Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2014 (the "2014 Bonds" and, as applicable, the "2014 Refunding Candidates"), are currently subject to optional redemption in whole or in part on any date at a price equal to 100% of the stated principal amount to be redeemed plus accrued interest to the date fixed for redemption.

2009A Bonds. The Drainage and Wastewater Revenue Bonds, 2009A (Taxable Build America Bonds-Direct Payment) (the "2009A Bonds" and, as applicable, the "2009A Refunding Candidates"), are subject to extraordinary optional redemption by the City prior to their stated maturity dates, upon the occurrence of an Extraordinary Event, as a whole or in part (and if in part, pro rata), at a price of par plus the Make-Whole Premium, calculated using the Treasury Rate plus 100 basis points, together with accrued interest to the date fixed for redemption. The City has determined that an "Extraordinary Event" has occurred, permitting the extraordinary optional redemption of the 2009A Refunding Candidates. For this purpose, the following definitions apply:

- An "Extraordinary Event" will have occurred if a material adverse change has occurred to Section 54AA or Section 6431 of the Code (as such Sections were added by Section 1531 of the American Recovery and Reinvestment Act of 2009 pertaining to "Build America Bonds") pursuant to which the City's 35% direct payments from the United States Treasury in respect of interest on the 2009A Bonds are reduced or eliminated.
- "Make-Whole Premium" means, with respect to any redemption date for a particular 2009A Bond, the excess, if any, of (i) the sum of the present value of the remaining scheduled payments of principal of and interest on such 2009A Bond, not including any portion of those payments of interest accrued and unpaid as of such redemption date, discounted to such redemption date on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 25 basis points, over (ii) the principal amount of such 2009A Bond. **Due to the occurrence of an Extraordinary Event, the foregoing is calculated using the Treasury Rate plus 100 basis points.**
- "Treasury Rate" means, with respect to any redemption date for a particular 2009A Bond, the rate per *annum* equal to the semi-annual equivalent yield to maturity or interpolated maturity of the Comparable Treasury Issue, assuming that the Comparable Treasury Issue is purchased on the redemption date for a price equal to the Comparable Treasury Price, as calculated by the Designated Investment Banker.
- "Comparable Treasury Issue" means, with respect to any redemption date for a particular 2009A Bond, the United States Treasury security or securities selected by the Designated Investment Banker that has an actual or interpolated maturity comparable to the remaining average life of such 2009A Bond, and that would be utilized in accordance with customary financial practice in pricing new issues of debt securities of comparable maturity to the remaining average life of such 2009A Bond.
- "Comparable Treasury Price" means, with respect to any redemption date for a particular 2009A Bond: (i) the most recent yield data for the applicable U.S. Treasury maturity index from the Federal Reserve Statistical Release H.15 Daily Update (or any comparable or successor publication) reported, as of 11:00 a.m., New York City time, on the Valuation Date; or (ii) if the yield described in (i) above is not reported as of such time or the yield reported as of such time is not ascertainable, the average of four Reference Treasury Dealer Quotations for that redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or if the Designated Investment Banker obtains fewer than four Reference Treasury Dealer Quotations, the average of all quotations obtained by the Designated Investment Banker.
- "Designated Investment Banker" means one of the Reference Treasury Dealers appointed by the City.
- "Reference Treasury Dealer" means each of four firms, specified by the City from time to time, that are primary United States Government securities dealers in the City of New York (each, a "Primary Treasury Dealer"); provided, that if any of them ceases to be a Primary Treasury Dealer, the City will substitute another Primary Treasury Dealer.
- "Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date for a particular 2009A Bond, the average, as determined by the Designated Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Designated Investment Banker by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the Valuation Date.
- "Valuation Date" means the third business day preceding the redemption date.

Greater detail regarding the redemption provisions applicable to the 2009A Refunding Candidates may be found in the Official Statement for the 2009A Refunding Candidates, available at *https://emma.msrb.org/EP368040-EP289054-EP684333.pdf*, which document is expressly not incorporated herein by reference.

TABLE 2
REFUNDING CANDIDATES[(1)]

Drainage and Wastewater Revenue Bonds, 2009A (Taxable Buld America Bonds-Direct Payment)

	Maturity	Interest Rate	Par Amount	Call Date	Call Price[(2)]	CUSIP
Serial	11/1/2025	5.000%	$ 3,870,000	6/9/2025	MWP	812631 HC6
Term	11/1/2030	5.375%	21,575,000	6/9/2025	MWP	812631 HH5
Term	11/1/2039	5.550%	50,230,000	6/9/2025	MWP	812631 HS1
Subtotal			$ 75,675,000			

Drainage and Wastewater Improvement and Refunding Revenue Bonds, 2014

	Maturity	Interest Rate	Par Amount	Call Date	Call Price	CUSIP
Serial	5/1/2026	5.000%	$ 2,995,000	9/5/2025	100	812631 KZ1
	5/1/2029	4.000%	3,460,000	9/5/2025	100	812631 LC1
	5/1/2033[(3)]	4.000%	6,155,000	9/5/2025	100	812631 RN1
	5/1/2034	4.000%	7,985,000	9/5/2025	100	812631 LH0
	5/1/2035	4.000%	4,400,000	9/5/2025	100	812631 LJ6
	5/1/2036	4.000%	4,580,000	9/5/2025	100	812631 LK3
	5/1/2037	4.000%	4,765,000	9/5/2025	100	812631 LL1
	5/1/2038	4.000%	4,960,000	9/5/2025	100	812631 LM9
	5/1/2039	4.000%	5,165,000	9/5/2025	100	812631 LN7
Term	5/1/2044	4.000%	29,155,000	9/5/2025	100	812631 LP2
Subtotal			$ 73,620,000			
Total			$149,295,000			

(1) Preliminary, subject to change.

(2) Par plus the Make-Whole Premium. Due to the occurrence of an Extraordinary Event, the Make-Whole Premium will be calculated using the Treasury Rate plus 100 basis points. See definitions above under "—Refunding Candidates—2009A Bonds."

(3) The original maturity was partially defeased in 2022.

Procedure. The City will enter into an Escrow Agreement with U.S. Bank Trust Company, National Association, as Escrow Agent, to provide for the refunding of the Refunded Bonds and the payment of Bond issuance costs. The Escrow Agreement will create an irrevocable trust fund to be held by the Escrow Agent and to be applied solely to the payment of the Refunded Bonds and the payment of Bond issuance costs. The net proceeds of the Bonds deposited with the Escrow Agent to be used to refund the Refunded Bonds will be held in cash or invested in noncallable direct obligations of the United States of America or obligations the payment of which is unconditionally guaranteed by the United States of America (the "Acquired Obligations") that will mature and bear interest at rates sufficient, together with cash held by the Escrow Agent, to pay the principal of and accrued interest on the Refunded Bonds.

Verification of Calculations. The mathematical accuracy of the computations of the Make-Whole Premium with respect to the refunding of the 2009A Refunded Bonds and the adequacy of the maturing principal amounts of and interest on the Acquired Obligations and cash on deposit to be held by the Refunding Trustee to pay principal of and interest on the Refunded Bonds as described above will be verified by Causey Public Finance, LLC, independent certified public accountant.

SECURITY FOR THE BONDS

Pledge of Net Revenue

The Bonds are special limited obligations of the City payable from and secured solely by the Net Revenue of the Drainage and Wastewater System, including all utility local improvement district assessments pledged to Parity Bonds ("ULID Assessments"), and by money in the Parity Bond Account. Net Revenue (including ULID Assessments, if any) is pledged to make the payments in respect of the Parity Bonds into the Parity Bond Account and the Reserve Subaccount required by the Bond Documents, which pledge constitutes a charge and lien upon such Net Revenue prior and superior to all other liens and charges whatsoever. "Net Revenue" is defined as Gross Revenue less Operating and Maintenance Expense, as defined in the Bond Ordinance. See Appendix A—Summary of Bond Ordinance—Section 1.

The Bonds are on a parity of lien with the Outstanding Parity Bonds and all Future Parity Bonds, without preference or priority of right or lien.

The City maintains a Reserve Subaccount in the Parity Bond Account. Until the Reserve Covenant Date (defined below), the Reserve Subaccount will secure payment of all Parity Bonds. From and after the Reserve Covenant Date, the Reserve Subaccount will secure only the Covered Parity Bonds. The Bonds are *not* designated as Covered Parity Bonds and the Bonds will cease to be secured by the Reserve Subaccount as of the Reserve Covenant Date. See "—Reserve Subaccount" below.

The City has covenanted that for as long as any Bond is outstanding, it will not issue any other revenue obligations (or create any special fund or account therefor) which will have a priority over or which will rank on a parity of lien with the payments required in respect of the Parity Bonds and that it will issue Future Parity Bonds only in accordance with the Bond Documents. See "—Additional Obligations" and Appendix A—Summary of Bond Ordinance—Section 13 and Section 17.

The City has reserved the right to combine the Drainage and Wastewater System, including its funds and accounts, with other City utility systems, funds, and accounts. See "—Combined Utility Systems."

The Bonds do not constitute general obligations of the City, the State, or any political subdivision of the State, or a lien or charge upon any general fund or upon any money or other property of the City, the State, or any political subdivision of the State not specifically pledged thereto by the Bond Documents. Neither the full faith and credit nor the taxing power of the City, nor any revenues of the City derived from sources other than the Drainage and Wastewater System, are pledged to the payment of the Bonds.

The Parity Bond Account has been created in the Drainage and Wastewater Fund for the sole purpose of paying the principal of and interest on all Parity Bonds, including the Bonds. So long as any Parity Bonds are outstanding, the City has agreed to set aside and pay into the Parity Bond Account all ULID Assessments on their collection and certain amounts from the Net Revenue of the Drainage and Wastewater System sufficient to pay interest, or principal and interest and sinking fund requirements, due and payable on the Parity Bonds on the payment date and to fund the Reserve Subaccount (see "—Reserve Subaccount" below). See Appendix A—Summary of Bond Ordinance—Section 15.

Reserve Subaccount

The Reserve Subaccount has been created and maintained as a subaccount within the Parity Bond Account.

The Bond Documents provide that the Bonds will not be designated as Covered Parity Bonds and, consequently, from and after the Reserve Covenant Date, the Bonds will no longer be secured by the amounts on deposit in the Reserve Subaccount. See Appendix A—Summary of Bond Ordinance—Sections 1, 13 and 15.

Until the occurrence of the Reserve Covenant Date (defined below), the City has covenanted that it will at all times, so long as any Parity Bonds are outstanding, maintain the Reserve Subaccount at the least of (i) Maximum Annual Debt Service on all Parity Bonds outstanding at the time of calculation, (ii) 1.25 times Adjusted Annual Debt Service on all Parity Bonds outstanding at the time of calculation, or (iii) the sum of 10% of the proceeds of each series of

Parity Bonds then outstanding, as of the delivery of each such series (the "Reserve Requirement"), as it is adjusted from time to time, except for withdrawals authorized by the Bond Documents. Under the Bond Documents, the City must fund any increase in the Reserve Requirement due to the issuance of the Bonds by a deposit of Parity Bond proceeds, Net Revenue in no more than five annual installments, or a Reserve Security.

From and after the Reserve Covenant Date (defined below), the Reserve Subaccount will secure only such Parity Bonds as are designated as "Covered Parity Bonds" and the Reserve Requirement will be calculated based on debt service relating to Covered Parity Bonds only.

In the Bond Ordinance, the Reserve Covenant Date is defined as the earlier the earlier of: (a) the date on which the City has obtained consents of 60% of Registered Owners of the Parity Bonds then outstanding, in accordance with the provisions of the applicable Outstanding Parity Bond Documents; or (b) the date on which all of the following Outstanding Parity Bonds have been redeemed or defeased: the 2009A Bonds, the 2014 Bonds, and the Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2016 (the "2016 Bonds"). The 2009A Bonds and the 2014 Bonds are Refunding Candidates.

By purchasing the Bonds, the purchasers of the Bonds will be deemed to have given their consent as of the issue date for the Bonds and will be added to the consents previously obtained at the issuance of the Outstanding Parity Bonds issued in 2022 and 2023, and any other consents obtained in the future.

Upon the issuance of the Bonds, the Reserve Subaccount is expected to be funded as shown in Table 3.

Under the Bond Documents, a Reserve Security may be used to satisfy the Reserve Requirement if the issuer was assigned a credit rating in the two highest rating categories at the time such security or qualified insurance was issued or acquired by the City. Each of the securities listed in the table above met that requirement at the time it was issued or acquired by the City. See Appendix A—Summary of Bond Ordinance for definitions of Reserve Security and Qualified Insurance.

TABLE 3
CASH AND SURETY BONDS

			Ratings as of 12/31/2024	
Surety Bond Provider	**Surety Amount**	**Expiration**	**Moody's**	**S&P**
AMBAC	$1,577,250	11/01/2027	withdrawn	
NPFG(1)	3,572,313	11/01/2029	Baa2	NR
NPFG(2)	3,756,104	11/01/2031	Baa2	NR
NPFG(2)	3,866,550	07/01/2032	Baa2	NR
NPFG(1)	3,538,992	09/01/2034	Baa2	NR
NPFG(1)	2,188,810	02/01/2037	Baa2	NR
NPFG(1)	5,053,914	02/01/2037	Baa2	NR
Total Surety Bonds	$23,553,933			
Cash Deposits				
Existing Cash Deposit	$30,872,471			
Deposit from Bond Procceds(3)	2,905,940			
Total Cash and Surety Bonds	$57,332,344			
Reserve Fund Requirement(3)	$57,332,344			

(1) Reinsured by National Public Finance Guarantee Corp. (a wholly-owned subsidiary of MBIA, Inc.) ("NPFG").

(2) Purchased in 2007 independent of a bond issue as a substitution of Reserve Security for cash held in the Reserve Subaccount. Surety originally provided by Financial Guaranty Insurance Company.

(3) Preliminary, subject to change.

Note: Totals may not add due to rounding.

Outstanding Parity Bonds and Obligations

The outstanding 2009A Bonds (which are the 2009A Refunding Candidates), 2014 Bonds (which are the 2014 Refunding Candidates), 2016 Bonds, the Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2017 (the "2017 Bonds"), the 2020 WIFIA Bond described below under "—Water Infrastructure Finance and Innovation Act ("WIFIA")," the Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2021 (the "2021 Bonds"), the Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2022 (the "2022 Bonds"), and the Drainage and Wastewater System Improvement Revenue Bonds, 2023 (the "2023 Bonds"), issued by the City and secured by Net Revenue on a parity of lien with the Bonds collectively are referred to as the "Outstanding Parity Bonds." The Outstanding Parity Bonds, the Bonds, and any Future Parity Bonds are collectively referred to as the "Parity Bonds." The following table provides a summary of the Outstanding Parity Bonds.

TABLE 4
OUTSTANDING PARITY BONDS

Bond Description	Original Par Amount	Outstanding Principal on 12/31/2024
2009A Bonds(1)(2)	$ 102,535,000	$ 75,675,000
2014 Bonds(1)(2)	133,180,000	79,120,000
2016 Bonds(1)	160,910,000	132,085,000
2017 Bonds	234,125,000	189,350,000
2020 WIFIA Bond(3)	-	86,791,586
2021 Bonds	111,010,000	104,625,000
2022 Bonds(4)	117,165,000	89,970,000
2023 Bonds(4)	97,940,000	96,500,000
Total	$ 956,865,000	$ 854,116,586

(1) Covered Parity Bonds.

(2) Refunding Candidates.

(3) Issued through WIFIA in the maximum principal amount of $192,181,651. See "—Water Infrastructure Finance and Innovation Act ("WIFIA")."

(4) Consented to the amendments to the Reserve Requirement described above under "—Reserve Subaccount."

Water Infrastructure Finance and Innovation Act ("WIFIA"). On April 24, 2020, the City entered into a WIFIA Loan Agreement for up to $192,181,651 (the "2020 WIFIA Bond") with the U.S. Environmental Protection Agency (the "WIFIA Lender"). The 2020 WIFIA Bond is available to be drawn from time to time in an aggregate principal amount not to exceed $192,181,651 solely to pay project costs for a large combined sewage storage facility (the "Ship Canal Water Quality Project"). See "Drainage and Wastewater System—Regulations—Combined Sewer Overflow NPDES Permit, Reduction Plan, and Amendments." The City made its first draw on the 2020 WIFIA Bond in January 2023 and has drawn $151,356,993 as of May 22, 2025. The City plans to continue making draws throughout 2025 and expects to have fully drawn the 2020 WIFIA Bond by the end of 2025. See "Drainage and Wastewater System—Capital Improvement Program." The 2020 WIFIA Bond has a final maturity date of July 1, 2055, unless earlier paid, with principal payment beginning on July 1, 2026. Amounts drawn bear interest at a fixed rate of 1.01%. The 2020 WIFIA Bond is subject to prepayment at the option of the City at any time at par plus accrued interest to the date of prepayment. See "Other Considerations—Federal Policy Risk and Other Federal Funding Considerations." If the federal government were to suspend or terminate payments to the City under the 2020 WIFIA Bond for asserted non-compliance with agreed terms or inconsistency with federal policy priorities, the City may lose access to the remainder of the funds permanently or for the duration of any dispute resolution mechanisms.

State Loan Program Obligations

The City has eight currently outstanding agreements with State agencies for low interest rate loans from various State- and federally-funded revolving fund programs, including the State's Public Works Assistance Account and several programs funded with a combination of State and federal Clean Water Act dollars through the Washington State

Department of Ecology ("Ecology"). The loans are used by the City to pay for the construction of capital improvements.

The City's currently outstanding loans are identified in the table below. All outstanding loans are secured by a lien on Net Revenue of the Drainage and Wastewater System that is junior to the lien of the Parity Bonds. The documents for each loan program differ slightly from one another in various respects. While some of the programmatic documents contain language purporting to permit acceleration, the State Attorney General's Office has indicated that none of these provisions would be enforced in the event of a default. Certain of the loan documents and a State statute relating to the revolving fund loans funded by federal grants purport to permit the State to recapture loan debt service payments from other funds payable to the borrower by the State to make the revolving fund whole in the event of a payment default. It is not clear whether such a provision would be enforceable or, if such recapture were to occur, what funds would be charged or how it would be treated from an accounting standpoint.

TABLE 5
STATE LOAN PROGRAM OBLIGATIONS
(AS OF DECEMBER 31, 2024)

Project	Year of Agreement	Maturity	Amount Outstanding	Interest Rate
High Point	2004	2029	$ 684,525	1.50%
South Park(1)	2005	2025	197,123	0.50%
Thornton Creek	2006	2030	2,188,402	1.50%
Midvale	2011	2031	1,482,395	0.25%
Capitol Hill Water Quality	2014	2033	994,773	2.60%
Henderson	2015	2037	24,926,384	2.40%
Ship Canal Water Quality Project(2)	2019	2042	21,504,093	2.00%
Ship Canal Water Quality Project	2021	2044	39,789,570	1.20%
Ship Canal Water Quality Project(2)	2021	2044	28,584,738	1.20%
Pearl Street	2020	2039	8,654,975	1.58%
Ship Canal Water Quality Project(2)	2021	2044	28,290,296	1.20%
Ship Canal Water Quality Project	2021	2044	31,925,197	1.20%
South Thornton Natural Drainage System	2023	2031	9,305,276	0.80%
Total			$198,527,747	

(1) Loan expected to be repaid by June 30, 2025.

(2) Represents federally funded Clean Water State Revolving Fund loans. See "Other Investment Considerations—Federal Policy Risk and Other Federal Funding Considerations.

To finance the Ship Canal Water Quality Project ("SCWQP"), SPU has entered into three federally funded Clean Water State Revolving Fund ("CWSRF") loans as of December 31, 2024, which are shown in the table above. In addition to the five SCWQP loans shown above, SPU has been offered an additional 2026 State Revolving Fund loan for $28.6 million at a 2% interest rate, which SPU expects to receive in 2026 and to use for the SCWQP. Together, the 2020 WIFIA Bond and the federally funded CWSRF loans bring the Federal sources share of the total SCWQP funding to 44%; the maximum share allowable under WIFIA rules is 80%. The remaining portion of the project is expected to be funded through non-federal CWSRF money. For a discussion of certain risks related to federally funded programs (including those administered by the State), see "Other Investment Considerations—Federal Policy Risk and Other Federal Funding Considerations."

All loans shown above are secured by a pledge of Net Revenue that is subordinate to the pledge of the Parity Bonds. Federal WIFIA loans (not shown above) are secured by a pledge of Net Revenue that is on parity with the pledge of the Parity Bonds.

Additional Obligations

Future Parity Bonds. The City reserves the right to issue Future Parity Bonds and to enter into Parity Payment Agreements for any lawful purpose of the Drainage and Wastewater System or to refund a portion of the Parity Bonds upon satisfaction of certain conditions set forth in the Bond Documents. Among other conditions, the City must have on file at the time of issuance of Future Parity Bonds, either:

(i) a certificate of the Director of Finance demonstrating that, during any 12 consecutive calendar months out of the immediately preceding 24 calendar months, Adjusted Net Revenue (as defined in Appendix A—Summary of Bond Ordinance) was at least equal to 1.25 times Adjusted Annual Debt Service (the "Coverage Requirement") for all Parity Bonds plus the Future Parity Bonds to be issued (using Average Annual Debt Service on such proposed Future Parity Bonds as the assumed debt service for those proposed bonds during such 12-month period); or

(ii) a certificate of the Director of Finance and the Director of SPU demonstrating that, in their opinion, Adjusted Net Revenue for the five fiscal years next following the earlier of (a) the end of the period during which interest on those Future Parity Bonds is to be capitalized or, if no interest is capitalized, the fiscal year in which the Future Parity Bonds are issued, or (b) the date on which substantially all new facilities financed with those Future Parity Bonds are expected to commence operations, such Adjusted Net Revenue (further adjusted as described in the Bond Documents) will be at least equal to the Coverage Requirement.

If the Future Parity Bonds are for the sole purpose of refunding Parity Bonds, no such coverage certification is required if the Adjusted Annual Debt Service on the Parity Bonds after the issuance of the Future Parity Bonds is not, for any year in which the Parity Bonds being refunded were outstanding, more than $5,000 over the Adjusted Annual Debt Service on the Parity Bonds prior to the issuance of those Future Parity Bonds. See Appendix A—Summary of Bond Ordinance—Section 17.

Future Subordinate Lien Bonds. In the Bond Documents, the City has reserved the right to issue revenue bonds or other obligations having a lien on Gross Revenue subordinate to the lien thereon of the Parity Bonds. The City has never issued subordinate lien obligations other than the State loans described under "State Loan Program Obligations." The City may enter into additional such loans from State agencies, but currently has no intention of issuing bonds or other types of obligations on a subordinate lien basis.

Parity Payment Agreements. The City may enter into Parity Payment Agreements (such as interest rate swaps) secured by a pledge of and lien on Net Revenue on a parity of lien with the Parity Bonds, subject to the satisfaction of the requirements for the issuance of Future Parity Bonds. See Appendix A—Summary of Bond Ordinance—Section 17. The City has never entered into a Parity Payment Agreement with respect to the Drainage and Wastewater System and currently has no intention of doing so.

Contract Resource Obligations. The City may at any time enter into one or more Contract Resource Obligations for the acquisition, from facilities to be constructed, of drainage and wastewater services or other commodity or service relating to the Drainage and Wastewater System. The City may determine that, and may agree under a Contract Resource Obligation to provide that, all payments under that Contract Resource Obligation (including payments prior to the time that drainage or wastewater services or other commodity or service is being provided, or during a suspension or after termination of supply or service) will be an Operating and Maintenance Expense, upon compliance with certain requirements of the Bond Documents. See Appendix A—Summary of Bond Ordinance—Section 20. The City has never entered into a Contract Resource Obligation with respect to the Drainage and Wastewater System.

Rate Covenant

The City has covenanted to establish, maintain, revise as necessary, and collect rates and charges for services and facilities provided by the Drainage and Wastewater System so that Adjusted Net Revenue in each fiscal year will be sufficient to meet or exceed the Coverage Requirement. Calculations of historical coverage ratios for the Drainage and Wastewater Fund are provided below in Table 17—Drainage and Wastewater System Operating Results under "Drainage and Wastewater System—Financial Performance and Projections."

See Appendix A—Summary of Bond Ordinance—Section 1 and Section 16(b).

Rate Stabilization Account

The Rate Stabilization Account has been created as a separate account in the Drainage and Wastewater Fund. The City may at any time, as determined by the Director of Finance, deposit in the Rate Stabilization Account Gross Revenue and any other money received by the Drainage and Wastewater System and available therefor and may withdraw any or all of the money from that account for inclusion in Adjusted Gross Revenue for any fiscal year of the City. Such deposits or withdrawals may be made up to and including the date 90 days after the end of the fiscal year for which the deposit or withdrawal will be included as Adjusted Gross Revenue. No deposit of Gross Revenue may be made into the Rate Stabilization Account to the extent that such deposit would prevent the City from meeting the Coverage Requirement. The City has never funded a Rate Stabilization Account in the Drainage and Wastewater Fund and currently has no plans to fund it. See Appendix A—Summary of Bond Ordinance—Section 18.

Other Covenants

In the Bond Documents, the City has entered into other covenants, including those with respect to maintenance of the Drainage and Wastewater System, sale of the Drainage and Wastewater System, and preservation of tax exemption for interest on the Bonds. See Appendix A—Summary of Bond Ordinance—Section 16.

Consent to Future Covenant Amendments

The Bond Ordinance provides that purchasers of the Bonds, by purchasing and holding the same, have given their consent to certain amendments to the covenants described herein. See "—Reserve Subaccount" above and Appendix A—Summary of Bond Ordinance—Section 24(g) (Special Amendments).

In addition to the amendment to the Reserve Covenant (described above), these additional special amendments include changes to the covenants that would provide:

- When calculating "Annual Debt Service," to permit or require Tax Credit Subsidy Payments expected to be received by the City in any period to be credited against amounts required to be paid in respect of interest on the Parity Bonds in that period.
- To permit or require Tax Credit Subsidy Payments to be deposited into the Principal and Interest Subaccount and credited against the Net Revenue otherwise required to be deposited into the Principal and Interest Subaccount.
- To permit the reimbursement obligations of the City under any Qualified Letter of Credit or Qualified Insurance (other than a Qualified Letter of Credit or Qualified Insurance obtained to satisfy all or part of the Reserve Requirement) to be secured by a lien and charge on Net Revenue equal in rank with the lien and charge upon such Net Revenue required to be paid into the Parity Bond Account to pay and secure the payment of the principal of and interest on Parity Bonds.

Separate Utility Systems

The City has reserved the right to create, acquire, construct, finance, own, and operate one or more additional systems for drainage and wastewater service or other commodity or service relating to the Drainage and Wastewater System. The revenue of that separate utility system will not be included in Gross Revenue and may be pledged to the payment of revenue obligations issued to purchase, construct, condemn, or otherwise acquire or expand the separate utility system. Neither Gross Revenue nor Net Revenue will be pledged by the City to the payment of any obligations of the separate utility system, except as a Contract Resource Obligation in compliance with the Bond Documents or, with respect to Net Revenue, on a basis subordinate to the lien of the Parity Bonds on that Net Revenue. See Appendix A—Summary of Bond Ordinance—Section 19. The City has never created any such separate utility system relating to drainage and wastewater service and currently has no intention of doing so.

Combined Utility Systems

The City has reserved the right to combine the Drainage and Wastewater System with other City utility systems, including their funds and accounts. See the definition of "Drainage and Wastewater System" in Appendix A—Summary of Bond Ordinance—Section 1. Also see "Seattle Public Utilities—Administrative Structure" for a description of existing City utilities that have reserved the right to combine with other City utilities.

Debt Service Requirements

The following table shows the debt service scheduled to be paid from the Net Revenue of the Drainage and Wastewater System as of December 31, 2024. It does not reflect the refunding of any of the Refunding Candidates, which is dependent on market conditions.

TABLE 6

DEBT SERVICE REQUIREMENTS AS OF DECEMBER 31, 2024[1]

	Outstanding Parity Bonds[2]			The Bonds			Total	State Loan Program	Total
Year	Principal	Interest	Total	Principal	Interest	Total	Parity Bonds	Obligations[3]	Debt Service
2025	$ 33,680,000	$ 34,626,324	$ 68,306,324			$ -	$ 68,306,324	$ 6,565,139	$ 74,871,463
2026	38,544,664	33,765,986	72,310,651			-	72,310,651	18,105,391	90,416,041
2027	39,963,545	32,089,721	72,053,266			-	72,053,266	18,097,544	90,150,810
2028	38,482,870	30,271,098	68,753,968			-	68,753,968	18,089,697	86,843,664
2029	40,857,642	28,583,487	69,441,129			-	69,441,129	18,002,902	87,444,031
2030	38,652,866	26,957,066	65,609,932			-	65,609,932	17,708,069	83,318,001
2031	40,193,547	25,342,042	65,535,589			-	65,535,589	17,492,183	83,027,772
2032	38,469,689	23,649,042	62,118,731			-	62,118,731	17,272,566	79,391,296
2033	39,106,297	22,017,958	61,124,255			-	61,124,255	17,265,248	78,389,503
2034	40,733,376	20,400,634	61,134,010			-	61,134,010	17,133,171	78,267,181
2035	38,365,931	18,835,759	57,201,690			-	57,201,690	17,125,854	74,327,543
2036	39,823,966	17,285,379	57,109,345			-	57,109,345	17,118,536	74,227,881
2037	41,287,486	15,706,706	56,994,192			-	56,994,192	15,950,358	72,944,550
2038	40,606,496	14,065,711	54,672,207			-	54,672,207	14,782,180	69,454,387
2039	37,346,001	12,543,056	49,889,057			-	49,889,057	14,774,863	64,663,920
2040	32,046,006	11,055,308	43,101,315			-	43,101,315	14,217,357	57,318,672
2041	33,221,517	9,878,618	43,100,135			-	43,100,135	14,217,357	57,317,492
2042	34,437,537	8,654,340	43,091,877			-	43,091,877	13,485,625	56,577,502
2043	31,079,072	7,380,469	38,459,542			-	38,459,542	14,429,856	52,889,398
2044	32,221,129	6,240,200	38,461,329			-	38,461,329	14,429,855	52,891,184
2045	26,838,711	5,184,553	32,023,263			-	32,023,263	12,753,894	44,777,157
2046	27,811,823	4,217,097	32,028,920			-	32,028,920	5,576,359	37,605,280
2047	23,090,473	3,324,326	26,414,799			-	26,414,799	5,576,359	31,991,159
2048	13,559,664	2,509,436	16,069,101			-	16,069,101	5,576,359	21,645,460
2049	13,989,403	2,074,796	16,064,199			-	16,064,199	5,576,359	21,640,558
2050	14,444,694	1,621,776	16,066,470			-	16,066,470	5,576,359	21,642,829
2051	14,915,544	1,149,344	16,064,888			-	16,064,888	5,576,359	21,641,247
2052	11,491,958	656,670	12,148,628			-	12,148,628	5,576,359	17,724,987
2053	11,848,942	299,398	12,148,340			-	12,148,340	5,576,359	17,724,700
2054	5,756,501	87,798	5,844,299			-	5,844,299	5,576,359	11,420,659
2055	5,814,642	29,364	5,844,006			-	5,844,006	5,576,359	11,420,365
Total	$ 918,681,993	$ 420,503,463	$1,339,185,455	$ -	$ -	$ -	$ 1,339,185,455	$ 384,781,239	$1,723,966,694

Notes to table on following page.

NOTES TO TABLE 6:

(1) Totals may not add due to rounding.

(2) Includes debt service on the Refunding Candidates. Does not reflect the Tax Credit Subsidy Payments associated with the 2009A Bonds. See "Treatment of Tax Credit Subsidy Payments Under the Bond Documents and Consent to Future Amendments." Includes debt service outstanding on the 2020 WIFIA Bond for the SCWQP as of May 22, 2025. See "—Outstanding Parity Bonds—Water Infrastructure Finance and Innovation Act ("WIFIA")." When the loan amount of $192.2 million is fully drawn, which is expected to occur by the end of 2025, annual debt service payments are expected to be approximately $7.5 million per year through 2055. See "—Outstanding Parity Bonds."

(3) These loans are secured by a lien on Net Revenue of the Drainage and Wastewater System that is junior to the lien of the Parity Bonds. Does not include amortization of loans in the process of being drawn down. See "—State Loan Program Obligations."

Treatment of Tax Credit Subsidy Payments Under the Bond Documents

Tax Credit Subsidy Bond Payments. The 2009A Bonds, which are designated as the 2009A Refunding Candidates, were issued as Build America Bonds. The Bond Documents authorizing the Outstanding Parity Bonds and the Bonds do not currently permit the City to net the Tax Credit Subsidy Payments received out of its calculation of Annual Debt Service for purposes of calculating whether the Coverage Requirement has been met, or to include the payments expected to be received as Gross Revenue for purposes of meeting the test for issuing Future Parity Bonds. The City includes the amounts actually received in respect of Tax Credit Subsidy Payments as "Other Income" in calculating current compliance with the Coverage Requirement.

Section 24(g) of the Bond Ordinance provides that purchasers of the Bonds have consented to the adoption by the City of future supplemental or amendatory ordinances or resolutions that would permit the tax credit subsidy payments to be netted against debt service to be paid in the future. See "—Consent to Future Covenant Amendments" and Appendix A—Summary of Bond Ordinance—Section 24(g).

Effect of Federal Sequestration on Tax Credit Subsidy Payments. With respect to the City's outstanding 2009A Bonds, the City is eligible for a tax credit subsidy payment of 35% of each interest payment due. As a result of federal sequestration, the interest subsidy payments from the federal government that came due in federal fiscal year 2024 were reduced by 5.7% ($86,342), and payments in federal fiscal year 2025 will also be reduced by 5.7% ($82,611). The City currently has sufficient cash available in the Drainage and Wastewater Fund to make timely debt service payments through its 2025 budget cycle. The City cannot predict how future federal legislative or budgetary measures could adversely affect the amount of the subsidy payment to the City.

The sequestration provisions of the Budget Control Act of 2011 ("BCA Sequestration") have been in effect since 2013 and are currently scheduled to remain in effect through federal fiscal year ("FFY") 2029. This results in a slight reduction in the expected subsidy in respect of certain Build America Bonds (including the 2009A Bonds). Since BCA Sequestration began, rates have ranged from 8.7% in FFY 2013 to 5.7% in FFY 2025. The City can give no assurance regarding the level of subsidy payments it will receive in the future, or the likelihood of the further reduction or elimination of the subsidy payments for direct-pay bonds in the event of additional sequestration measures or as a consequence of a federal default on debt payments. The City does not currently expect BCA Sequestration to materially adversely affect its ability to make debt service payments in the current or future years.

In addition, in connection with certain of the City's outstanding Build America Bonds, the Internal Revenue Service ("IRS") has an outstanding credit owed to the City that has not been refunded in the amount of $2 million, a portion of which is attributable to Tax Credit Subsidies claimed with respect to the 2009A Bonds. As a result of IRS errors and delays in processing of certain payroll taxes due, the IRS initially withheld these amounts from Tax Credit Subsidy payments due to the City. The City has provided the IRS with City payroll tax-related documentation to address the prior year errors and credit the funds to the City, but the issue remains outstanding. The City cannot predict when these funds may be received and whether such delays or errors in processing of payments from the IRS could occur in the future.

See "Other Considerations—Federal Policy Risk and Other Federal Funding Considerations."

SEATTLE PUBLIC UTILITIES

Administrative Structure

The City's water, drainage, wastewater, and solid waste utility services are consolidated administratively into a single entity known as Seattle Public Utilities. Within SPU, there are three separate funds: the Water Fund, the Drainage and Wastewater Fund, and the Solid Waste Fund. The City has reserved the right to combine the Drainage and Wastewater System, including the Drainage and Wastewater Fund, with other City utility systems, funds, and accounts in the future. The City also has reserved the right to combine the Water System (including the Water Fund) and the Solid Waste System (including the Solid Waste Fund) with other City utility systems, funds, and accounts.

Management

SPU consists of the General Manager's Office, which includes groups dedicated to corporate policy and planning, corporate performance, communications, and intergovernmental relations, and six Executive Branches. Of these Executive Branches, People, Culture, and Community, provides Citywide services; Financial and Risk Services and Project Delivery and Engineering provide utility-wide services; and Drainage and Wastewater, Solid Waste, and Water are lines of business. SPU's organizational structure has been created through strategic business planning activities and priorities across multiple years. See "—Strategic Business Plan." The General Manager administers SPU in accordance with policies established by the Mayor of the City (the "Mayor") and the City Council. Brief biographies of the members of SPU's executive management team follow.

Andrew Lee, PE, PMP, General Manager/Chief Executive Officer. Mr. Lee joined SPU in 2019 and currently is responsible for SPU's annual budget and oversight of its rates and utility funds, as well as conservation of the City's watersheds and compliance with federal and State water quality and environmental laws. He has more than 25 years of experience in utilities, having worked for SPU, the San Francisco Public Utilities Commission, Bellevue Utilities, Brown and Caldwell, and Olivia Chen Consultants (now AECOM). He has extensive experience in capital planning and program management, regulatory compliance and negotiations, asset management, and drainage, wastewater, and drinking water engineering, and is on the boards of the Water Research Foundation and the National Association of Clean Water Agencies. Mr. Lee has a BS degree in Civil and Environmental Engineering and an MS degree in Environmental Engineering and Sciences, both from Stanford University. He is a licensed Professional Engineer in Washington and California and a certified Project and Program Management Professional.

Paula Laschober, Chief Financial Officer/Deputy Director of Financial and Risk Services. Ms. Laschober was appointed as CFO in 2019 and oversees the functions of finance, accounting, internal control, real property, contracts and procurement, and risk and quality assurance. Prior to joining SPU, she served for 30 years at Seattle City Light in financial services. Most recently, she was City Light's CFO, responsible for leadership and strategic direction of financial planning, rate setting, budgeting, accounting, internal audit, corporate performance and risk mitigation. She also managed City Light's information technology planning and strategy, via liaison with Seattle Information Technology ("Seattle IT"), a City department. Prior to joining City Light, she was a senior analyst with the utility consulting firm R.W. Beck and Associates in its Seattle headquarters office. Ms. Laschober has an MBA in Finance and a Ph.D. in Latin American Literature from the University of Washington.

Idris Beauregard, Chief Administrative Officer/Deputy Director of People, Culture, and Community Branch. Mr. Beauregard oversees the Community Affairs, Human Resources, Customer Response, Utility Accounts, and Clean Cities divisions. He has been with the City for more than 20 years. He began his City career at Seattle Parks and Recreation and joined SPU in 2013. Prior to taking on the deputy director role, he was the Clean City Division Director, overseeing illegal dumping and graffiti response, as well as encampment trash, sharps, RV remediation, homelessness, and litter abatement programs. Mr. Beauregard earned his bachelor's degree from the University of Washington and his Executive Master of Public Administration degree from the University of Washington's Evans School of Public Policy and Governance.

Keri Burchard-Juarez, PE, PMP, Deputy Director for Project Delivery and Engineering. Ms. Burchard-Juarez joined SPU in 2018 as the Deputy Director for Project Delivery and Engineering, overseeing the design and construction of drinking water, wastewater, drainage, and solid waste projects. In this role, she oversees Project Management and Controls, Engineering and Technical Services, Project Services, Construction Management, Development Services, and delivery of the SCWQP. Previously, she served as the Assistant Director for Engineering and Capital Project

Delivery at the City of Austin, Texas, where she worked for 11 years. She started in Austin as a Project Manager, managing drainage and water treatment plant rehabilitation projects, then served as Manager of the Project Management Division. She played a significant role in delivering major infrastructure projects to Austin residents, including a new water treatment plant and a mile-long drainage tunnel through downtown. She also spent time in the private sector, designing public infrastructure and land development projects. Ms. Burchard-Juarez earned a Bachelor of Science in Civil Engineering from the University of Texas at Austin. She is a licensed Professional Engineer in Texas and Washington and a certified Project Management Professional. She has announced that her last day at SPU will be June 3, 2025, and SPU will be taking steps to fill this role following her departure.

Ellen Stewart, Deputy Director for Drainage and Wastewater Line of Business. Ms. Stewart oversees planning, program management, regulatory compliance, operations and maintenance, source control, and pollution prevention for the Drainage and Wastewater line of business. She started with SPU in 2001 as a Source Control Inspector and most recently served as the Division Director for the Source Control and Pollution Prevention Division, which includes regulatory compliance functions such as stormwater and wastewater source control, as well as outreach and engagement programs. Her expertise includes ensuring systems and processes are designed for efficiency and innovation. Ms. Stewart has a Bachelor of Science degree in Aquatic Resources from the University of Vermont.

Jeff Fowler, PE, Deputy Director for Solid Waste Line of Business. Mr. Fowler is the Deputy Director of the Solid Waste line of business. He oversees the management of two transfer stations, two household hazardous waste facilities, and multiple closed landfills, administration and compliance of SPU's solid waste collection contracts, and solid waste-related outreach and education. He has been with SPU for 23 years. Most recently, he was the Director of SPU Construction Management, responsible for contract administration and quality assurance on capital improvements. Mr. Fowler has a Bachelor of Civil Engineering degree from Washington State University and a Master of Civil Engineering degree from the University of Washington. He is a licensed Professional Engineer in Washington.

Alex Chen, PE, Deputy Director for Water Line of Business and Utility Operations and Maintenance Branch. As the Deputy Director for the Water Line of Business and Utility Operations and Maintenance Branch since early 2020, Mr. Chen oversees SPU's drinking water system. He supervises SPU's Watershed Management Division, Water Quality Division, Water Planning and Program Management Division, Water Operations and System Maintenance Division, and Shared Services Maintenance Division. He has been at SPU since 2005, serving nine years as the drinking water treatment plants contract manager and five years as the Division Director for long-term asset management of the drinking water system as well as water supply operations. Prior to joining SPU, he spent seven years as a private design consultant, managing the design and construction of wastewater and drinking water reservoirs, pump stations, and treatment plants for a variety of utility clients, and four years as a treatment plant engineer for the East Bay Municipal Utility District. Mr. Chen holds Bachelor of Science and Master of Science degrees in Civil/Environmental Engineering from Stanford University. He is a licensed Professional Engineer, a Water Treatment Plant Operator IV, and a Water Distribution Manager IV in Washington.

Andrew Greenhill, Chief of Staff, Office of the General Manager. As the Chief of Staff for the Office of the General Manager since late 2023, Mr. Greenhill supervises the three divisions in the General Manager's office: Community Affairs, Corporate Planning and Policy, and Government Relations and Legislative Affairs. Prior to joining SPU, he served the City of Tucson for 24 years, including 13 years as Chief of Staff, Office of the Mayor, three years as Assistant to the City Manager, and eight years as Intergovernmental Relations Manager for the City of Tucson and the Tucson Water Utility. Mr. Greenhill has a Bachelor of Arts degree in English from Vassar College and a Master of Arts degree in English from the University of Arizona.

Employment Retirement System and Employee Relations

As of December 31, 2024, SPU had approximately 1,403 regular employees, approximately 83% of whom are represented under one of 14 labor agreements with the Coalition of City Unions. See "The City of Seattle—Labor Relations."

Almost all SPU employees are members of the Seattle City Employee Retirement System, which requires SPU, like all City departments, to make employer contributions equal to an actuarially determined percentage of covered payrolls. See "The City of Seattle—Pension Plans."

Climate Change

Climate change is projected to have wide-ranging impacts in the Central Puget Sound, including, but not limited to, shifts to the region's water and hydrologic cycle, increases in air temperature, and rising water levels along the marine shoreline. Each of SPU's lines of business is working to assess the implications of a changing climate on the utility's assets, services, and business functions and to develop adaptation options that can be integrated into SPU's operations, capital planning, and overall decision-making processes. SPU's enterprise-wide climate work focuses on building collaborative partnerships to share and enhance knowledge, engaging in applied research to advance SPU's understanding of the implications of climate change, and fostering an enabling environment to support implementation. SPU maintains on its website an interactive map of sea level rise, modeling projections at levels from two feet to five feet, which is the range projected for the year 2100. SPU also maintains a carbon neutrality initiative, focused on reducing greenhouse gas emissions from utility operations, including producing an annual greenhouse inventory of gas emissions from SPU's operations.

The Drainage and Wastewater System is actively incorporating climate impacts into its capital planning process. In 2017, SPU conducted an analysis of historical rainfall in the City to update its intensity, duration, and frequency ("IDF") curves. In 2018, SPU developed "climate-perturbed" rainfall timeseries files, providing probabilistic projections of future precipitation, to inform capital investment decisions. In 2019, in partnership with SPU's climate policy team, the Drainage and Wastewater Planning and Program Management Division evaluated the exposure of SPU assets to sea level rise along the marine shoreline of the City, and modeled the effects of sea level rise and extreme precipitation events on system capacity. These are critical drivers for SPU's Shape Our Water plan.

SPU is a founding member of the Water Utility Climate Alliance ("WUCA"), a group of 12 large urban water utilities, which collaborates on climate science, applied research, and adaptation. The utility is also active in regional and national climate policy development and leadership focused on urban water resilience via the Puget Sound Climate Preparedness Collaborative, King County-Cities Climate Collaboration, the Association of Metropolitan Water Agencies, and the U.S. Water Alliance. These partnerships inform and advance SPU's climate resilience planning.

See "The City of Seattle—Climate Change" for a discussion of the response of the City as a whole to climate change.

Emergency Operations and Incident Response Plan

The City maintains an integrated emergency management system in which all hazards are considered in a central planning structure. See "The City of Seattle—Emergency Management and Preparedness." In addition, SPU maintains a suite of preparedness and response plans that include utility-wide plans such as the SPU Emergency Operations Plan and Continuity of Operations Plan, as well as hazard and service specific plans like the Solid Waste Line of Business Emergency Response Plan, the Water Line of Business Emergency Response Plan, and the Drainage and Wastewater Line of Business Emergency Response Plan. These plans are resourced and implemented through SPU's Comprehensive Emergency Management Program, which includes Planning, Training and Exercise, Logistics, Outreach, and Response Readiness activities. The SPU Emergency Management Program coordinates its activities as directed and needed with the National Incident Management System, the Seattle Office of Emergency Management, King County Emergency Management, the Washington State Emergency Management Division, and other governmental and nongovernmental partners.

Risk Management and Quality Assurance

The Risk and Quality Assurance Program ("RQA") was first established in 2004 and became a separate division in 2011. While housed in the Financial and Risk Services branch, the program reports to a Policy and Risk and Quality Assurance Board, which consists of the SPU General Manager, the Executive Team, program staff, and a representative from the City Attorney's Office. In 2016, the Safety, Security, Emergency Management, Privacy/PCI, and Customer Appeals programs were brought into the RQA division to enable better alignment and synergy of the overall mission of reducing risk to the organization. The program's goals are to provide strategic advice to SPU's Executive Team and guide the development of policies that enable SPU to be more efficient and effective in meeting customer expectations; assess planned and ongoing business practices and procedures to recognize threats and opportunities; recommend measures to ensure sufficient internal controls are in place to reduce risks to SPU's employees, customers, and assets; investigate, advise, and respond to legal requests and filings on behalf of SPU; conduct internal investigations, assessments, and audits to ensure that SPU is complying with regulations, policies, and procedures; and develop, implement, and review plans that ensure that SPU is prepared for emergencies, incidents, and disasters

Emergency Management and Security. The Emergency Management program uses an all-hazards approach to identify and analyze risks to the utility's critical assets and systems and to invest in the development and resourcing of emergency plans, training employees, and exercising plans for improved response. See "The City of Seattle—Risk Management" for a discussion of Citywide risk management practices.

SPU's security program specific to its infrastructure is based on a layered-defense system, to deter, detect, delay, and respond. It is comprised of fencing, a key management system, cyber locks (for certain assets), security guard patrols, and an integrated system that includes access control devices, door and hatch contacts, alarms, closed circuit television, and around-the-clock monitoring for all critical water system assets. Additional physical security measures are in place at the Cedar River and South Fork Tolt Watersheds to provide access control for 100,000 acres of source supply watershed lands, built assets, and workforce facilities. SPU conducts vulnerability and risk assessments, invests in mitigation and security countermeasures, and partners with local, State, and federal agencies to coordinate planning and response activities.

SPU has developed and equipped a wildland fire crew to attack and suppress wildland fires that may threaten the Cedar River or South Fork Tolt Watersheds. This crew serves as initial attack for wildfires on watershed lands and serves as a regional resource per agreement with Washington Department of Natural Resources, which is the lead firefighting agency in the state. The SPU wildland fire crew can serve as a resource off watershed lands, reimbursable by the requesting agency, which allows for critical fire line training experience.

See "The City of Seattle—Risk Management" for a discussion of the City's risk management practices.

Strategic Business Plan

In 2023 through 2024, SPU worked with customers and employees to update the Strategic Business Plan to guide its work from 2025 through 2030. The Strategic Business Plan is a six-year plan updated triennially. The Strategic Business Plan update outlines new investments, cost savings, and a retail rate path for the six-year period, and is an update of the 2021-2026 Plan. The Strategic Business Plan grew out of SPU's efforts to provide greater rate predictability to its customers, while still making important investments for the future. The Strategic Business Plan update was adopted by the City Council in September 2024. Through that adoption, the City Council endorsed an average annual rate increase of 4.7% for all funds taken together.

DRAINAGE AND WASTEWATER SYSTEM

Historical Information

The City began building public sewers in 1882 in order to protect public health and quality of life. Over half of the current system was built in the first three decades of the 20th century, long before sewage treatment was contemplated. Consistent with the then current practice, combined sewers were built to carry both stormwater and wastewater. This practice not only saved the expense of building a second pipe, it also provided dilution to flush the sewers and the discharge sites. Wastewater was discharged untreated at nearby sites along Puget Sound, the Duwamish Waterway, Lake Washington, Lake Union, and the Ship Canal. As the community realized that untreated sewage discharges caused water quality problems, the City began to separate the combined stormwater and wastewater systems and to build sewage treatment plants. By the 1950s, the City had more than 1,000 miles of combined sewers and 379 miles of separate sanitary sewer lines, and was operating three primary sewage treatment plants and numerous rudimentary treatment devices at discharge sites. The City formed the Sewer Utility within the Engineering Department in 1955, and began charging City residents and businesses for wastewater service the following year.

Wastewater Services

The wastewater system currently serves a population of more than 795,000, substantially all of whom are within City limits. Table 7 presents an overview of key wastewater operating statistics for the past five years. Wastewater demand during this period (and going back to the Great Recession) has remained largely unchanged, fluctuating around 21 million hundred cubic feet ("ccf") per year despite rapid population growth over the same period. Population growth was accommodated through infill development—the replacement of older, less efficient buildings and single-family homes with large lots with newer, higher efficiency apartments and townhomes with small lots and low irrigation needs. This general trend is expected to continue into the foreseeable future, with wastewater demand experiencing no to low growth, independent of whether population growth continues.

TABLE 7
WASTEWATER SYSTEM OPERATING STATISTICS

	2020	2021	2022	2023	2024
Population Served	737,015	742,400	762,500	779,200	795,000
Wastewater Revenues (000)	$302,829	$324,630	$337,634	$350,340	$370,013
Billed Wastewater Volume (thousand ccf)					
Residential	7,851	7,867	7,429	7,332	7,400
Commercial	11,995	12,127	12,818	13,262	13,365
Total Billed Wastewater Volume	19,846	19,994	20,247	20,594	20,765
Gallons Used Per Day Per Capita	55	55	54	54	53

Source: Drainage and Wastewater Fund Audited Annual Financial Statements

Regional Treatment and Disposal. In 1958, a regional sewage treatment agency, the Municipality of Metropolitan Seattle (“Metro”), was formed to provide a regional solution to water quality problems. The City, rather than expanding its own treatment facilities, entered into a contract with Metro for sewage treatment. Metro operates three major regional wastewater treatment plants, two smaller local treatment plants, and four combined sewer overflow (“CSO”) treatment facilities, along with an extensive regional interceptor system to route sewage to the plants and stop untreated discharges into Lake Washington and other bodies of water.

Metro and King County (the “County”) were merged in 1994. Since then, the County has been responsible for sewage treatment and disposal and has entered into long-term contracts with local sewage agencies, including the City, which remain responsible for their own local collection and transmission lines. The County currently provides services to 37 entities, including cities (including the City), sewer districts, and others. The City’s current agreement with the County expires on July 1, 2036. Negotiations for a renewal or extension are paused while the County updates its Regional Wastewater Services Plan. The County has passed an ordinance purporting to assert its authority under State statute to require that local sewage agencies in the County, including the City, continue to deliver wastewater to the County following expiration of their treatment contracts on terms substantially similar to those under the current agreement.

Payments to the County for wastewater treatment constitute an Operating and Maintenance Expense under the Bond Ordinance and must be paid prior to payment of the principal of or interest on any bonds secured by the revenues of the Drainage and Wastewater System, including the Parity Bonds. See “Security for the Bonds—Pledge of Net Revenue.”

The County’s Regional Wastewater Services Plan (“RWSP”) outlines important projects, programs, and policies for the County to implement through 2030 to continue to protect public health and water quality and ensure sufficient wastewater capacity to meet future growth. The current RWSP was first adopted in 1999 and was last updated in 2013. The County is currently working on a successor to the RWSP, which is intended to direct investments for regional water quality over the near-term and long-term. Between 1999 and 2024, the County completed $6.1 billion in projects, including Brightwater, a 36 million-gallon-per-day treatment and reclaimed water plant and associated conveyance system, at a cost of $1.86 billion. Between 2025 and 2034, approximately $8.2 billion of additional investments in the regional sewer system are planned, based on the County’s current rate projections.

In addition to the planned investments, the cost of compliance with new nutrient regulations is expected to impact regional wastewater treatment rates. In December 2021, Ecology issued the Puget Sound Nutrient General Permit to area wastewater treatment plants regarding nutrient removal during the sewage treatment process. Although the permit was invalidated in February 2025, Ecology remains committed to nutrient reductions. The State now expects regional treatment plants to either cooperate under a voluntary general nutrient permit or prepare to have nutrient reduction requirements added to their individual permits. While the details are not yet final, it is expected that nutrient removal will add substantial costs to the County's future capital plan. The City does not own or operate any of the regulated sewage treatment facilities (99% of the City's sewage is treated by the County, with the remaining 1% treated by the Southwest Suburban Sewer District ("SWSSD")), so this would not be a direct compliance obligation of the City. Nonetheless, costs of implementing the nutrient reduction requirements would be paid by the agencies that send sewage flows to the County for treatment, including the City.

The County finances operation and investment in the treatment system through wholesale charges to the City and other component agencies and capacity charges to new customers. All rates are approved by the County Council pursuant to the current agreement between all component agencies. The City's share of the County's Wastewater Treatment Division's total revenue has held steady at roughly 30% and total treatment revenues have remained at roughly 39% over the last decade. The treatment costs are automatically passed on to each customer's sewer bill without the need for any explicit Executive or Legislative approval as authorized by the Seattle Municipal Code. The County has approximately $3.6 billion of junior and senior lien sewer system debt outstanding (as of January 1, 2025) with a final maturity of 2056. The wholesale charge paid by the City to the County is used by the County to pay a portion of the debt service on these bonds and is included as an Operating and Maintenance Expense of the Drainage and Wastewater Fund under the Bond Ordinance. See Appendix A—Summary of Bond Ordinance.

In 1959, the City annexed a small portion of unincorporated King County in the southwest corner of the City that is connected to SWSSD and contains roughly 1% of SPU's total residential equivalent units ("REUs"). SWSSD is contractually obligated to serve these customers but on April 5, 2023, notified the City of its intent to discontinue treatment services effective June 1, 2027. SPU is in discussions with SWSSD about maintaining the provision of treatment services. SPU is also investigating alternative options, including connection to the County's wastewater treatment system.

Wastewater Rates. Residential customers are charged based on actual water consumption from November through April and the lesser of actual consumption or average winter water consumption from May through October. Commercial customers are charged based on actual water consumption throughout the year unless they install submeters to measure actual use of the wastewater system.

Wastewater rates reflect a system rate and a treatment portion. The system rate covers system operations and maintenance expenses and the Drainage and Wastewater Capital Improvement Program ("CIP"). System rates are approved by the City Council and codified in the Seattle Municipal Code. System rates have been adopted by the City Council through 2027. Retail rates also include a treatment portion that consists of a pass-through of the County's wastewater treatment rates and associated taxes. The treatment portion of the City's retail rates increases to reflect the County's adopted wastewater treatment rate increases (and changes in the taxes associated with the County's wastewater treatment rates) without requiring City Council action. See "—Management Discussion and Analysis of Operating Results" for additional detail. The most recent change to County wastewater treatment rates was adopted in June 2024 and became effective on January 1, 2025. The City expects the County Council to adopt its next increase to the treatment rate by July 1, 2025.

Approximately 35% of the Drainage and Wastewater System's total operating revenue is spent on wastewater treatment. In 2022, the City Council passed Ordinance 126688, which streamlined the process of passing through increases of the County's wastewater treatment rate by removing the need for formal City Council adoption (through ordinance) of updated SPU retail wastewater rates in response to County increases. The new process only requires SPU to calculate new rates, by formula, and implement them with notification to the City Council and the public.

The following table provides a summary of the County's adopted wastewater treatment rates for the last six years, expressed as dollars per REU.

TABLE 8
ADOPTED COUNTY WASTEWATER TREATMENT RATES

Effective Date	Monthly Rate ($/REU)	Percentage Change
January 2025	$58.28	5.8%
January 2024	55.11	5.8
January 2023	52.11	5.8
January 2022	49.27	4.0
January 2021	47.37	4.5
January 2020	45.33	0.0

The City's adopted retail wastewater rates (including the system rate and the treatment rate) are shown in Table 9. The single volume rate applies universally to all commercial and residential customers.

TABLE 9
ADOPTED WASTEWATER RATES(1)

Effective Date	Volume Rate ($/ccf)	Percentage Change
January 2027(2)	$21.18	5.0%
January 2026(2)	20.18	5.0
January 2025	19.21	5.0
January 2024	18.30	3.5
January 2023	17.68	3.9
January 2022	17.01	2.0
January 2021	16.68	7.2
January 2020	15.55	7.4

(1) Wastewater rates are inclusive of County wastewater treatment charges and all State and local taxes. Typical consumption per single-family residence is 4.3 ccf/month.

(2) SPU's anticipation of future, unadopted County treatment rate increases are included in the overall wastewater rate increases noted above. Actual wastewater rate increases may be higher or lower, depending on the final treatment rate adopted by the County. County treatment rates are subject to an automatic passthrough mechanism pre-approved by the City Council and adopted by the City Council in 2022.

The following table shows typical 2025 residential bills for wastewater services in the City and other cities in the region.

TABLE 10
COMPARATIVE 2025 RESIDENTIAL WASTEWATER CHARGES

City	Monthly Bill(1)
Bellevue WA(2)	$114.36
Kirkland WA(2)	108.28
Issaquah WA(2)	84.06
Seattle WA(2)	**81.86**
Redmond WA(2)	74.97
Tacoma WA	73.37
Everett WA	65.76
Portland OR	54.17

(1) Bills include taxes except Issaquah, which only taxes water consumption.
(2) County wastewater treatment customers.

Source: Survey by SPU of rates in effect on January 1, 2025, in each respective city.

The City's wastewater system serves approximately 178,000 accounts in a developed urban area. Commercial accounts have, on average, comprised approximately 10% of the total. Account growth has been consistent at around 0.5% since 2016, including through the pandemic.

The wastewater system's ten largest customers in 2024 are listed in the table below. The share of total wastewater utility revenue provided by the top ten customers in any given year has held constant at approximately 10.1%.

TABLE 11
TEN LARGEST WASTEWATER CUSTOMERS IN 2024

Name	Revenue ($000)	% of Total Revenue
University of Washington	$ 9,782	2.6%
Seattle Housing Authority	8,034	2.2%
City of Seattle	4,470	1.2%
Equity Residential	3,331	0.9%
Marriott International Inc.	2,954	0.8%
Hyatt	1,921	0.5%
Bellwether Housing	1,839	0.5%
King County	1,737	0.5%
Harborview Medical Center	1,669	0.5%
Essex Property	1,504	0.4%
Total-Ten Largest Customers	$ 37,241	10.1%

Note: Totals may not add due to rounding.

Source: SPU Wastewater Billing System

Drainage Services

Stormwater run-off in the City is conveyed through one of three modes: storm drains, a combined stormwater and wastewater system, and a ditch, culvert, and creek system. Beginning in the late 1960s, the City converted some of the existing combined stormwater and drainage system to a two-pipe system, one for stormwater run-off and the other for sanitary sewage. A ditch, culvert, and creek system exists in areas of the City that originally were part of unincorporated King County and later were annexed by the City. Each of the three conveyance modes now represents about one-third of the system.

To address flooding of private property adjacent to major creeks carrying City stormwater, new trunk lines and detention ponds have been built and regulatory controls have been added for new residential and commercial developments. Also, several efforts are underway to reduce pollutants in stormwater that can contribute to water quality problems in receiving waters. SPU is responsible for coordinating the City's stormwater management programs. See "Regulations—NPDES Municipal Stormwater Permit."

Drainage Rates. The City charges drainage rates based on a property's estimated impact on the drainage system. Owners of single-family parcels of less than 10,000 square feet pay an annual rate based on the parcel area. Owners of all other properties, including single-family parcels over 10,000 square feet, are charged a rate based on the estimated percent share of impervious surface on the parcel.

Drainage rates fund a portion of the City's combined drainage and storm sewer system costs. SPU began offering rate credits in 2009 to property owners installing water quality and flow control facilities that might mitigate the impact of their runoff on the City's drainage system. To date, these credits have not had a material impact on revenues.

For 2025, SPU introduced a simplified and modernized drainage rate calculation methodology. Under the new methodology:

(i) Drainage customers no longer pay a portion of the County's treatment charge. Drainage customers had been assigned 6.1% of treatment expenses. Because the treatment component has been removed from drainage rates, SPU's three-year drainage rate path is fully set in legislation and not subject to change with County treatment rate changes.

(ii) Flow factors to estimate stormwater runoff have been updated and simplified.

(iii) Drainage rate tiers have been modified to better align customers with their cost of service

(iv) Surface area is now measured using artificial intelligence ("AI") products on regularly updated aerial light detection and ranging ("LIDAR") and photographic imagery. Prior updates had required expensive manual work and had only been done on an ad-hoc basis. SPU plans to use these and other upcoming new technologies to periodically and comprehensively update all parcel surface area estimates on a regular basis.

Drainage rates for 2023 and 2024 are shown in the table below.

TABLE 12
DRAINAGE RATE CATEGORIES, 2023 AND 2024

Rate Category	Percent Impervious[1]	Annual Charge 2023	Annual Charge 2024
Small Residential		per parcel	
(less than 10,000 square feet)			
0-1,999 sq. ft.		$216.23	$229.93
2,000-2,999 sq.ft.		356.90	379.58
3,000-4,999 sq. ft.		493.22	524.59
5,000-6,999 sq. ft.		669.75	712.36
7,000-9,999 sq. ft.		844.75	898.51
General Service/Large Residential[2]		per 1,000 sq.ft.	
Undeveloped	0-15%		
Regular		$56.83	$60.44
Low Impact[3]		32.93	35.02
Light	16-35%		
Regular		$84.33	$89.69
Low Impact[3]		65.55	69.72
Medium	36-65%		
Regular		$119.48	$127.08
Low Impact[3]		96.54	106.28
High	66-85%	157.85	167.91
Very High	86-100%	188.24	200.23

(1) Impervious surface is any hard or impermeable surface such as blacktop, rooftops, parking lots, patios, hardpan, and hard-packed athletic fields, which absorb much less rainwater than pervious surfaces covered with grass, trees, or other vegetation.

(2) Includes single-family and duplex properties of 10,000 square feet or more.

(3) A parcel may qualify for a low impact rate if it has a significant amount of highly pervious surface, *e.g.*, forested land, other unmanaged vegetated areas such as pasturelands and meadows, or certain athletic fields that have been designed to substantially meet the same SPU-defined performance characteristics for infiltrating stormwater.

In 2024, the City Council approved a slightly modified drainage rate structure to begin in 2025. The updated rate structure attempts to better align customers (parcels) with their cost of service by using the latest available stormwater flow factors, simplifying the methodology to convert these flow factors into runoff, and implementing a new AI-powered process to convert LIDAR imagery into data usable to estimate flow from customer parcels. Drainage rates adopted through 2027 are shown below.

TABLE 13
DRAINAGE RATE CATEGORIES, 2025 THROUGH 2027

Rate Category	Percent Impervious	Annual Charge 2025	2026	2027
Small Residential			per parcel	
(less than 10,000 square feet)				
0-1,999 sq. ft.		$235.28	$247.09	$259.54
2,000-3,499 sq.ft.		447.08	469.52	493.18
3,499-4,499 sq. ft.		572.64	601.39	631.68
4,500-5,499 sq. ft.		672.93	706.71	742.31
5,500-6,499 sq. ft.		764.98	803.38	843.85
6,500-9,999 sq. ft.		929.48	976.13	1,025.31
General Service/Large Residential			per 1,000 sq.ft.	
Tier 1	0-10%	$59.82	$54.23	$53.34
Tier 2	11-20%	65.11	70.91	74.48
Tier 3	21-35%	94.46	97.01	101.90
Tier 4	36-50%	123.19	129.37	135.89
Tier 5	51-64%	138.77	152.60	166.88
Tier 6	65-85%	183.25	192.45	202.15
Tier 7	86-100%	216.17	232.15	243.84

The table below compares the typical residential charge for drainage services of comparable cities in the Northwest.

TABLE 14
2025 RESIDENTIAL DRAINAGE CHARGES

City	Monthly Bill
Seattle WA	**$ 62.31**
Everett WA	38.28
Bellevue WA	36.77
Tacoma WA	34.75
Portland OR	24.70
Kirkland WA	22.30
Issaquah WA	21.34
Redmond WA	16.97

Source: Survey by SPU of rates in effect on January 1, 2025, in each respective city.

The City's drainage system serves approximately 224,000 accounts in a developed urban area; the system has experienced a slow, steady increase in the number of customers as in-fill development results in the subdivision of lots. Residential customers make up approximately 70% of the total customers. The ten largest customers of the drainage system in 2024 are listed in the table below. In 2024, revenue billed to these ten customers totaled 16.9% of drainage service revenues.

TABLE 15
TEN LARGEST DRAINAGE CUSTOMERS IN 2024

Name	Revenue ($000)	% of Total Revenue
City of Seattle	$ 13,004	6.6%
King County	4,182	2.1%
Seattle Public Schools	4,078	2.1%
University of Washington	3,545	1.8%
BNSF Railway Company	3,041	1.5%
U.S. Government	1,347	0.7%
Seattle Housing Authority	1,335	0.7%
Union Pacific Railroad Company	1,206	0.6%
Archdiocese of Seattle	812	0.4%
Prologis Inc.	790	0.4%
Total-Ten Largest Customers	$ 33,341	16.9%

Note: Totals may not add due to rounding.

Source: SPU Drainage Billing System

Utility Billing

The City's utility billing function for wastewater services is part of the combined utility billing that is co-managed by SPU and the City's electric utility enterprise ("Seattle City Light"). SPU provides customer service through a call center and walk-in center. Seattle City Light operates and manages the billing system. SPU and Seattle City Light bill and reimburse each other for these services.

SPU accounts are billed bimonthly for residential and small commercial customers and monthly for larger accounts. Inside the City, residential customers receive a combined utility bill that itemizes amounts due for water, wastewater, and solid waste services, while commercial customers receive a combined utility bill that itemizes amounts due for water and wastewater. Customers outside the City receive bills for water only. Payments received from the combined utility bills are allocated to the appropriate funds. If a payment received from a customer is insufficient to cover the total amount due and payable under the combined utility bill, that payment is credited first to the Solid Waste Fund. The balance of the payment is then credited to the Drainage and Wastewater Fund and then, if funds are available, to the Water Fund. Past-due customers receive a water shut-off notice. By State law, water may be shut off when an account is delinquent, and outstanding balances are considered a lien on the property. Delinquent charges bear interest at the rate of 12% per annum. Total 90-day-plus outstanding balances for the year ending December 31, 2024, were consistent, closing with $15.8 million, or less than 2%, of annual direct service revenue billed by SPU. These figures include all outstanding amounts going back to 2009.

Drainage rates are billed separately to all property owners within the City limits on the County property tax statement and collected through the County. Certain properties (*e.g.*, submerged lands, houseboats, piers, City streets, State highways, and other streets that provide the same drainage service as City streets) are exempt from drainage rates. In accordance with RCW 35.67.200, City ordinances provide that the City has a lien for all delinquent and unpaid drainage service charges, and that delinquent drainage service charges bear interest at the rate of 8% per year.

Regulations

Clean Water Act. The Federal Water Pollution Control Act (the "Clean Water Act"), as amended, establishes a broad goal of restoring and maintaining the chemical, physical, and biological integrity of the nation's waters. Among other directives, the Clean Water Act requires permitting of point source discharges of pollutants into waters of the United States under the National Pollutant Discharge Elimination System ("NPDES") permitting system; mandates that states set water quality standards, and requires periodic listing of impaired waters (section 303(d) list); mandates "total maximum daily load" analyses for impaired waters; and requires programs to encourage control of nonpoint source pollution.

In March 2025, the U.S. Supreme Court issued an opinion in *City and County of San Francisco v. EPA (No. 23-753)* that invalidated "end results" provisions in NPDES permits issued by the EPA. The City's NPDES permits— issued by Ecology under both state and federal law rather than by the EPA—contain "end result" provisions similar to those struck down by the Court in its decision. At this point, the City believes it is too soon to predict the ramifications of the *San Francisco* decision on its permits, and there is currently no pending activity by the EPA or Ecology to address the issue or modify any permits.

The Clean Water Act creates some state responsibilities directly and allows the U.S. Environmental Protection Agency ("EPA") to delegate other responsibilities state-by-state.

NPDES Municipal Stormwater Permit. Section 402 of the Clean Water Act requires certain municipalities to obtain an NPDES permit for municipal stormwater discharges to receiving waters. In the State, Ecology is responsible for issuing and renewing these permits. Ecology issues a combined NPDES Municipal Stormwater Permit and State Waste Discharge Permit, which covers discharges to ground waters, in a single General Permit (the "Municipal Stormwater Permit"). Municipal stormwater discharges are regulated as point sources that should be controlled to reduce discharge of pollutants to the "maximum extent practicable," through a primarily programmatic permit. Under Phase I of the program, large and medium municipal separate storm sewer systems ("MS4s") such as the City's must obtain NPDES permits for the discharges of stormwater to surface waters and ground waters of the State (not including CSOs or discharges from public treatment facilities). As a condition of MS4 permit coverage, permittees are required to develop a stormwater management program, components of which include legal authority, MS4 mapping and documentation, public involvement and participation, controlling runoff from new development, redevelopment and construction sites, stormwater planning, structural stormwater controls, source control for existing development, illicit connections and illicit discharge detection and elimination, operations and maintenance, and education and outreach.

Ecology issued the current Phase I Municipal Stormwater Permit to the City in 2024. This permit includes requirements that were intended to improve the quality of the receiving waters in the City and includes prescriptive programmatic requirements, measurement guidelines for specific programs, and best management practices based on Ecology's 2024 Stormwater Management Manual for Western Washington. This permit is in effect from 2024 to 2029 and continues many of the previous prescriptive programmatic permit requirements while slightly changing others. The largest change or enhancement was the addition of tactics and strategies to address new and emerging contaminants of concern in stormwater runoff.

See "Legal and Tax Information–Other Litigation" for a description of pending or threatened litigation relating to the Municipal Stormwater Permit.

Combined Sewer Overflow NPDES Permit, Reduction Plan, and Amendments. The City's wastewater collection system is regulated by Ecology through an NPDES permit. Ecology first issued the City an NPDES permit for CSO discharges in 1975. The permit was most recently reissued as NPDES Permit WA0031682 on March 30, 2016, with an effective date of May 1, 2016 (the "CSO Permit"). The permit was modified on September 28, 2017, with an expiration date of April 30, 2021. SPU applied for permit renewal on August 31, 2020. Ecology reviewed the application and accepted it as complete on December 29, 2020. The existing CSO Permit will remain in effect and enforceable until Ecology issues a new permit, in accordance with State statute (RCW 34.05.422(3)) and regulations.

Over the last four decades, the City has invested more than $700 million in CSO controls and expects to invest more than $1 billion over the next decade in CSO improvements, including large-scale storage facilities, sewer system improvement projects, and green stormwater infrastructure projects. See "—Capital Improvement Program."

Combined Sewer Overflows Consent Decree ("CSO Consent Decree"). In 2008, the EPA Region 10 Office of Compliance and Enforcement audited both the County's and the City's CSO programs to ensure consistency with federal laws and requirements. As a result of these audits, in 2011, EPA, Ecology, and the U.S. Department of Justice ("DOJ") entered into consent decree negotiations with the City and the County related to completion of the agencies' CSO reduction programs and management of each agency's wastewater system. The resulting consent decree (the "CSO Consent Decree") was entered in U.S. District Court in 2013. In late 2019, SPU and the County each submitted a letter to EPA, Ecology, and DOJ describing its interest in renegotiating certain terms of the CSO Consent Decree. In June 2024, the DOJ pre-approved the Consent Decree modifications and in the following month, the City Council passed the Seattle Consent Decree modification. The First Material Modifications to the Consent Decree has been executed by all parties to the Consent Decree, and the agreed modification was filed with the federal district court in November 2024. The City hopes to obtain court approval of the agreed modification in 2025.

The current CSO Consent Decree requires the City to develop and implement plans and projects including a Capacity, Management, Operations, and Maintenance Performance Program Plan; a Long-Term Control Plan ("LTCP"); a Fats, Oils, and Grease Control Program Plan; a revised Floatables Observation Program Plan; a Final Post-Construction Monitoring Plan; and the Henderson CSO reduction project. It also requires the City and the County to develop and implement a joint operations and systems optimization plan. In accordance with the CSO Consent Decree requirements, the final Plan to Protect Seattle's Waterways (the "Waterways Plan"), including the LTCP, was submitted and approved by EPA and Ecology in 2015. A final Post Construction Monitoring Plan ("PCMP"), including an implementation schedule based on the CSO Consent Decree requirements and proposed milestone compliance dates presented in the final Waterways Plan, was also submitted and approved by EPA and Ecology in 2015.

The Waterways Plan commits SPU to constructing the SCWQP; several smaller storage projects and sewer system improvement projects to control all remaining uncontrolled CSO outfalls; and three projects to remove pollutants from stormwater: Natural Drainage Systems ("NDS") Partnering, South Park Water Quality Facility, and Arterial Street Sweeping Expansion.

The SCWQP is the largest of the required CSO storage projects. It is being undertaken jointly by the City and the County pursuant to an agreement to guide construction, operation and maintenance, and cost-sharing. The City is the lead agency for construction, and will own, operate, and maintain a tunnel and its related structures. SPU and the County's Department of Natural Resources and Parks ("DNRP") have also chartered oversight, project review, and change management committees to provide policy guidance and management oversight, support, and direction to the project. See "—Capital Improvement Program."

Under the Waterways Plan, the largest of the CSO storage projects, the sewer system improvement projects, and the stormwater projects were expected to be completed by the end of 2025, and the remaining CSO storage projects were expected to be completed by the end of 2030. However, EPA and Ecology have been notified that, due to events beyond the control of the City, the critical path for the project will be delayed. See: "Capital Improvement Program—Combined Sewer Overflows."

Financial Policies

Drainage and wastewater rates are set in accordance with financial policies adopted by the City Council, including the Debt Service Coverage Requirement. Revenues to cover depreciation and City taxes are considered available for debt service. Under the City Charter, City taxes on the Drainage and Wastewater System may be paid only after provision has been made for debt service payable from Net Revenue and for necessary betterments and replacements for the current year. The City Council has adopted a coverage target of Adjusted Net Revenue available for debt service in each calendar year at least equal to 1.80 times Adjusted Annual Debt Service. Other adopted internal policy targets in effect since 2004 include generally positive net income, a minimum year-end cash balance equal to the average monthly wastewater treatment cost, and a minimum of 25% cash funding of the CIP based on a four-year rolling average. The Drainage and Wastewater System met or exceeded all targets for the years 2020-2024.

The City's utilities have strong and diverse rate bases. In the event that additional liquidity were to be needed, they may also rely on ready access to the City's consolidated cash pool as a source of short-term emergency liquidity. The City has Debt Management Policies that describe the procedures and circumstances under which it permits one fund to borrow from another via the City's consolidated cash pool, and indicate that the term will be for the shortest duration necessary to fulfill the documented purpose of the loan. Interfund loans must identify a lending fund and a borrowing fund and must be documented and repaid to the lending fund. Interfund loans of up to 90 days can be approved by the Finance Director, whereas longer term interfund loans are subject to legislative approval by the City Council. See also "The City of Seattle—Investments—Interfund Loans."

Financial Performance and Projections

Table 16 shows actual revenues and expenses of the Drainage and Wastewater System for the years 2020 through 2024 and projected results for 2025 through 2027. Footnotes for the table are on the following page.

SPU does not as a matter of course make public projections as to future sales, earnings or other results. However, the management of SPU has prepared the prospective financial information as set forth below in Table 16—Drainage and Wastewater System Operating Results and under "Capital Improvement Program" to provide readers of this Official Statement information related to projected revenues and expenses of the Drainage and Wastewater System. The accompanying prospective financial information was not prepared with a view toward public disclosure or with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of SPU's management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of the Drainage and Wastewater System. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and potential purchasers of the Bonds and the readers of this Official Statement are cautioned not to place undue reliance on the prospective financial information.

Neither SPU's independent auditors, Moss Adams LLP, nor the State Auditor nor any other independent accountants have compiled, examined, or performed any procedures with respect to this Official Statement or any financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information, and they assume no responsibility for, and disclaim any association with, this Official Statement and such information.

The financial statements of the Drainage and Wastewater Fund as of and for the fiscal year ended December 31, 2024, included herein as Appendix C, have been audited by Moss Adams LLP, independent auditors, as stated in its report appearing herein. SPU has not requested that Moss Adams LLP provide permission for inclusion of its report on the audited financial statements in this Official Statement, and Moss Adams LLP 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 participated in any way in the preparation or review of this Official Statement.

The debt service coverage ratios provided below have been calculated in accordance with the Bond Documents. Such calculations are derived from definitions of Gross Revenue, Operating and Maintenance Expense, Adjusted Net Revenue, and certain other terms which are defined in Appendix A—Summary of Bond Ordinance—Section 1. Such calculations also reflect the application of generally accepted accounting principles as applied to financial results.

The debt service coverage calculations set forth below are intended to reflect compliance with the rate covenant and additional debt covenants contained in the Bond Documents and described under "Security for the Bonds" and for no other purpose. Such calculations may reflect non-recurring or extraordinary accounting transactions permitted under the Bond Documents and generally accepted accounting principles.

In providing a rating on the Bonds, certain rating agencies may have performed independent calculations of coverage ratios using their own internal formulas and methodology which may not reflect the provisions of the Bond Documents. See "Other Bond Information—Ratings on the Bonds." The City makes no representation as to any such calculations, and such calculations should not be construed as a representation by the City as to past or future compliance with any bond covenants or the availability of particular revenues for the payment of debt service, or for any other purpose.

TABLE 16
DRAINAGE AND WASTEWATER SYSTEM OPERATING RESULTS
($000)

	Audited					Projected[1]		
	2020	2021	2022	2023	2024	2025	2026	2027
Operating Revenues								
Wastewater	$ 299,098	$ 328,311	$ 335,757	$ 348,412	$ 372,029	$ 388,341	$ 408,037	$ 428,354
Drainage	155,021	166,693	177,042	187,646	197,806	207,718	218,121	229,086
Other	6,176	7,512	6,230	6,875	7,005	7,223	7,299	7,650
Total Operating Revenue	$ 460,295	$ 502,517	$ 519,029	$ 542,934	$ 576,840	$ 603,282	$ 633,457	$ 665,091
Operating Expense								
Wastewater Treatment	$ 168,150	$ 165,085	$ 172,140	$ 189,410	$ 203,797	$ 214,973	$ 227,979	$ 243,918
O&M and Taxes	178,149	180,854	177,244	222,706	224,807	267,610	280,427	294,724
Total Operating Expense	$ 346,298	$ 345,939	$ 349,385	$ 412,116	$ 428,605	$ 482,583	$ 508,406	$ 538,642
Net Operating Income	$ 113,997	$ 156,579	$ 169,644	$ 130,818	$ 148,236	$ 120,700	$ 125,052	$ 126,449
Adjustments								
City Taxes[2]	$ 54,336	$ 58,248	$ 61,000	$ 64,158	$ 67,228	$ 72,560	$ 76,216	$ 80,027
DSRF Earnings	(628)	(434)	(503)	(934)	(1,142)	(31)	(16)	(8)
Net Other Non-Operating	12,227	15,919	12,558	21,653	147,052	(198)	16	8
Total Adjustments	$ 65,936	$ 73,733	$ 73,055	$ 84,877	$ 213,138	$ 72,331	76,216	80,027
Adjusted Net Revenue Available for Debt Service	$ 179,933	$ 230,312	$ 242,699	$ 215,695	$ 361,373	$ 193,031	$ 201,268	$ 206,476
Annual Parity Debt Service								
Annual Parity Debt Service[3]	$ 61,849	$ 60,901	$ 63,046	$ 62,036	$ 67,582	$ 71,667	$ 77,734	$ 82,966
Less: DSRF Earnings	(628)	(434)	(503)	(934)	(1,142)	(31)	(16)	(8)
Adjusted Annual Parity Debt Service	$ 61,221	$ 60,467	$ 62,543	$ 61,102	$ 66,440	$ 71,636	$ 77,718	$ 82,958
Parity Debt Service Coverage	2.94	3.81	3.88	3.53	5.44	2.69	2.59	2.49
Annual Subordinate Debt Service[4]	$ 3,715	$ 3,640	$ 4,987	$ 5,745	$ 6,108	$ 13,201	$ 16,518	$ 18,815
Total Annual Parity and Subordinate Debt Service	$ 64,936	$ 64,107	$ 67,531	$ 66,847	$ 72,549	$ 84,837	$ 94,236	$ 101,773
Parity and Subordinate Debt Service Coverage	2.77	3.59	3.59	3.23	4.98	2.28	2.14	2.03

Notes to table on the following page.

NOTES TO TABLE 16:

(1) Projected wastewater revenue includes anticipated King County treatment rate increases. Seattle Municipal Code allows for automatic rate adjustments for treatment rate changes.

(2) Under the City Charter, City taxes are subordinate to senior lien debt service.

(3) Parity Debt Service includes all revenue bonds and all WIFIA debt.

(4) Includes debt service on the State Loan Program Obligations, which are secured by a lien on Net Revenue of the Drainage and Wastewater System that is junior to the lien of the Parity Bonds.

Note: Totals may not add due to rounding.

Source: Drainage and Wastewater System

Management Discussion and Analysis of Operating Results

This section provides a brief discussion of operating results for the period 2020 through 2024 based on information in Table 16, and the Management's Discussion and Analysis included in Appendix C—2024 Audited Financial Statements of the Drainage and Wastewater Fund.

The Drainage and Wastewater Fund has maintained high levels of debt service coverage and cash balances, exceeding both policy targets and projections. Operating cash balances grew from $200 million in year-end 2019 to $400 million in year-end 2024, bringing balances to nearly a full year of operating expense. This increase was due primarily to a $160 million settlement that was received at the end of 2024 from Monsanto for the Lower Duwamish Waterway Superfund cleanup. See "—Environmental Liabilities."

Since the 2008 recession, wastewater demand has remained steady at 21 million ccf per year through both population growth and pandemic-related economic contraction. SPU is forecasting steady demand at slightly below pre-pandemic levels through 2030, the end of the current strategic planning horizon.

Current wastewater and drainage rates were adopted by the City Council in late 2024 with effective dates through 2027 (exclusive of the County wastewater treatment portion of the rates). These rate changes were calculated to meet or exceed all financial policies based on an assumption of a multi-year recovery lasting beyond 2027.

Capital Improvement Program

Each year, SPU prepares a six-year Drainage and Wastewater CIP. The CIP identifies rehabilitation and upgrades that are needed for existing facilities, as well as any new facilities that are required, and includes a financial plan for funding the planned improvements. SPU expects to finance the CIP with a combination of bond proceeds, grants and reimbursements, and current revenues.

The City is currently engaged in planning that will identify capital and operating and maintenance needs for the Drainage and Wastewater System, and these efforts will be informed by the Consent Decree modification described below under "—Combined Sewer Overflows." The City's Plan to Protect Seattle's Waterways (LTCP to reduce CSO and Integrated Plan that addresses both sewage overflows and polluted stormwater runoff), which was approved by the EPA, Department of Justice, and Ecology, requires CIP investments in wastewater and stormwater projects through 2030. Supplementing in the near-term and looking beyond 2030, SPU is in the process of developing a community-centered plan to guide investments in integrated utility infrastructure for the next 50 years (the "Shape Our Water plan").

The table below shows the anticipated CIP for 2025-2030 that is included in the 2025-2027 rate study, along with planned funding sources.

TABLE 17
DRAINAGE AND WASTEWATER SYSTEM
ADOPTED CAPITAL IMPROVEMENT PROGRAM
(Amounts in Thousands)

	2025	2026	2027	2028	2029	2030	Total
Program Area							
Combined Sewer Overflows	$ 90,123	$ 85,909	$ 77,472	$ 27,287	$ 32,096	$ 63,872	$ 376,759
Asset Management	10,737	34,517	34,979	40,913	48,769	46,728	216,643
Sediments	5,280	20,978	13,960	41,134	68,066	72,455	221,872
Protection of Beneficial Uses	11,302	47,123	60,900	57,915	38,559	18,760	234,559
Flooding	8,975	16,606	32,842	28,837	20,653	13,777	121,691
Shared Cost Projects, Technology	33,960	31,063	29,372	34,099	34,834	28,776	192,104
Total Uses of Funds	$ 160,379	$ 236,196	$ 249,525	$ 230,184	$ 242,978	$ 244,368	$ 1,363,629

Funding Source	2025	2026	2027	2028	2029	2030	Total
Debt Financing							
Outstanding Bonds	$ 48,519	$ -	$ -	$ -	$ -	$ -	$ 48,519
New Money Bonds	5,944	125,444	121,382	122,862	147,894	149,368	672,895
WIFIA	65,821	-	-	-	-	-	65,821
SRF	-	28,600	-	-	-	-	28,600
Total Debt Financing	$ 120,284	$ 154,044	$ 121,382	$ 122,862	$ 147,894	$ 149,368	$ 815,834
Non-Debt Sources							
Superfund Reimbursements	$ -	$ 8,534	$ 6,761	$ 25,414	$ 45,786	$ 45,210	$ 131,704
Internally Generated Funds	40,095	73,618	121,382	81,908	49,298	49,789	416,091
Total Non-Debt Sources	$ 40,095	$ 82,152	$ 128,143	$ 107,322	$ 95,084	$ 94,999	$ 547,795
Total Sources of Funds	$ 160,379	$ 236,196	$ 249,525	$ 230,184	$ 242,978	$ 244,368	$ 1,363,629

Note: Totals may not add due to rounding.

The CIP plan addresses seven program areas:

Combined Sewer Overflows. The CSO program area consists of projects that are mandated by State and federal regulations to control CSOs into the City's receiving waters. Projects include large infrastructure projects (*e.g.*, storage structures, pipes, tunnels, stormwater separation, and pump stations), smaller retrofits, construction of green infrastructure for CSO control, and development of regulatory-required plans, such as the LTCP. The largest project in this category is the SCWQP. The SCWQP is a joint project with the DNRP to control CSOs into the Lake Washington Ship Canal, Salmon Bay, and Lake Union, and is required to comply with the CSO Consent Decree described above under "—Regulations." Funding is being provided through a combination of SPU Drainage ratepayer funds, federal loans under the WIFIA program, State loans from Ecology under the Clean Water State Revolving Fund program, and contributions from DNRP. The City began drawing on the 2020 WIFIA Bond in January 2023 and expects to have fully drawn the 2020 WIFIA Bond by the end of 2025. See "Security for the Bonds—Outstanding Parity Bonds—Water Infrastructure Finance and Innovation Act ("WIFIA")."

SPU worked with its regulators on a modification to the CSO Consent Decree, which would extend the construction completion deadline of the SCWQP. SPU also is working to resolve several claims from project contractors as work on the SCWQP continues. SPU has secured an increase in State loan funds to cover some of the increased costs and is still evaluating other expected impacts on project budget. SPU does not currently intend to issue Future Parity Bonds for this project.

Asset Management. This program area consists of projects to rehabilitate or replace existing drainage and wastewater assets in-kind to maintain the current functional level of the system. Projects include rehabilitation and/or replacement of drainage and wastewater control structures and appurtenances, pipes, culverts, pump station structures, major mechanical and electrical components, and force mains.

Sediments Program. This program area provides funding for studies and analysis of cleanup of contaminated sediment sites in which the City is a participant, for engineering, design, and construction of actual cleanup of contaminated sites and for liability allocation negotiations. Funding is used to develop studies and analyses required by regulatory agencies for determining the boundaries and cleanup requirements for specific action sites. The study phase of sediment remediation projects often requires multiple years before specific cleanup actions are defined. As regulatory agency cleanup requirements become clear, additional individual cleanup projects are included in subsequent CIP proposals.

Protection of Beneficial Uses Program. This program area consists of improvements to the City's drainage system to reduce the harmful effects of stormwater runoff on creeks and receiving waters by improving water quality and protecting or enhancing habitat. The program area includes projects to improve water quality, protect creeks, meet regulatory requirements, and use best available science to meet community expectations for habitat. This program area also includes replacements of stream culvert assets.

In 1991, the State adopted marine water sediment management standards under which Ecology may act to require the City to clean up sediments contaminated by CSOs and/or discharges from separate storm sewers. The full extent of sediment contamination related to City discharges, if any, and the nature and cost of compliance with Ecology standards are not known at the present time. See "Environmental Liabilities."

Flooding/Sewer Backup and Landslides Program. This program area consists of projects for preventing and alleviating flooding and sewer backups in the City, with a primary focus on the protection of public health, safety, and property. The program area is focused on planning, design, and construction of channels, pipes, roadside ditches, culverts, detention ponds, and green infrastructure that control and/or convey storm runoff to receiving waters. The program area also involves protecting SPU drainage and wastewater infrastructure from landslides and providing drainage improvements where surface water generated from the City right-of-way is contributing to landslides.

Shared Cost Projects, Technology. The shared costs projects program area includes projects involving more than a wastewater or drainage purpose and which are typically funded from multiple sources. Current projects include numerous transportation agency-led projects where utility infrastructure upgrades are being installed in coordination with the pavement replacement opportunity to reduce long-term cost for ratepayers. Some of these projects are managed by other agencies outside of the City; as a result, the staging and timeline for completion of these projects are not under the City's control. The technology program area includes administrative information technology such as workstations, cloud computing, telecommunications, and billing. Upgrades to existing geographic information systems infrastructure and updated aerial orthophotography are also included. These will provide more robust and granular surface permeability data to increase the efficiency and accuracy of drainage billing.

Endangered Species Act and Regional Needs Assessment

Under provisions of the Endangered Species Act ("ESA"), National Marine Fisheries Service ("NMFS") has formally listed Puget Sound Chinook salmon, Puget Sound steelhead trout, and yellow-eyed rockfish as threatened, and bocaccio as endangered. U.S. Fish and Wildlife Service ("USFWS") has formally listed bull trout and marbled murrelet as threatened and killer whale and humpback whale as endangered. These agencies have also designated critical habitat for these species. Except for steelhead trout, designated critical habitats include parts of the City's combined sewer and drainage service areas: Lake Washington and its tributaries, Lake Union, Lake Washington Ship Canal, Duwamish Waterway, and Elliott Bay and other parts of Puget Sound. Pursuant to regulations, NMFS and USFWS have extended certain protections under the ESA to these listed species and their critical habitats.

Given the many legal, scientific, tribal, and public review uncertainties associated with these listings and their relevance specifically to the Drainage and Wastewater System, it is difficult to predict their full implications for utility services. However, ESA review and compliance requirements for certain SPU capital projects—specifically Section 7 consultations between the federal services—have added additional complexity, time, and cost to the permit application review process, sometimes delaying a permit application for two years or more. This regulatory burden may result in construction delay of two to three years, depending on fish-friendly work windows or other restrictions. The extent to which additional costs will be incurred for project design and impact mitigation specifically related to the ESA is unknown. The City has entered into a memorandum of agreement with the U.S. Army Corps of Engineers for assistance in expediting the permit application review process.

The City and SPU anticipate additional funding will be needed to support habitat restoration programs addressing threatened and endangered species-related policy objectives. Funding for these programs is expected to come from a variety of sources, including City water and drainage and wastewater rates and general fund money, federal and state grants, and taxes or fees imposed by other local jurisdictions.

Environmental Liabilities

The Comprehensive Environmental Response, Compensation, and Liability Act of 1980 ("CERCLA") created the federal Superfund, the EPA's program that addresses contaminated sites. The two basic kinds of liability described under the Superfund law are liability related to historic contamination and liability related to damages to natural resource values.

Lower Duwamish Waterway. In 2000, the City, the County, the Port of Seattle and The Boeing Company voluntarily began working together to investigate contamination in the Lower Duwamish Waterway. The group is called the Lower Duwamish Waterway Group ("LDWG"). In 2001, EPA listed the Lower Duwamish Waterway as a Superfund site under CERCLA to address contamination in waterway sediments. EPA and Ecology followed the listing with a joint federal and State administrative order on consent ("AOC"), which named certain potentially responsible parties ("PRPs"), including the City (through SPU and Seattle City Light), the County, the Port of Seattle, and The Boeing Company. The AOC required a Remedial Investigation to determine the nature and extent of contamination in the waterway, studies of risk to people and wildlife, and formulation of cleanup alternatives in a Feasibility Study. The LDWG members conducted and paid for the Remedial Investigation and Feasibility Study. LDWG members also conducted "Early Actions" to address contamination in specific parts of the Site. The original AOC has been amended five times to include additional pre-design studies and to design the remedy for the Upper Reach and Middle Reach of the waterway.

EPA issued its Record of Decision in 2014 identifying EPA's choice of remedial actions and estimating total cleanup costs of $342 million in 2014 dollars for the Lower Duwamish Waterway. As of 2023, due to inflation and other factors, the current estimate of the cleanup costs is between $668 million and $750 million. A voluntary, confidential allocation process was completed in 2022 and is intended to be the basis for a negotiated settlement of costs among approximately 44 PRPs.

EPA issued a Unilateral Administrative Order ("UAO") to the City, King County, and Boeing in 2024. The UAO continued the ongoing design work as encompassed in the prior AOC amendments, and allowed for construction of remedial actions to begin in 2024. The UAO will govern the work until the Consent Decree becomes effective.

In January 2023, EPA issued Special Notice Letters to the City and others to initiate negotiations for a Consent Decree to govern completion of the remedial actions for the Lower Duwamish Waterway. The City, County, and the Boeing Company have agreed to be Performing Parties under the Consent Decree, if the terms they have negotiated with EPA and Ecology are agreed to. The City will be signing the consent decree soon. It will then need to be signed by the Department of Justice and the State of Washington. Once the Consent Decree is approved by the Court, it will take effect and the settlements that have been negotiated with other parties will become effective as well. The City expects to receive approximately $88 million due to settlements with other parties. The City expects to be required to pay for approximately one-third of the Lower Duwamish cleanup costs, which will be primarily allocated to the Drainage and Wastewater System, with a smaller share being allocated to Seattle City Light. On an annual basis, the City expects its share to total approximately $10 million to $30 million per year until cleanup is completed, which is anticipated to be ten years after work begins. Monitoring of the remedy will be ongoing indefinitely.

In 2020, the City (SPU and Seattle City Light), the County, and the Port of Seattle signed an EPA Settlement Agreement and Administrative Order on Consent to investigate contamination at a site adjacent to the Lower Duwamish, known as Terminal 108. The investigation is called an Engineering Evaluation and Cost Analysis. The Port, the City, and the County have an MOA related to the order and are sharing costs on an interim basis. SPU and Seattle City Light are sharing the City's portion of the costs and the final allocation of costs will be determined as part of the process for allocating all of the costs among the PRPs. SPU's ultimate share of liability for this site is uncertain, and depends upon the results of the investigation, the remedial actions selected by EPA, and the extent to which SPU's drainage and wastewater operations are deemed to have contributed to the contamination. Other PRPs are expected to share in the total cleanup costs as well as study costs. Planning and investigative work on the site began in 2022 and a plan for the cleanup, including an estimate of its cost, is expected by the end of 2025.

East Duwamish Waterway. Immediately downstream of the Lower Duwamish Waterway is the East Waterway. Contaminated sediments within the East Waterway are an operable unit of the Harbor Island Superfund site, and the Port of Seattle entered into an administrative settlement agreement and order on consent ("ASAOC") with EPA in 2006, which covers an East Waterway sediment Remedial Investigation/Feasibility Study ("RI/FS"), which was completed in 2019. A Proposed Plan was issued in 2023 and an Interim Record of Decision was issued in 2024. The East Waterway is a Superfund cleanup project with many similar issues to the Lower Duwamish Waterway cleanup. The City (SPU and Seattle City Light), the Port of Seattle, and the County have been named as PRPs and have been sharing the costs to implement the ASAOC on an interim basis. The City's ultimate share of costs for investigation and remediation of the East Waterway is unknown. EPA's selected cleanup action for the East Waterway is estimated to cost $401 million. Other PRPs are also expected to share in any costs.

Gas Works Park. In 2002, Ecology named the City and Puget Sound Energy as PRPs for the contamination of sediments offshore from and adjacent to Gas Works Park and the Harbor Patrol areas in the North Lake Union area of the City. The City and Puget Sound Energy signed an Agreed Order with Ecology in 2005 to initiate two RI/FS investigations for the sediment site: one in the western portion of the site led by the City and another in the eastern portion of the site led by Puget Sound Energy. Subsequently, in 2012, the City and Puget Sound Energy entered into a Settlement, Release, and Cost Allocation Agreement that put Puget Sound Energy in the lead of all additional cleanup work at the site; the east-west split is no longer in place. Based on the 2012 agreement, the City pays for 20% of the shared costs incurred by Puget Sound Energy for the cleanup work. The City would pay 100% of the costs to excavate Kite Hill in the unlikely event that such excavation is ordered. The RI/FS includes an evaluation of the nature and extent of the contamination on the site, an evaluation of multiple alternatives for remediating the sediments, and a recommended preferred alternative. The RI/FS was approved in 2023. A cleanup action plan from Ecology was issued in 2023, identifying the selected cleanup remedy with a cost estimated at $73 million. The consent decree was filed in January 2024 for the design and construction of the sediment cleanup and signed by the City and Puget Sound Energy.

In addition, the Drainage and Wastewater System could be liable for a portion of the costs of investigation and cleanup at other sediment sites, including some not yet identified. The magnitude of any such potential liability cannot be determined at this time. See Appendix C—2024 Audited Financial Statements of the Drainage and Wastewater Fund-Note 9.

THE CITY OF SEATTLE

The following provides general information about the City.

Municipal Government

Incorporated in 1869, the City is the largest city in the Pacific Northwest and is the County seat.

The City is a general purpose government that provides a broad range of services typical of local municipalities, such as streets, parks, libraries, human services, law enforcement, firefighting and emergency medical services, planning, zoning, animal control, municipal court, and utilities. The City owns and operates water, electric, solid waste, and drainage and wastewater utilities, although the County provides wastewater treatment service. The County also provides certain services throughout the County and within the City, including courts of general jurisdiction, felony prosecution and defense, jail, public health, and transit services.

The City is organized under the mayor-council form of government and operates under its City Charter. The Mayor, the City Attorney, and the Municipal Court judges are all elected to four-year terms. The nine City Council members are elected to staggered four-year terms.

Mayor. The Mayor serves as the chief executive officer of the City. The Mayor presents to the City Council annual statements of the financial and governmental affairs of the City, budgets, and capital improvement plans. The Mayor signs, or causes to be signed on behalf of the City, all deeds, contracts, and other instruments.

City Council. As the policy-making legislative body of the City, the City Council sets tax levies and utility rates, makes appropriations, and adopts and approves the annual operating budget and capital improvement plans for the City. The City Council members serve on a full-time basis.

Municipal Court. The State Constitution provides for the existence of county superior courts as the courts of general jurisdiction and authorizes the State Legislature to create other courts of limited jurisdiction. The Seattle Municipal Court has limited jurisdiction over a variety of cases, including misdemeanor criminal cases, traffic and parking infractions, collection of fines, violation of no-contact or domestic violence protection orders, and civil actions for enforcement of City fire and housing codes. The Municipal Court has seven judges. Municipal Court employees report to the judges.

Budgeting

Municipal Budget. City operations are guided by a budget prepared under the direction of the Mayor by the City Budget Office (the "CBO") pursuant to State statute (chapter 35.32A RCW). The proposed budget is submitted to the City Council by the Mayor each year not later than 90 days prior to the beginning of the next fiscal year. Currently the fiscal year of the City is January 1 through December 31. The City Council considers the proposed budget, holds public hearings on its contents, and may alter and revise the budget at its discretion, subject to the State requirement that budgeted revenues must at least equal expenditures. The City Council is required to adopt a balanced budget at least 30 days before the beginning of the next fiscal year, which may be amended or supplemented from time to time by ordinance. The Mayor may approve the City Council's budget, veto it, or permit it to become law without the Mayor's signature. The Mayor does not have line-item veto power.

The 2025 budget was adopted by Ordinance 127156, passed by the City Council on November 21, 2024. The City's adopted General Operating Fund budget was approximately $1.698 billion in 2024 and is approximately $1.936 billion in 2025. See "—The City Budget Office."

The City Budget Office. The CBO is within the executive branch and the Budget Director is appointed by the Mayor. CBO is responsible for developing and monitoring the City's annual budget, carrying out budget-related functions, and overseeing fiscal policy and financial planning activities. The CBO provides strategic analysis in relation to the use of revenues, debt, and long-term issues, as well as technical assistance, training, and support to City departments in performing financial functions.

In prior years, the City's annual budget was based in part on revenue forecasts prepared by the CBO; in 2022, much of the forecasting function transitioned to the newly created Office of Economic and Revenue Forecasts. See "—The Office of Economic and Revenue Forecasts." The CBO continues to be responsible for coordinating with departments to forecast and project all other revenues, including a variety of excise taxes and public utility taxes, license and service fees, fines, inter- and intra-governmental charges, transfers and shared revenues, grants, interest earnings, and other lesser revenue items.

Additional information on the CBO as well as current and past adopted budgets can be found at the City's website.

Forecasting

The Office of Economic and Revenue Forecasts (the "Forecast Office") was created in July 2021, pursuant to Ordinance 126395. The Forecast Office provides an independent source for the economic and revenue forecasts that underlie the City's annual budget process. The Forecast Office reports to the Economic and Revenue Forecast Council (the "Forecast Council"), which includes equal representation from the Legislative and Executive branches of City government. The following elected and appointed officials (or their designees) comprise the Forecast Council: the Mayor, the Director of Finance, the Council President, and the Chair of the City Council Finance Committee. The Forecast Council selects one member to serve as Chair of the Forecast Council annually.

The Forecast Office is tasked with preparing three revenue forecasts each year, to be delivered in April, August, and October. The forecasts that are developed by the Director of the Forecast Office and approved by the Forecast Council serve as the official City economic and revenue forecasts and as the basis for the estimates of revenues described in State statutes governing budgeting. The Mayor or the City Council has the authority to deviate from the official forecasts.

Forecasts informing the City's annual budget proposals through the 2022 budget were performed by the CBO. Beginning with the April 2022 Revenue and Budget Update and the 2023 budget cycle, the forecasting function is now performed by the Forecast Office, including forecasting the largest and most economically-dependent general government revenue sources, such as sales tax, B&O tax, property tax, private utility taxes, and the Payroll Expense Tax. The CBO continues to be responsible for coordinating with departments to forecast and project all other General Fund revenues, including a variety of excise taxes and public utility taxes, license and service fees, fines, inter- and intra-governmental charges, transfers and shared revenues, grants, interest earnings, and other lesser revenue items.

In addition, the Forecast Office staffs the Forecast Council, develops economic and revenue forecasts, conducts special studies at the request of the Forecast Council, and provides *ad hoc* analytical support on economic and revenue estimation for legislative and executive staff consistent with its work program. Additional information on the Forecast Office, as well as the economic and revenue forecasts produced, can be found at the Forecast Office's website.

Fiscal Reserves

Emergency Fund. Under the authority of RCW 35.32A.060, and as regulated by Ordinance 116642 (amended by Ordinances 117977 and 125492), the City maintains the Emergency Fund (the "EMF") of the General Fund. The EMF is the principal reserve for the City to draw upon when certain unanticipated expenses occur during the fiscal year. Eligible expenses include costs related to storms or other natural disasters. State law limits the amount of money the City can set aside in this reserve to $0.375 per $1,000 of assessed value of property within the City.

The City's financial policies for the EMF to establish a minimum balance of $60 million, adjusted each year with the rate of inflation. This policy strikes a balance between ensuring that resources will be available to address unanticipated expenditures and making resources available to address current needs.

Due to the COVID-19 pandemic and related economic downturn, the City drew on the EMF and suspended its contributions in 2020 and 2021. In 2021, the City also amended its financial policies to require that after a severe event requiring deep or multi-year spending from the EMF, the City will return to making contributions to satisfy the target balance within a period of five years, or sooner if practically possible.

The EMF had a fund balance of $65.0 million as of year-end 2019. In response to the COVID-19 pandemic, the City withdrew a net $31.3 million from the EMF in 2020 and 2021. The City subsequently contributed $39.2 million to the reserve from 2022 through 2024, resulting in a fund balance in the EMF of $72.8 million at the end of 2024. In 2025, the City has budgeted to contribute $12.3 million as part of a plan to fund the EMF to $85 million by year-end 2025 and fully replenish the reserve according to the policies governing the reserve.

Revenue Stabilization Fund. The City maintains the Revenue Stabilization Fund (the "RSF") in the General Fund to be used for revenue stabilization for future City operations and to fund activities that would otherwise be reduced in scope, suspended, or eliminated due to unanticipated shortfalls in General Fund revenues.

Certain required transfers into and restrictions on expenditures from the RSF are set forth in Chapter 5.80 of the Seattle Municipal Code ("SMC"). All expenditures from the RSF require an ordinance, adopted following consideration of projections and recommendations for at least partial replenishment within four years. The RSF is funded by (i) one-time transfers authorized by ordinance, (ii) automatic annual transfers of 0.50% of forecast General Operating Fund tax revenues, and (iii) upon completion of fiscal year accounting, automatic transfer of 50% of the ending balance in the General Operating Fund, less encumbrances, carryforwards as authorized by ordinance or State law, and planned reserve amounts reflected in the adopted budget, that is in excess of the latest revised estimate of the unreserved ending fund balance for that closed fiscal year (as published in the adopted budget). The phrase "tax revenues" means all tax revenues deposited into the General Operating Fund, including but not limited to tax revenue from the regular property tax levy, business and occupation tax, utility business taxes, the portion of admissions tax not dedicated to the Arts and Culture Fund, leasehold excise tax, gambling taxes, and sales and use taxes.

The SMC also provides that automatic transfers will be suspended to the extent that the balance in the RSF exceeds 5% of the forecast General Operating Fund tax revenues for the year, and when forecasts underlying the adopted budget anticipate a nominal decline in General Operating Fund revenues, as compared to the revenue forecasts underlying the adopted budget for the fiscal year immediately prior. Automatic transfers remain suspended until positive revenue growth is reflected in the revenue forecasts underlying the adopted budget and are reinstated at a level of 0.25% of General Operating Fund tax revenues in the first year showing such recovery, followed by 0.50% thereafter.

To respond to the COVID-19 pandemic, the City withdrew a net $51.7 million from the RSF in 2020 and 2021, reducing the ending fund balance from $57.8 million at the end of 2019 to $6.0 million at the end of 2021. Based on the automatic transfer mechanism described above, the City made a deposit of $55.7 million to the RSF in 2022 and an additional $6.2 million in 2023 and 2024, resulting in an RSF ending fund balance of $68.0 million at the end of 2024, an increase of $10.2 million over pre-pandemic levels. The City's 2025 Adopted Budget plans to fund the RSF to $68.2 million by year-end 2025.

The combined fund balance of the EMF and the RSF is projected to reach $159 million by year-end 2026.

Financial Management

City financial management functions are provided by the Office of City Finance within the Department of Finance and Administrative Services. The Director of Finance is a charter position appointed by the Mayor and reporting directly to the Mayor's Office, despite being located within the Department of Finance and Administrative Services.

Accounting. The accounting and reporting policies of the City conform to generally accepted accounting principles for municipal governments and are regulated by the State Auditor's Office, which maintains a resident staff at the City to perform a continual current audit as well as an annual, post-fiscal year audit of City financial operations. The Citywide Accounting and Payroll Division of the Office of City Finance within the Department of Finance and Administrative Services maintains general supervision over the accounting functions of the City.

Auditing. The State Auditor is required to examine the affairs of all local governments at least once every three years; the City is audited annually. The examination must include, among other things, the financial condition and resources of the City, compliance with the State Constitution and laws of the State, and the methods and accuracy of the accounts and reports of the City. Reports of the State Auditor's examinations are required to be filed in the office of the State Auditor and in the Department of Finance and Administrative Services. The State Auditor's Office has authority to conduct independent performance audits of State and local government entities. The Office of the City Auditor also reviews the performance of a wide variety of City activities such as span of control, Citywide collections, special events permitting, and specific departmental activities.

Investments

Authorized Investments. Chapter 35.39 RCW permits the investment by cities and towns of their inactive funds or other funds in excess of current needs in the following: United States bonds, United States certificates of indebtedness, State bonds or warrants, general obligation or utility revenue bonds or warrants of their own or of any other city or town in the State, their own bonds or warrants of a local improvement district that are within the protection of the local improvement guaranty fund law, and any other investment authorized by law for any other taxing district. Under chapter 39.59 RCW, a city or town also may invest in the following: bonds of the State or any local government in the State; general obligation bonds of any other state or local government of any other state that have at the time of the investment one of the three highest credit ratings of a nationally recognized rating agency; registered warrants of a local government in the same county as the government making the investment; certificates, notes, or bonds of the United States, or other obligations of the United States or its agencies, or of any corporation wholly owned by the government of the United States; or United States dollar-denominated bonds, notes, or other obligations that are issued or guaranteed by supranational institutions, provided that, at the time of investment, the institution has the United States government as its largest shareholder; Federal Home Loan bank notes and bonds, Federal Land Bank bonds and Federal National Mortgage Association notes, debentures, and guaranteed certificates of participation, or the obligations of any other government-sponsored corporation 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; bankers' acceptances purchased on the secondary market; commercial paper purchased in the secondary market, provided that any local government of the State that invests in such commercial paper must adhere to the investment policies and procedures adopted by the Washington State Investment Board; and corporate notes purchased on the secondary market, provided that any local government of the State that invests in such notes must adhere to the investment policies and procedures adopted by the Washington State Investment Board. Under chapter 43.250 RCW, local governments may invest in the Washington State Local Government Investment Pool, managed by the State Treasurer to maximize potential surplus funds while ensuring safety of those funds.

Money available for investment may be invested on an individual fund basis or may, unless otherwise restricted by law, be commingled within one common investment portfolio. All income derived from such investment may be either apportioned to and used by the various participating funds or used for the benefit of the general government in accordance with City ordinances or resolutions.

Authorized Investments for Bond Proceeds. Funds derived from the sale of bonds or other instruments of indebtedness will be invested or used in such manner as the initiating ordinances, resolutions, or bond covenants may lawfully prescribe.

City Investments. The information in this section does not pertain to pension funds that are administered by the City (see "—Pension Plans") and certain refunding bond proceeds that are administered by trustee service providers.

All cash-related transactions for the City, including its utilities, are administered by the Treasury Services Division of the Office of City Finance within the Department of Finance and Administrative Services ("City Treasury"). Investments of temporarily idle cash may be made, according to existing City Council-approved policies, by City Treasury in securities described above under "Authorized Investments."

State statutes, City ordinances, and Office of City Finance policies require the City to minimize market risks by safekeeping all purchased securities according to governmental standards for public institutions and by maintaining safety and liquidity above consideration for returns. Current City investment policies require periodic reporting on the City's investment portfolio to the Mayor and the City Council. The City's investment operations are reviewed by the City Auditor and by the State Auditor.

As of December 31, 2024, the City's pooled investment portfolio, which excludes pensions, totaled \$3.79 billion market value. The City's investment portfolio consists solely of City funds. As of December 31, 2024, the annualized earnings yield of the City's investment portfolio was 3.66% for the month and 3.73% for the year. As of December 31, 2024, the weighted average maturity of the City's investments was 723 days. Approximately 19%, or $729 million, was invested in securities with maturities of three months or less.

Investments were allocated as follows, by market value:

U.S. Government	51%
U.S. Government Agencies	27%
State and Local Government Investment Pool	12%
Municipal Bonds	3%
Supranational	3%
Corporate Bonds	1%
U.S. Government Agency Mortgage-Backed	1%
Repurchase Agreements	1%
Commercial Paper	1%

Note: may not add to 100% due to rounding.

Interfund Loans. The City is authorized to make interfund loans to individual funds, bearing interest payable by the borrowing fund. The Director of Finance may approve interfund loans for a duration of up to 90 days. Loans of a longer duration require City Council approval.

As of December 31, 2024, the City had outstanding three interfund loans totaling approximately $39.5 million, including interest, in amounts between $11.0 million to $14.5 million.

Risk Management

The City purchases excess liability insurance to address general, automobile, professional, public official, and other exposures. Currently the City's excess liability policy provides $20 million limits above a $10 million self-insured retention per occurrence, but coverage excludes partial or complete failure of any of the City's hydroelectric dams. The City also purchases all risk property insurance, including earthquake and flood perils, that provides up to $500 million in limits subject to a schedule of deductibles and sublimits. Earthquakes and floods are subject to annual aggregate limits of $100 million. City hydroelectric generation and transmission equipment and certain other utility systems and equipment are not covered by the property insurance policy. In 2019, the City began purchasing cyber insurance to cover business interruption, system failure, data asset protection, event management, and privacy and network security liability.

The City insures a primary level of fiduciary, crime liability, inland marine, and various commercial general liability, medical, accidental death and dismemberment, and miscellaneous exposures. Surety bonds are purchased for certain public officials and notaries.

Pension Plans

The information below describes pension plans available to City employees generally. City employees are eligible for coverage by one of the following defined benefit pension plans: Seattle City Employees' Retirement System ("SCERS"), Firefighters' Pension Fund, Police Relief and Pension Fund, and the Law Enforcement Officers' and Fire Fighters' Retirement System ("LEOFF"). The first three are administered by the City and are reported as pension trust funds as part of the City's reporting entity. The State administers LEOFF through the State Department of Retirement Systems ("DRS").

Pursuant to an agreement with various City labor unions, the City Council passed legislation in August 2016 that created a new defined benefit retirement plan, SCERS Plan 2 ("SCERS 2"), covering non-uniformed employees. The new plan is open to employees first hired on or after January 1, 2017. SCERS 2 includes, among other adjustments to SCERS Plan 1 ("SCERS 1"), a slight decrease in benefit levels, raising the minimum retirement age, and deferring retirement eligibility by increasing the age-plus-years-of-service required for retirement with full benefits. The City expects SCERS 2 to provide a more cost-effective method for the City to provide retirement benefits to its employees. It does not affect uniformed employees. The historical information provided in this section relates only to SCERS 1.

Additional detail on the existing plans is available from SCERS and DRS on their respective websites.

Permanent non-uniformed City employees and certain grandfathered employees of the County (and a predecessor agency of the County) are eligible for membership in SCERS. Newly-hired uniformed police and fire personnel are generally eligible for membership in LEOFF. The Seattle Firefighters' Pension Fund and Police Relief and Pension Fund have been closed to new members since 1977.

GASB 67/68 Reporting. Governmental Accounting Standards Board ("GASB") Statements No. 67 ("GASB 67") and 68 ("GASB 68") modified the accounting and financial reporting of pensions by pension plans (GASB 67) and by state and local government employers (GASB 68), but did not alter the funding requirements under State law and City ordinance for members, employers, or the State. The SCERS annual financial statements and DRS's Annual Financial Report for LEOFF are prepared in accordance with GASB 67.

As of December 31, 2024, the Drainage and Wastewater Fund reported a liability of $76.9 million, representing its proportionate share of NPL for SCERS. The net pension liability ("NPL") was measured as of December 31, 2024, and the total pension liability ("TPL") used to calculate the NPL was determined by the actuarial valuation as of December 31, 2023. As of December 31, 2024, the Drainage and Wastewater Fund's proportion was 6.21%. See the Drainage and Wastewater Fund's 2024 Financial Statements attached as Appendix C.

Seattle City Employees' Retirement System. SCERS is a cost-sharing multiple-employer defined benefit public employee retirement plan, administered in accordance with SMC 4.36, by the Retirement System Board of Administration (the "Board"). The Board consists of seven members, including the Chair of the Finance Committee of the City Council, the City's Director of Finance, the City's Human Resources Director, two active members and one retired member of the system, and one outside board member who is appointed by the other six board members. Elected and appointed Board members serve for three-year terms.

SCERS is a pension trust fund of the City and provides retirement, death, and disability benefits under SCERS 1 and SCERS 2. Employees first entering the system on or after January 1, 2017, are enrolled in SCERS 2, with limited exceptions for certain exempt employees and those with service credit prior to January 1, 2017. Members already enrolled in SCERS 1 do not currently have an option to switch to SCERS 2.

Under SCERS 1, retirement benefits vest after five years of credited service, while death and disability benefits vest after ten years of service. Retirement benefits are calculated as 2% multiplied by years of creditable service, multiplied by average salary, based on the highest 24 consecutive months. The benefit is actuarially reduced for early retirement. Under SCERS 2, retirement benefits vest after five years of credited service, while death and disability benefits vest after ten years of service. Retirement benefits are calculated as 1.75% multiplied by years of creditable service, multiplied by average salary, based on the highest 60 consecutive months. The benefit is actuarially reduced for early retirement.

According to the most recent actuarial valuation (with a valuation date as of January 1, 2024), which was approved by the Board on June 13, 2024 (the "2023 Actuarial Valuation"), there were 7,616 retirees and beneficiaries receiving benefits, and 9,740 active members of SCERS. There are an additional 1,724 terminated employees in SCERS who are vested and entitled to future benefits and another 1,943 who are not vested and not entitled to benefits beyond contributions and accumulated interest. From January 1, 2023, to January 1, 2024, the net number of active members in SCERS increased by 4.6%, the net number of retirees receiving benefits increased by 1.3%, and the net number of vested terminated members increased by 4.7%.

Certain demographic data from the 2023 Actuarial Valuation are shown below:

TABLE 18
PLAN MEMBER DEMOGRAPHIC INFORMATION, SCERS

	Retirees and Beneficiaries Receiving Benefits		Active Employees	
Age Range	**Number**	**Percent**	**Number**	**Percent**
<25	-		138	1.4%
25-39	-		2,772	28.5%
40-49	8 (1)	0.1% (1)	2,601	26.7%
50-59	248	3.3%	2,613	26.8%
60-69	2,245	30.2%	1,478	15.2%
70+	4,927	66.3%	138	1.4%

(1) Includes everyone under the age of 50.

Source: 2023 Actuarial Valuation

FINANCIAL CONDITION AND ACTUARIAL VALUATIONS. As a department of the City, SCERS is subject to the City's internal control structure and is required by SMC 4.36.505.E to transmit a report to the City Council annually regarding the financial condition of SCERS (the "SCERS Annual Report"). The most recent SCERS Annual Report, for the years ended December 31, 2023, and December 31, 2022, was transmitted on June 10, 2024, by CliftonLarsonAllen LLP (the "2023 SCERS Annual Report"). The 2024 SCERS Annual Report is expected to be approved by the Board on July 10, 2025, and, when approved, will be posted on the Board's website.

Milliman Inc., as consulting actuary, has evaluated the funding status of SCERS annually since 2010. The most recent actuarial report, the 2023 Actuarial Valuation (with a valuation date as of January 1, 2024), is available on the City's website.

In March 2022, the Board reduced the 30-year investment expectation to 6.75% following recommendations in the 2022 Experience Study. This change was incorporated into the annual actuarial valuations beginning with the 2021 Actuarial Valuation (with a valuation date as of January 1, 2022). The following summarizes some key assumptions utilized in the 2023 Actuarial Valuation and compares those to the assumptions used in the last four actuarial valuations.

TABLE 19
ACTUARIAL ASSUMPTIONS

	2023	**2022**	**2021**	**2020**	**2019**	**2018**	**2017**
Investment return	6.75%	6.75%	6.75%	7.25%	7.25%	7.25%	7.50%
Price inflation	2.60%	2.60%	2.60%	2.75%	2.75%	2.75%	3.25%
Wage growth (price inflation plus wage inflation)	3.35%	3.35%	3.35%	3.50%	3.50%	3.50%	4.00%
Expected annual average membership growth	0.25%	0.25%	0.25%	0.50%	0.50%	0.50%	0.50%
Interest on member contributions made on or after January 1, 2012(1)	3.85%	3.85%	3.85%	4.00%	4.00%	4.00%	4.75%

(1) Contributions made prior to January 1, 2012, are assumed to accrue interest at 5.75%.

Source: 2017-2023 Actuarial Valuations

As of January 1, 2024 (as set forth in the 2023 Actuarial Valuation), the actuarial value of net assets available for benefits was $4,143.7 million and the actuarial accrued liability was $5,470.0 million. An Unfunded Actuarial Accrued Liability ("UAAL") exists to the extent that actuarial accrued liability exceeds plan assets. Per the 2023 Actuarial Valuation, the UAAL increased from $1,254.9 million as of January 1, 2023, to $1,326.3 million as of January 1, 2024. The funding ratio increased from 75.7% as of January 1, 2023, to 75.8%

as of January 1, 2024, which increase was primarily due to contributions made to pay down the UAAL and a higher than assumed investment return, but were almost entirely offset by a greater than assumed increase in salaries. For the year ended December 31, 2023, SCERS assets experienced an investment gain of about 11.5% on a market value basis (net of investment expenses), a rate of return that was significantly higher than the assumed rate of 6.75% for 2023. The result is an actuarial gain on assets for 2023, but only one-fifth of this gain was recognized in the current year actuarial value of assets ("AVA"). To improve its ability to manage short-term market volatility, the City has adopted a five-year asset smoothing methodology that recognizes the asset gain or loss occurring in each year evenly over a five-year period. Under this methodology, combined with prior years' asset gains and losses, the 2023 return was a positive 7.6% on an actuarial value basis.

The following table provides historical plan funding information for SCERS:

TABLE 20
HISTORICAL SCERS SCHEDULE OF FUNDING PROGRESS [1]
($000,000)

Actuarial Valuation Date (January 1)	Actuarial Value of Assets (AVA)[2]	Actuarial Accrued Liability (AAL)[3]	Unfunded AAL (UAAL)	Funding Ratio	Covered Payroll[4]	UAAL as % of Covered Payroll
2015	2,266.7	3,432.6	(1,165.9)	66.0%	630.9	184.8%
2016	2,397.1	3,605.1	(1,208.0)	66.5%	641.7	188.2%
2017	2,564.1	3,766.4	(1,202.3)	68.1%	708.6	169.7%
2018	2,755.2	3,941.8	(1,186.6)	69.9%	733.3	161.8%
2019	2,877.4	4,216.7	(1,339.3)	68.2%	779.1	171.9%
2020	3,040.7	4,411.1	(1,370.4)	68.9%	819.7	167.2%
2021	3,345.8	4,673.1	(1,327.3)	71.6%	878.2	151.1%
2022	3,717.2	4,959.0	(1,241.8)	75.0%	876.4	141.7%
2023	3,903.1	5,158.0	(1,254.9)	75.7%	972.6	129.0%
2024	4,143.7	5,470.0	(1,326.3)	75.8%	1,074.5	123.4%

(1) For accounting purposes under GASB 67/68, UAAL is replaced with net pension liabilities. However, because the City continues to set its contribution rates based on an actuarially required contribution based on the UAAL and funding ratios calculated under the pre-GASB 67/68 methodology, both methods are currently reported in the SCERS actuarial valuations and annual reports.

(2) Based on five-year asset smoothing.

(3) Actuarial present value of benefits less actuarial present value of future normal cost. Based on Entry Age Actuarial Cost Method, defined below under "SCERS Contribution Rates."

(4) Covered Payroll shown for the prior calendar year; includes compensation paid to all active employees on which contributions are calculated.

Source: Annual Actuarial Valuation Reports

In accordance with GASB 67, the 2023 SCERS audited financial statements included a calculation of TPL and NPL based on the actuarial valuation dated as of January 1, 2023, rolled forward using generally accepted actuarial procedures (assuming a 6.75% investment rate of return and 3.35% salary increases) to December 31, 2023, as follows: TPL was calculated to be $5,352.3 million, plan fiduciary net position ("Plan Net Position") was calculated to be $4,010.6 million, and NPL was calculated to be $1,341.8 million, for a funding ratio (Plan Net Position as a percentage of TPL) of 74.9%. A Schedule of the Drainage and Wastewater Fund's Proportionate Share of the Net Pension Liability and Schedule of the Drainage and Wastewater Fund's Contributions is set forth in the required supplementary information in Appendix C—2024 Audited Financial Statements of the Drainage and Wastewater Fund.

SCERS CONTRIBUTION RATES. Member and employer contribution rates for SCERS 1 and SCERS 2 are established separately by Chapter 4.36 SMC. The SMC provides that the City contribution for SCERS 1 must match the normal contributions of SCERS 1 members and does not permit the employer rate to drop below the employee rate. There is no similar restriction in the SMC with respect to SCERS 2. The SMC also requires that the City contribute, in excess of the matching contributions, no less than the amount determined by the most recent actuarial valuation that is required to fully fund the plan. Contribution rates are recommended annually by the Board, based on the system's actuarial valuation. Benefit and contribution rates are set by the City Council.

The Actuarially Required Contribution ("ARC") rate is based on amortizing the required contribution over 30 years, meaning that the total contribution rate must be sufficient to pay for the costs of benefits earned during the current year, as well as the annual cost of amortizing the plan's UAAL over 30 years. The City Council may from time to time set the amortization period by resolution, and in 2013, it passed a resolution to close the 30-year amortization period for calculating UAAL as of the January 1, 2013, actuarial valuation. As a result, for purposes of the 2023 Actuarial Valuation calculation, a 19-year amortization period was used. This policy may be revised by the City Council in future years. The 2023 Actuarial Valuation was prepared using the Entry Age Normal Cost ("EANC") method. Under the EANC method, the actuarial present value of the projected benefits of each individual included in the valuation is allocated as a level percent of the individual's projected compensation between entry age into the system and assumed exit age (*e.g.*, termination or retirement).

Current and historical contribution rates for SCERS, based on a percentage of employee compensation (exclusive of overtime), are shown in the table below.

TABLE 21
EMPLOYER AND EMPLOYEE SCERS CONTRIBUTION RATES

Calendar Years (beginning Jan. 1)	Employer Rate	Employee Rate	Total Contribution Rate	Total ARC(1)	% of Total ARC Contributed
2016	15.23%	10.03%	25.26%	25.26%	100%
2017	15.29%	10.03%	25.32%	25.32%	100%
2018	15.23% (2)	10.03%	25.26%	25.00%	101% (2)
2019	15.26% (2)	9.85% (3)	25.11%	24.40% (4)	103% (2)
2020	16.14%	9.65% (3)	25.79%	25.79% (4)	100%
2021	16.10%	9.46% (3)	25.56%	25.56% (4)	100%
2022	16.10% (2)	9.35% (3)	25.45%	24.68% (4)	103% (2)
2023	15.82%	9.24% (3)	25.06%	25.06% (4)	100%
2024	15.17%	8.95% (3)	24.12%	24.12% (4)	100%
2025	15.17%	8.83% (3)	24.00%	24.00% (4)	100%

(1) Reflects total actuarial required contribution (*i.e.*, employer plus employee contribution rates). Since November 21, 2011, this rate has been used for City budgeting purposes.

(2) The City contribution rate is intentionally more than the total ARC in these years in an effort to reduce a projected increase in future contribution rates.

(3) Reflects a blended employee contribution rate based on rates for SCERS 1 and SCERS 2 members.

(4) Since 2019, the ARC reflects a blended normal cost for SCERS 1 and SCERS 2.

Source: Seattle Municipal Code; Annual Budgets; Annual Actuarial Valuation Reports

In 2011, the City Council adopted Resolution 31334, affirming the City's intent to fully fund the annual ARC each year with its budget. See Table 21—Employer and Employee SCERS Contribution Rates and Table 22—Projected Actuarially Required Total Contribution Rates for SCERS by Employer and Employee."

The City's contracts with all labor unions that represent SCERS members limit the ability of the City to pass on increases to pension contribution rates to the employee portion. Therefore, any future increases to pension contribution rates will be reflected in the City's employer contribution.

As indicated in Table 21 above, the Total ARC is decreasing to 24.00% as a percent of payroll beginning on January 1, 2025. This compares to the 24.12% Total ARC in 2024. The employees' share will average 8.83% between SCERS 1 and SCERS 2 in 2025. The employer's share needed to meet the Total ARC in 2025 will be 15.17%, which is the same as in 2024.

Projected total actuarially required contribution rates for SCERS reported in the 2023 Actuarial Valuation are shown in the table below:

TABLE 22
PROJECTED ACTUARIALLY REQUIRED TOTAL CONTRIBUTION RATES FOR SCERS BY EMPLOYER AND EMPLOYEE

Contribution Year(1)	Assuming 6.75% Returns	Confidence Range(2)
2025	15.17%	15.17-15.17
2026	15.21%	13.94-16.29
2027	15.73%	12.14-18.64
2028	16.55%	9.98-21.67
2029	16.26%	8.83-23.91
2030	16.26%	8.83-26.70

(1) Contribution year lags valuation year by one year. For example, contribution year 2025 is based on the 2023 Actuarial Valuation (as of January 1, 2024) results, amortized over 19 years beginning in 2024 if the contribution rate change takes place in 2025.

(2) Confidence range for asset returns between the 5th and 95th percentile.

Source: 2023 Actuarial Valuation

Employer contributions for the City were $145.0 million in 2023 and $150.4 million in 2024. Employer contributions from the Drainage and Wastewater Fund were $9.7 million in 2023 and $9.7 million in 2024. The employer share for employees of each of the utility funds is allocated to and paid out of the funds of each respective utility.

INVESTMENT OF SCERS PLAN FUNDS. In accordance with chapter 35.39 RCW, the Board has established an investment policy for the systematic administration of SCERS funds. The investment of SCERS funds is governed primarily by the prudent investor rule, as set forth in RCW 35.39.060. SCERS invests retirement funds for the long term, anticipating both good and poor performing financial markets. Contributions into SCERS 1 and SCERS 2 are invested together.

The market value of SCERS's net assets increased by $371.6 million (10.2%) during 2023, including member and employer contributions of $235.6 million and net gain from investment activity totaling $426.3 million. Deductions increased by $19.0 million in 2023, primarily attributed to a $14.8 million increase in retiree benefit payments and a $3.5 million increase in the amount of contributions refunded. For the year ending December 31, 2024, SCERS assets experienced an investment return of 8.7% on a market basis (net of investment expenses), which is above the assumed rate of 6.75%.

Table 23 shows the historical market value of SCERS' assets (as of each December 31). Table 24 shows the historical investment returns on SCERS for the last ten years.

TABLE 23
SCERS MARKET VALUE OF ASSETS

Year (As of December 31)	Market Value of Assets (MVA)(1)
2014	$ 2,322.7
2015	2,313.0
2016	2,488.5
2017	2,852.9
2018	2,717.4
2019	3,149.9
2020	3,641.5
2021	4,134.8
2022	3,638.9
2023	4,010.6

(1) In millions.

Source: SCERS Actuarial Valuations

TABLE 24
SCERS INVESTMENT RETURNS

Year (As of December 31)	One-Year Annualized Return(1)
2015	0.1%
2016	8.4%
2017	15.7%
2018	-3.7%
2019	17.2%
2020	12.6%
2021	16.8%
2022	-9.8%
2023	11.5%
2024	8.7%

(1) Calculated net of fees.

Source: SCERS Annual Reports and SCERS 2024 Q4 Performance Summary

The following table shows the historical distribution of SCERS investments for the years 2020-2024.

TABLE 25
HISTORICAL SCERS DISTRIBUTION OF INVESTMENTS BY CLASS

Investment Categories (January 1)	2024	2023	2022	2021	2020
Fixed Income	24.3%	24.7%	23.8%	22.7%	26.7%
Infrastructure	2.9%	2.5%	1.9%	1.5%	1.2%
Private Equity	14.5%	14.7%	13.5%	13.2%	8.6%
Public Equity	46.8%	44.3%	50.1%	53.0%	53.1%
Real Estate	11.5%	13.7%	10.6%	9.7%	10.5%
Total	100.0%	100.0%	100.0%	100.0%	100.0%

Source: SCERS Actuarial Valuations

In accordance with SCERS' Investment Policy, the Board retains external investment managers to manage components of the SCERS portfolio. Managers have authority to determine investment strategy, security selection, and timing, subject to the Investment Policy, specific manager guidelines, legal restrictions, and other Board direction. Managers do not have authority to depart from their guidelines. These guidelines specify eligible investments, minimum diversification standards, and applicable investment restrictions necessary for diversification and risk control.

The Investment Policy defines eligible investments to include securities lending transactions. Through a custodial agent, SCERS participates in a securities lending program whereby securities are lent from the system's investment portfolio on a collateralized basis to third parties (primarily financial institutions) for the purpose of generating additional income to the system. The market value of the required collateral must meet or exceed 102% of the market value of the securities lent. Lending is limited to a volume of less than $75 million.

Firefighters' Pension Fund; Police Relief and Pension Fund. The Firefighters' Pension Fund and the Police Relief and Pension Fund are single-employer pension plans that were established by the City in compliance with chapters 41.18 and 41.20 RCW.

All City law enforcement officers and firefighters serving before March 1, 1970, are participants in these plans and may be eligible for a supplemental retirement benefit plus disability benefits under these plans. Some disability benefits may be available to such persons hired between March 1, 1970, and September 30, 1977. Since the effective date of LEOFF in 1970, no payroll for employees was covered under these City plans, and the primary liability for pension benefits for these City plans shifted from the City to the State LEOFF plan described below. The City remains liable for all benefits of employees in service at that time plus certain future benefits in excess of LEOFF benefits. Generally, benefits under the LEOFF system are greater than or equal to the benefits under the old City plan. However, because LEOFF benefits increase with the consumer price index (CPI-Seattle) while some City benefits increase with wages of current active members, the City's projected liabilities vary according to differences between wage and CPI increase assumptions.

These pension plans provide retirement benefits, death benefits, and certain medical benefits for eligible active and retired employees. Retirement benefits are determined under chapters 41.18 and 41.26 RCW for the Firefighters' Pension Fund and under chapters 41.20 and 41.26 RCW for the Police Relief and Pension Fund. As of January 1, 2024, eligible pension beneficiaries consisted of 487 fire employees and survivors and 564 police employees and survivors. See "Other Post-Employment Benefits" below for a discussion of medical benefits paid to retirees.

In 2015, GASB released Statement No. 73 ("GASB 73"), replacing accounting requirements previously mandated under GASB Statements Nos. 25 and 27 for public pension plans that are not within the scope of GASB 68. The City has determined that both the Firefighters' Pension Fund and the Police Relief and Pension Fund are outside the scope of GASB 67 and GASB 68, and therefore the accounting and financial reporting for these pension plans has been prepared in accordance with GASB 73.

These pension plans do not issue separate financial reports. The most recent actuarial valuations, dated January 1, 2024, use the EANC method and value plan assets at fair value. The actuarial valuation for the firefighters' pension fund uses the following long-term actuarial assumptions: inflation rate (CPI), 2.50%; investment rate of return, 5.50%; and projected salary increases, 3.25%. The actuarial valuation for the Police Relief and Pension Fund uses the following long-term actuarial assumptions: inflation rate (CPI), 2.50%; investment rate of return, 3.25%; and projected salary increases, 3.25%. Postretirement benefit increases are projected based on salary increase assumptions for benefits that increase based on salary and based on CPI assumptions for benefits based on CPI.

Since both pension plans were closed to new members effective October 1, 1977, the City is not required to adopt a plan to fund the actuarial accrued liability of these plans. In 1994, the City established an actuarial fund for the Firefighters' Pension Fund and adopted a policy of fully funding the actuarial accrued liability ("AAL") by the year 2018 (which was subsequently extended to 2028). In accordance with GASB 73, the plan had a TPL of $95.8 million as of December 31, 2023, an increase of $4.5 million from the TPL of $91.3 million as of December 31, 2022. As of the January 1, 2024, valuation, the market value of net assets available for benefits in the Firefighters' Pension Fund was $34.6 million, and the AAL was $77.3 million. As a result, the UAAL was $42.7 million and the funded ratio was 44.7%. In the January 1, 2023, actuarial valuation, the UAAL was $56.7 million and the funded ratio was 34.4%. The City's employer contribution to the fund in 2023 was $5.7 million; there were no current member contributions, as described in the January 1, 2024, actuarial valuation. Under State law, partial funding of the Firefighters' Pension Fund may be provided by an annual property tax levy of up to $0.225 per $1,000 of assessed value within the City. The City does not currently levy this additional property tax, but makes contributions out of the General Fund levy. The fund also receives a share of the State tax on fire insurance premiums.

The City funds the Police Relief and Pension Fund as benefits become due, which is in contrast to the Firefighters' Pension Fund policy of fully funding the AAL. In accordance with GASB 73, the Police Relief and Pension Fund plan had a TPL of $84.8 million as of December 31, 2024, an increase of $14.0 million from the TPL of $70.8 million as of December 31, 2023. As of the January 1, 2024, valuation, the market value of net assets available for benefits in the Police Relief and Pension Fund was $19.1 million, and the actuarial value of future benefits was $102.2 million. As a result, the unfunded actuarial liability was $83.1 million and the funded ratio was 18.7%. In the January 1, 2023, actuarial valuation, the unfunded actuarial liability was $51.2 million and the funded ratio was 31.6%. The City's employer contribution to the fund in 2023 was $0.8 million; there were no current member contributions, as described in the January 1, 2024, actuarial valuation. The fund also receives police auction proceeds of unclaimed property.

Law Enforcement Officers' and Fire Fighters' Retirement System. Substantially all of the City's current uniformed firefighters and police officers are enrolled in LEOFF. LEOFF is a State-wide, multiple-employer defined benefit plan administered by the DRS. Contributions by employees, employers, and the State are based on gross wages. LEOFF participants who joined the system by September 30, 1977, are Plan 1 members. LEOFF participants who joined on or after October 1, 1977, are Plan 2 members. For all of the City's employees who are covered under LEOFF, the City contributed $16.8 million in 2022 and $17.3 million in 2023. The following table outlines the current contribution rates of employees and employers under LEOFF.

TABLE 26
LEOFF CONTRIBUTION RATES EXPRESSED AS A PERCENTAGE OF COVERED PAYROLL
(AS OF SEPTEMBER 1, 2024)

	Plan 1	Plan 2
Employer	0.20% (1)	5.32% (1)
Employee	0.00	8.53%
State	N/A	3.41%

(1) Includes a 0.20% DRS administrative expense rate.

Source: Washington State Department of Retirement Systems

While the City's current contributions represent its full current liability under the retirement systems, any unfunded pension benefit obligations could be reflected in future years as higher contribution rates. The State Actuary's website includes information regarding the values and funding levels for LEOFF.

According to the Office of the State Actuary's June 30, 2023, valuation, LEOFF had no UAAL. LEOFF Plan 1 had a funded ratio of 149% and LEOFF Plan 2 had a funded ratio of 102%. The assumptions used by the State Actuary in calculating the accrued actuarial assets and liabilities are a 7.00% annual rate of investment return, 3.25% general salary increases, and 2.75% consumer price index increase. Liabilities were valued using the EANC method and assets were valued using the AVA, which defers a portion of the annual investment gains or losses over a period of up to eight years. As of December 31, 2023, the City reported an asset of $290.1 million for its proportionate share of the net pension asset as follows: $105.9 million for LEOFF Plan 1 and $184.2 million for LEOFF Plan 2. .

For additional information, see Note 11 to the City's 2023 Annual Comprehensive Financial Report.

Other Post-Employment Benefits

The City has liability for two types of OPEB: (i) an implicit rate subsidy for health insurance covering employees retiring under SCERS 1, SCERS 2, or LEOFF Plan 2 and dependents of employees retiring under LEOFF Plan 1, and (ii) medical benefits for eligible beneficiaries of the City's Firefighters' Pension Fund and Police Relief and Pension Fund. The implicit rate subsidy is the difference between (i) what retirees pay for their health insurance as a result of being included with active employees for rate-setting purposes, and (ii) the estimated required premiums if their rates were set based on claims experience of the retirees as a group separate from active employees.

Beginning with the fiscal year ended December 31, 2018, the City has assessed its OPEB liability in accordance with GASB Statement No. 75 ("GASB 75"). While GASB 75 requires reporting and disclosure of the unfunded OPEB liability, it does not require that it be funded.

The City funds its OPEB liabilities on a pay-as-you-go basis.

The City commissions a biennial valuation report on its OPEB liabilities associated with the implicit rate subsidy for health insurance covering employees retiring under the SCERS 1, SCERS 2, or LEOFF plans. The last valuation was based on a measurement date as of January 1, 2024, for the City's fiscal year ending December 31, 2024, and was prepared in accordance with GASB 75. It showed the total OPEB liability for the implicit rate subsidy as of December 31, 2024, increased to $86.8 million from $50.0 million as of December 31, 2023. The City's GASB 75 annual expense in 2024 was calculated at $4.5 million, which compares to $0.9 million in 2023.

The valuation of the OPEB liability associated with the City's Firefighters' Pension Fund and Police Relief and Pension Fund is updated annually. The most recent valuations were prepared as of January 1, 2025, in accordance with GASB 75 for the City's fiscal year ending December 31, 2024. As of January 1, 2024, valuations, eligible beneficiaries consisted of 577 fire employees and 482 police employees. As of December 31, 2024, the total OPEB liability in the City's Firefighters' Pension Fund decreased to $240.4 million from $255.5 million. The annual OPEB expense for 2024 was $40.1 million and the estimated benefit payments were $15.0 million. As of December 31, 2024, the total OPEB liability in the Police Relief and Pension Fund decreased to $213.2 million from $235.5 million. The annual OPEB expense for 2024 was $7.9 million and the estimated benefit payments were $14.4 million. The decrease in total OPEB liabilities under the City's Firefighters' Pension Fund and the Police Relief and Pension Fund plans were primarily due to an increase in the discount rate used to value future benefits under GASB 75.

For additional information regarding the City's OPEB liability, see Note 11 to the City's 2023 Annual Comprehensive Financial Report. For additional information regarding the Drainage and Wastewater Fund's portion of the City's OPEB liability, see Appendix C—2024 Audited Financial Statements of the Drainage and Wastewater Fund-Note 6.

State Paid Family and Medical Leave Insurance

On January 1, 2020, the State became the fifth state in the nation to provide paid family and medical leave benefits to all workers in the State, including State and local government employees. The Paid Family and Medical Leave program is a State-wide insurance program administered by the State Employment Security Department that provides up to 12 to 18 weeks' paid leave for eligible workers to give or receive care. Eligible workers are those who have worked at least 820 hours (equivalent to 20.5 full-time weeks) in the qualifying period before the leave begins. Benefits range between $100 and $1,542 per week, and the maximum benefit is adjusted annually. The program is funded by a mix of employer and employee premiums.

The City pays the employer share of premiums based on a percentage of wages that are subject to the federal social security tax. As of January 1, 2024, the rate is 0.92% of gross wages, up to the Social Security taxable wage cap. The City pays only the employer share of the assessment for most employees (estimated to be $4.6 million in 2025, or 0.28% of gross wages subject to the Social Security cap), approximately half of which will be paid from the General Operating Subfund and the remainder of which will be paid by other funds.

State Long-Term Care Services and Supports Benefit Program

The Long-Term Services and Supports ("LTSS") Trust Program ("WA Cares") was enacted in 2019 and was adjusted by further legislation in 2021, 2022, 2024, and 2025. The WA Cares program is intended to provide certain long-term care benefits to eligible beneficiaries.

Premiums are imposed on all participating employees in the State. They are collected by employers through employee payroll deductions and remitted to the State; there is no employer contribution required under State law. Assessment of premiums commenced on July 1, 2023, and benefits are to become available beginning July 1, 2026. Premiums are assessed at a rate set by State law and subject to adjustment every two years based on actuarial studies and asset valuations to maintain fund solvency. Self-employed persons may opt into the program. Certain employees (*e.g.*, workers who live out of State, military spouses, workers on non-immigrant visas, and certain veterans with disabilities) may opt out of participation in the program.

Any individual employed in the State may become eligible to receive the benefit when they have paid the LTSS trust premiums while working at least 500 hours per year for either ten years with at least five years uninterrupted, or three of the last six years. Persons born before 1968 can earn lifetime access to 10% of the full benefit amount for each year they contribute. Program participants eligible to receive benefits must have been assessed by the Department of Social and Health Services with needing assistance with at least three tasks of daily living, must be at least 18 years old, and must reside in the State. There is a lifetime cap of $36,500 (as of 2026, adjusted annually for inflation) of the benefit for any individual. Beginning July 1, 2026, employees or self-employed persons who have left the State may elect to continue participation in the LTSS Trust Program.

On April 25, 2025, Engrossed Substitute Senate Bill 5291 was approved by both houses of the State Legislature and delivered to the Governor for action. The legislation streamlines administration of the program in the LTSS Trust Commission; adjusts certain exemptions, eligibility requirements, and withdrawal rights; and creates standards for supplemental long-term care insurance policies designed for coverage after program benefits are exhausted. Portions of the bill have an effective date of January 1, 2026, while other portions have effective dates of May 1, 2026, and January 1, 2027. The Governor is expected to act on the legislation on or before May 20, 2025.

Labor Relations

This information reflects the continued engagement of the Labor Relations Unit within Seattle Human Resources ("Labor Relations") with union representatives. As of October 31, 2024, the City had 41 separate departments and offices with approximately 13,589 employees (including 11,859 regular and 1,730 temporary employees). Approximately 76% of regular City employees represented by 26 unions across 59 bargaining units is governed by 33 different collective bargaining agreements (contracts).

In 2021, multiple unions filed unfair labor practices arising out of the COVID-19 vaccine mandate. All but one of those administrative matters before the State's Public Employment Relations Commission have been mutually resolved. The last unfair labor practice filed by the Seattle Police Officers' Guild ("SPOG") remains unresolved and may go to hearing in 2025. The City is separately addressing several other grievance actions and lawsuits brought against the City related to the vaccine mandate.

During 2024, the City approved 26 contracts including a majority of the City's represented employees. These include agreements with approximately 25 bargaining units which are either part of the Coalition of City Unions or "Coalition-Like" unions ("Coalition") retroactively effective to January 1, 2023, and expiring on December 31, 2026. The approved contracts also include interim bargaining agreements with the Seattle Police Management Association ("SPMA") and SPOG that were effective retroactively as of January 1, 2020, and January 1, 2021, respectively, both of which expired on December 31, 2023. Negotiations are ongoing for a new SPMA contract, to become retroactively effective to January 1, 2024. All together, these contracts include a large majority of the City's represented employees. An agreement with IAM Local 79 Machinists, effective retroactively from January 1, 2023, through December 31, 2026, is awaiting City Council approval at this time.

Additionally, the City authorized extension of the same wage increases and benefits provided in the Coalition contracts to virtually all non-represented City employees.

As of the date of this Official Statement, negotiations are ongoing for six bargaining groups with expired contracts, including SPOG, SPMA, IAFF Local 2898 Fire Chiefs, and IBEW Local 77 Transportation. Negotiations on a new agreement with IBEW Local 77 Construction Maintenance Equipment Operators, whose contract expired on December 31, 2024, will begin pending completion of a wage study. These unions will continue to operate under their expired contracts until the agreements have been formally approved and signed. In addition, 11 employee groups are undergoing the Public Employment Relations Commission representation petition process to either join an existing bargaining unit or form a new bargaining unit with its own contract.

In 2024 and 2025, multiple unions filed grievances and unfair labor practices arising out of the City's transition from its previous payroll system, EV5, to the current system, Workday. The City is separately defending a class action lawsuit related to Workday brought on behalf of a putative class of approximately 14,000 employees. The lawsuit is in the very early stages.

Emergency Management and Preparedness

The City's Office of Emergency Management ("OEM") is responsible for coordinating the City's response and resources during emergencies and disasters through close coordination with City departments and partner agencies.

OEM prepares for emergencies; coordinates with regional, State, and federal response agencies as well as private sector partners; provides education to the community about emergency preparedness; plans for emergency recovery; and works to mitigate known hazards. It has identified, assessed, and planned for many types of hazards that may impact the City, including geophysical hazards (*e.g.*, earthquakes, landslides, tsunamis, seismic seiches, volcanic eruptions, and lahars), infectious disease outbreaks, intentional hazards (*e.g.*, terrorism, active shooter incidents, breaches in cyber security, and civil disorder), transportation incidents, fires (including wildfires), hazardous materials, infrastructure failure, and severe weather (*e.g.*, floods, snow, water shortages, and windstorms). However, the City cannot anticipate all potential hazards and their effects, including any potential impact on the economy of the City or the region.

The City's emergency management program was assessed by a third-party team of emergency management professionals according to the Emergency Management Accreditation Program standards and was accredited in 2016 and reaccredited in 2022. The City will next seek accreditation in 2027.

If a disaster were to damage or destroy a substantial portion of the taxable property within the City, the assessed value of such property could be reduced, which could result in a reduction of property tax revenues. Other revenue sources, such as sales tax and lodging tax, could also be reduced. In addition, substantial financial and operational resources of the City could be required during any emergency event or disaster and could be diverted to the subsequent repair of damage to City infrastructure.

Climate Change

There are potential risks to the City associated with changes to the climate over time and from increases in the frequency, timing, and severity of extreme weather events. Aging infrastructure systems will be more vulnerable to climate-related hazards, as they are less able to mitigate climate-related hazards or cope with extreme events. Extreme events—such as the 2021 heat dome event or the 2022 "king tide" flood event—are likely to continue to occur, leading to cascading and compounding impacts for residents, businesses, and systems. While the City's systems and assets are fairly resilient to the impacts of climate change, the City, including its utilities, is preparing for continued changing climate conditions and the resulting economic, infrastructure, health, and other community impacts by incorporating climate change into its decision making and identifying actions to enhance the resilience of services and infrastructure.

Since 2013, the City has adopted numerous resolutions and taken several executive actions to provide long-term planning direction and guide climate protection and adaptation efforts, address and mitigate the effects of climate change, set expectations for new municipal facilities to meet established green building standards, and direct City departments to work together to prioritize and expand actions that equitably reduce or eliminate greenhouse gas emissions within the transportation sector.

In 2023, the State enacted legislation that updated the State's planning framework to improve its response to climate change, adding a requirement for many municipalities, including the City, to include a climate change and resiliency element in their comprehensive plans. In accordance with this new policy, the respective section in the Mayor's recommended draft of the City's comprehensive plan update includes sub-elements addressing goals and policies to reduce carbon pollution, foster resiliency to the impacts of climate change, and sustain a healthy environment. The comprehensive plan update is currently under deliberation by the City Council and is anticipated to be adopted in 2025.

The carbon pollution reduction sub-element incorporates findings from two greenhouse gas inventories: a geography-based inventory conducted by the City every two years to track emissions from transportation, buildings, and waste, and a consumption-based inventory last performed in 2019 in collaboration with the County measuring emissions associated with food and other goods, modes of travel, and residences. The policies recommended in this sub-element seek to attain carbon neutrality by 2050, reduce emissions-generating vehicle trips, expedite the transition to electric vehicles, direct growth such that new jobs and housing reduce carbon pollution, transition buildings to clean energy use, and emphasize waste prevention by supporting a circular economy that keeps resources in use for as long as possible.

The sub-element regarding resilient communities and environment is centered on the Seattle Climate Vulnerability Assessment (the "CVA"), dated June 2023, to provide a document assessing how climate change is already affecting and will continue to affect the community wellbeing, economy, health, infrastructure, and natural systems of the City. The CVA identified that flooding and sea level rise, extreme heat, wildfire smoke, and extreme precipitation will have wide-ranging and interconnected impacts for the City. The policies recommended in this sub-element identify some key, broad areas that the City can invest in to address these risks, including investments in community services such as cooling and clean air centers, access to cooling and air filtration systems for homes and the tree canopy, communities that will be impacted by flooding, research of potential supply chain impacts, monitoring and maintenance of transportation systems, improving grid capacity and resilience, prioritizing water and wastewater systems' resilience to flooding impact, protecting and expanding the City's tree canopy, and protecting watersheds and salmon habitats.

Cyber Security and Artificial Intelligence

Cyber Security. Cyber security threats continue to become more sophisticated and are increasingly capable of impacting the confidentiality, integrity, and availability of City systems and applications, including those of critical controls systems. Seattle IT, a City department, working in conjunction with various City departments, has instituted and continues to institute processes, training, and controls to maintain the reliability of its systems and protect against cyber security threats as well as mitigate intrusions and plan for business continuity via data recovery. Cyber security incident response plans are reviewed regularly, and tabletop and other exercises are conducted annually to assess the effectiveness of those plans. Seattle IT and third-party professional services also conduct cyber security assessments with the intent to identify areas for continual improvement, and develop work plans to address issues and support the cyber security program. This includes technical vulnerability assessments, penetration testing, and risk assessments based on the National Institute of Standards and Technology ("NIST") 800-53a Risk Management Framework. Seattle IT continuously reviews and updates processes and technologies to mature security practices leveraging the NIST Cybersecurity Framework. Cyber security risks create potential liability for exposure of nonpublic information and could create various other operational risks. The City cannot anticipate the precise nature of any particular breach or the resulting consequences. It has had cyber security liability insurance coverage since 2019. See "—Risk Management."

The Seattle Public Library ("SPL"), a charter department of the City, became aware of a ransomware event affecting its technology systems on May 25, 2024. SPL quickly engaged cyber security specialists and law enforcement and took its systems fully offline to interrupt and assess the nature of the event. All security remediations are complete and SPL has increased its security posture by implementing additional protections. This incident will not affect the City's ability to make payments on the Bonds.

Artificial Intelligence ("AI"). Advancements in AI have the potential to expedite and modernize City service provision, but the City must balance the power of these tools with the City's commitments to data privacy, legal obligations, security, and transparency. Seattle IT, working in conjunction with various City departments, external partners, researchers, and subject matter experts, has developed Citywide AI Guiding Principles and an AI Policy for the City, outlining requirements City departments must observe when acquiring and using software that meets the definition of artificial intelligence. These are implemented by the Responsible AI ("RAI") Program, which continues to operationalize the City's AI Principles through departmental use of AI tools. Building off foundational work of the City's Privacy Program, the RAI Program has instituted and continues to institute, review and update processes, policies, and procedures for evaluating AI systems, assessing risk, and implementing controls leveraging the NIST AI Risk Management Framework. The City cannot anticipate the precise nature of any particular risk that AI may create or the resulting consequences, and cannot guarantee that its RAI Program will mitigate all risks.

OTHER INVESTMENT CONSIDERATIONS

Public Health Emergencies

Pandemics and other widespread public health emergencies can and do arise from time to time and can affect broader economic conditions and the City's financial condition.

Beginning in 2020, the global COVID-19 pandemic negatively affected local, State, national, and global economic activity and had broad and previously unpredicted economic implications that affected the City's financial condition. Actions taken by the City to provide relief resulted in increased costs, a portion of which was subsequently reimbursed with State and federal aid. Future pandemics and other widespread public health emergencies can and do arise from time to time, which could have similarly unpredictable impacts on economic conditions locally and globally, and on the City's financial condition. The City cannot predict the nature or timing of any future pandemics and other public health emergencies that may arise and could impact the local economy or the City's financial condition, nor can the City predict whether federal aid would be made available for response or recovery efforts.

Federal Policy Risk and Other Federal Funding Considerations

Federal Policy Risk—In General. Federal policies on the federal debt ceiling, foreign trade and tariffs, immigration, climate change, clean energy, and other topics can shift dramatically from one administration to another. From time to time, such shifts can result in dramatic shifts in the level of federal funding for various policy priorities, leading to unpredictability in future federal funding. The City currently expects a heightened level of uncertainty in federal funding over the next several years due to the change in federal administration and is taking steps to monitor the status of federal funding payable to the City. In addition, the City has from time to time been a party to lawsuits challenging policies and/or funding conditions that could negatively impact the City. The City cannot predict with certainty any future changes in federal policy or the potential impact (positive or negative) on any related federal funding the City may or may not receive in the future.

See "Security for the Bonds—Treatment of Tax Credit Subsidy Payments Under the Bond Documents—Effect of Federal Sequestration on Tax Credit Subsidy Payments."

Grant Funding Conditions. The City receives federal financial assistance for specific purposes that are generally subject to review or audit by the grantor agencies. The City also receives State loans and grants that are funded in part or in whole through federal programs. Entitlement to this assistance is generally conditioned upon compliance with the terms of grant agreements and applicable federal regulations, including the expenditure of assistance for allowable purposes. Any disallowance resulting from a review or audit may become a liability of the City. In addition, a risk exists that funding conditions could be imposed on new or existing grants that reflect federal policy priorities that are inconsistent with City policy priorities or State law, and that such inconsistencies could put certain federal grant funding at risk. In the event of a dispute between the City and funders regarding whether any such conditions are applicable and lawful, the City may not have access to affected funds for the pendency of any legal proceedings, regardless of whether the City ultimately prevails.

The City is monitoring the status of all of its federal funding at this time.

City Exposure to Changes in Federal Funding. The City is working in an uncertain and rapidly changing environment regarding the status of federal funding due to the City. In response to this, the City has been working with City departments in 2025 to develop an inventory of its risk exposure to potential changes in federal funding. The City has identified risk in a variety of areas including the City's transportation, human services, affordable housing, public safety and emergency preparedness, and environmental programs. The City estimates that its dependence on direct federal funding in 2025 is approximately $400 million in total related to grant awards that are either currently active or anticipated to be awarded. Of this amount, $214 million represents federal funding for City operating programs and $186 million represents federal funding for City capital projects. In particular, the City estimates that federal funding risk to the General Operating Fund in 2025 is up to approximately $53 million, which represents awards anticipated in 2025 and amounts awarded in prior years and not yet spent. There may be direct or indirect risk as to some of these funds. For comparison purposes, this is roughly 3% of the City's $1.9 billion General Operating Fund budget. Additionally, many of the City's regional governmental partners also receive significant federal resources. Loss of federal funding by those agencies could have indirect fiscal impacts on the City as those agencies may seek financial support from the City. The City is seeking to protect and maintain its federal funding through both legislative advocacy and legal means if and as necessary. The City does not expect any changes in federal funding to affect the City's ability to repay the City's bonds.

Federal Shutdown and Debt Limit Risk. Federal government shutdowns have occurred in the past and could occur in the future. A lengthy federal government shutdown poses potential direct risks to the City's receipt of revenues from federal sources and could have indirect impacts due to the shutdown's effect on general economic conditions. The City has not experienced material adverse impacts from the federal government shutdowns that have occurred in the past. However, the City can make no assurances that it would not be materially adversely affected by any future shutdown of the federal government. In addition, federal funding received by the City could be at risk in the event that the federal government approaches its statutory debt limit. The City cannot predict whether or to what extent any specific federally funded program could be affected in such an event.

Federal Tax Law Changes. From time to time, there are legislative proposals in Congress and the IRS for rulemaking activities that could adversely affect the market value or marketability of the Bonds. It cannot be predicted whether future legislation, rules, regulations, or other guidance may be proposed or enacted that would affect the federal tax treatment of interest received on the Bonds. Prospective purchasers of the Bonds should consult with their own tax advisors regarding any pending or proposed legislation or regulations that would change the federal tax treatment of interest on the Bonds. Risks to the status of federal tax exemption affecting interest on the Bonds are also discussed under "Legal and Tax Information – Tax Matters" below.

INITIATIVE AND REFERENDUM

State-Wide Measures

Under the State Constitution, Washington voters may initiate legislation (either directly to the voters, or to the State Legislature and then, if not enacted, to the voters) and require that legislation passed by the State Legislature be referred to the voters. Any law approved in this manner by a majority of the voters may not be amended or repealed by the State 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 State Legislature. After two years, the law is subject to amendment or repeal by the State Legislature in the same manner as other laws. The State Constitution may not be amended by initiative.

Initiatives and referenda are submitted to the voters upon receipt of a petition signed by at least 8% (initiative) and 4% (referendum) of the number of voters registered and voting for the office of Governor at the preceding regular gubernatorial election.

In recent years, several State-wide initiative petitions to repeal or reduce the growth of taxes and fees, including City taxes, have garnered sufficient signatures to reach the ballot. Some of those tax and fee initiative measures have been approved by the voters and, of those, some remain in effect while others have been invalidated by the courts.

Additional tax and fee initiative measures continue to be filed, but it cannot be predicted whether any more such initiatives might gain sufficient signatures to qualify for submission to the State Legislature and/or the voters or, if submitted, whether they ultimately would become law.

Local Measures

Under the City Charter, Seattle voters may initiate City Charter amendments and local legislation, including modifications to existing legislation, and through referendum may prevent legislation passed by the City Council from becoming law. After two years, the law may be amended or repealed by the City Council in the same manner as other laws.

LEGAL AND TAX INFORMATION

No Litigation Relating to the Bonds

There is no litigation pending with process properly served on the City questioning the validity of the Bonds or the power and authority of the City to issue the Bonds. There is no litigation pending or threatened which would materially affect the City's ability to meet debt service requirements on the Bonds.

Other Litigation

Because of the nature of its activities, the City is subject to certain pending legal actions which arise in the ordinary course of business of running a municipality, including various lawsuits and claims involving claims for money damages and/or injunctive relief. These pending actions include matters arising under State and federal environmental law.

Based on its past experience and the information currently known, the City has concluded that its ability to pay principal of and interest on the Bonds on a timely basis will not be impaired by the aggregate amount of uninsured liabilities of the City and the timing of any anticipated payments of judgments that might result from suits and claims. Certain other threatened or pending litigation is described in the City's Annual Comprehensive Financial Report, as of its date,

In relation to SPU, the City received a "Notice of Intent to Sue For Failure to Comply With Municipal Stormwater General National Pollutant Discharge Elimination Permit, Section S4," dated June 16, 2022, from citizen group Puget Soundkeeper Alliance, regarding the City's municipal stormwater system. This 60-day notice alleges noncompliance with a Clean Water Act municipal stormwater permit issued by Ecology. No complaint has been filed as of the date of this Preliminary Official Statement.

Approval of Counsel

Legal matters incident to the authorization, issuance and sale of the Bonds by the City are subject to the approving legal opinion of Stradling Yocca Carlson & Rauth LLP, Seattle, Washington, Bond Counsel. A form of the opinion of Bond Counsel with respect to the Bonds is attached hereto as Appendix B. The opinion of Bond Counsel is given based on factual representations made to Bond Counsel and under existing law as of the date of initial delivery of the Bonds. Bond Counsel assumes no 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. The opinion of Bond Counsel is an expression of its professional judgment on the matters expressly addressed therein and do not constitute a guarantee of result. Bond Counsel will be compensated only upon the issuance and sale of the Bonds.

Certain legal matters will be passed upon for the Underwriters by their counsel, Orrick, Herrington & Sutcliffe LLP, Seattle, Washington.

Limitations on Remedies and Municipal Bankruptcies

Any remedies available to the owners of the Bonds are in many respects dependent upon judicial actions which are in turn often subject to discretion and delay and could be both expensive and time-consuming to obtain. If the City fails to comply with its covenants under the Bond Documents 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 registered owners of the Bonds.

The rights and obligations under the Bonds and the Bond Documents 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.

A municipality such as the City must be specifically authorized under State law in order to seek relief under Chapter 9 of the U.S. Bankruptcy Code (the "Bankruptcy Code"). Washington State law permits any "taxing district" (defined to include cities) to voluntarily petition for relief under the 1898 federal bankruptcy statute that was superseded by the current Bankruptcy Code. The State Legislature has not amended the 1935 State statute to update the cross-reference to the current Bankruptcy Code, but Washington municipal corporations have nonetheless been permitted to seek relief under the Bankruptcy Code. A creditor cannot bring an involuntary bankruptcy proceeding under the Bankruptcy Code against a municipality, including the City. The federal bankruptcy courts have broad discretionary powers under the Bankruptcy Code.

The opinion to be delivered by Stradling Yocca Carlson & Rauth LLP, as Bond Counsel, concurrently with the issuance of the Bonds, will be subject to limitations regarding bankruptcy, reorganization, insolvency, fraudulent conveyance, moratorium, and other similar laws relating to or affecting creditors' rights. A copy of the proposed form of opinion of Bond Counsel is set forth in Appendix B.

Tax Matters

In the opinion of Bond Counsel, under existing statutes, regulations, rulings, and judicial decisions, and assuming the accuracy of certain representations and compliance with certain covenants and requirements described herein, interest (and original issue discount) on the Bonds is excluded from gross income for federal income tax purposes, and is not an item of tax preference for purposes of calculating the federal alternative minimum tax imposed on individuals. However, it should be noted that for tax years beginning after December 31, 2022, with respect to applicable corporations as defined in Section 59(k) of the Internal Revenue Code of 1986, as amended (the "Code"), generally certain corporations with more than $1,000,000,000 of average annual adjusted financial statement income, interest (and original issue discount) on the Bonds might be taken into account in determining adjusted financial statement income for purposes of computing the alternative minimum tax imposed by Section 55 of the Code on such corporations.

The difference between the issue price of a Bond (the first price at which a substantial amount of the Bonds of a maturity is to be sold to the public) and the stated redemption price at maturity with respect to the Bond (to the extent the redemption price at maturity is greater than the issue price) constitutes original issue discount. Original issue discount accrues under a constant yield method, and original issue discount will accrue to a Beneficial Owner before receipt of cash attributable to such excludable income. The amount of original issue discount deemed received by a Beneficial Owner will increase the Beneficial Owner's basis in the applicable Bond. In the opinion of Bond Counsel, the amount of original issue discount that accrues to the Beneficial Owner of the Bond is excluded from gross income of such Beneficial Owner for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals.

Bond Counsel's opinion as to the exclusion from gross income for federal income tax purposes of interest (and original issue discount) on the Bonds is based upon certain representations of fact and certifications made by the City and others and is subject to the condition that the City complies with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds to assure that interest (and original issue discount) on the Bonds will not become includable in gross income for federal income tax purposes. Failure to comply with such requirements of the Code might cause the interest (and original issue discount) on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. The City will covenant to comply with all such requirements.

The amount by which a Beneficial Owner's original basis for determining loss on sale or exchange in the applicable Bond (generally, the purchase price) exceeds the amount payable on maturity (or on an earlier call date) constitutes amortizable bond premium, which must be amortized under Section 171 of the Code; such amortizable bond premium reduces the Beneficial Owner's basis in the applicable Bond (and the amount of tax-exempt interest received), and is not deductible for federal income tax purposes. The basis reduction as a result of the amortization of bond premium may result in a Beneficial Owner realizing a taxable gain when a Bond is sold by the Beneficial Owner for an amount equal to or less (under certain circumstances) than the original cost of the Bond to the Beneficial Owner. Purchasers of the Bonds should consult their own tax advisors as to the treatment, computation and collateral consequences of amortizable bond premium.

The IRS has initiated an expanded program for the auditing of tax-exempt bond issues, including both random and targeted audits. It is possible that the Bonds will be selected for audit by the IRS. It is also possible that the market value of the Bonds might be affected as a result of such an audit of the Bonds (or by an audit of similar bonds). No assurance can be given that in the course of an audit, as a result of an audit, or otherwise, Congress or the IRS might not change the Code (or interpretation thereof) subsequent to the issuance of the Bonds to the extent that it adversely affects the exclusion from gross income of interest (and original issue discount) on the Bonds or their market value.

SUBSEQUENT TO THE ISSUANCE OF THE BONDS THERE MIGHT BE FEDERAL, STATE, OR LOCAL STATUTORY CHANGES (OR JUDICIAL OR REGULATORY CHANGES TO OR INTERPRETATIONS OF FEDERAL, STATE, OR LOCAL LAW) THAT AFFECT THE FEDERAL, STATE, OR LOCAL TAX TREATMENT OF THE BONDS, INCLUDING THE IMPOSITION OF ADDITIONAL FEDERAL INCOME OR STATE TAXES ON OWNERS OF TAX-EXEMPT STATE OR LOCAL OBLIGATIONS, SUCH AS THE BONDS. THESE CHANGES COULD ADVERSELY AFFECT THE MARKET VALUE OR LIQUIDITY OF THE BONDS. NO ASSURANCE CAN BE GIVEN THAT SUBSEQUENT TO THE ISSUANCE OF THE BONDS STATUTORY CHANGES WILL NOT BE INTRODUCED OR ENACTED OR JUDICIAL OR REGULATORY INTERPRETATIONS WILL NOT OCCUR HAVING THE EFFECTS DESCRIBED ABOVE. BEFORE PURCHASING ANY OF THE BONDS, ALL POTENTIAL PURCHASERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING POSSIBLE STATUTORY CHANGES OR JUDICIAL OR REGULATORY CHANGES OR INTERPRETATIONS, AND THEIR COLLATERAL TAX CONSEQUENCES RELATING TO THE BONDS.

Bond Counsel's opinion may be affected by actions taken (or not taken) or events occurring (or not occurring) after the date hereof. Bond Counsel has not undertaken to determine, or to inform any person, whether any such actions or events are taken or do occur. The Bond Ordinance and the Tax Certificate relating to the Bonds permit certain actions to be taken or to be omitted if a favorable opinion of a bond counsel is provided with respect thereto. Bond Counsel expresses no opinion as to the effect on the exclusion from gross income for federal income tax purposes of interest (or original issue discount) on any Bond if any such action is taken or omitted based upon the advice of counsel other than Bond Counsel.

Although Bond Counsel will render an opinion that interest (and original issue discount) on the Bonds is excluded from gross income for federal income tax purposes provided that the City continues to comply with certain requirements of the Code, the ownership of the Bonds and the accrual or receipt of interest (and original issue discount) with respect to the Bonds may otherwise affect the tax liability of certain persons. Bond Counsel expresses no opinion regarding any such tax consequences. Accordingly, before purchasing any of the Bonds, all potential purchasers should consult their tax advisors with respect to collateral tax consequences relating to the Bonds.

CONTINUING DISCLOSURE AGREEMENT

Basic Undertaking to Provide Annual Financial Information and Notice of Listed Events. To meet the requirements of United States Securities and Exchange Commission ("SEC") Rule 15c2-12(b)(5) ("Rule 15c2-12")), as applicable to a participating underwriter for the Bonds, the Director of Finance is authorized to execute the Continuing Disclosure Agreement (the "CDA") for the benefit of holders of the Bonds, as follows.

Annual Financial Information. The City undertakes to provide or cause to be provided, either directly or through a designated agent, to the Municipal Securities Rulemaking Board (the "MSRB"), in an electronic format as prescribed by the MSRB:

(i) Annual financial information and operating data of the type included in this Official Statement as generally described below under "Type of Annual Information Undertaken to be Provided." The timely filing of unaudited financial statements will satisfy the requirements and filing deadlines pertaining to the filing of annual financial statements under subsection (b) below, provided that audited financial statements are to be filed if and when they are otherwise prepared and available to the City; and

(ii) Timely notice (not in excess of ten business days after the occurrence of the event) of the occurrence of any of the following listed events with respect to the Bonds:

(a) principal and interest payment delinquencies;

(b) non-payment related defaults, if material;

(c) unscheduled draws on debt service reserves reflecting financial difficulties;

(d) unscheduled draws on credit enhancements reflecting financial difficulties;

(e) substitution of credit or liquidity providers, or their failure to perform;

(f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notice 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;

(g) modifications to rights of holders of the Bonds, if material;

(h) Bond calls (other than scheduled mandatory redemptions of Term Bonds), if material, and tender offers;

(i) defeasances;

(j) release, substitution, or sale of property securing repayment of the Bonds, if material;

(k) rating changes;

(l) bankruptcy, insolvency, receivership, or similar event of the City, as such "Bankruptcy Events" are defined in Rule 15c2-12;

(m) the consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, 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; and

(n) appointment of a successor or additional trustee or the change of name of a trustee, if material;

(o) incurrence of a financial obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the City, any of which affect security holders, if material; and

(p) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the City, any of which reflect financial difficulties.

(iii) Timely notice of a failure by the City to provide required annual financial information on or before the date specified below.

For purposes of the CDA, the term "financial obligation" means (i) a debt obligation; (ii) a 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) a 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.

Type of Annual Financial Information Undertaken to be Provided. The annual financial information that the City undertakes to provide will consist of:

(i) annual financial statements of the Drainage and Wastewater System, prepared in accordance with generally accepted accounting principles applicable to governmental units (except as otherwise noted therein), as such principles may be changed from time to time and as permitted by State law;

(ii) a statement of authorized, issued and outstanding bond debt secured by revenues of the Drainage and Wastewater System;

(iii) debt service coverage ratios;

(iv) general customer statistics, such as number and type of customers and revenues by customer class; and

(v) current drainage rates and wastewater rates.

Annual financial information, as described above, will be provided to the MSRB not later than the last day of the ninth month after the end of each fiscal year of the City (currently, a fiscal year ending December 31), as such fiscal year may be changed as required or permitted by State law, commencing with the City's fiscal year ending December 31, 2025. The annual 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.

Amendment of CDA. The CDA is subject to amendment after the primary offering of the Bonds without the consent of any holder of any Bond, or of any broker, dealer, municipal securities dealer, participating underwriter, rating agency, or the MSRB, under the circumstances and in the manner permitted by Rule 15c2-12.

(i) The amendment may only 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 City, or type of business conducted;

(ii) The undertaking, as amended, would have complied with the requirements of the rule at the time of the primary offering, after taking into account any amendments or interpretations of the rule, as well as any change in circumstances; and

(iii) The amendment does not materially impair the interests of holders, as determined either by parties unaffiliated with the City (*e.g.*, bond counsel or other counsel familiar with federal securities laws), or by approving vote of bondholders pursuant to the terms of the Bond Ordinance at the time of the amendment.

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

Termination of CDA. The City's obligations under the CDA will terminate upon the legal defeasance, prior repayment, or payment in full of all of the then outstanding Bonds. In addition, the City's obligations under the CDA will terminate if those provisions of Rule 15c2-12 that require the City to comply with the CDA become legally inapplicable in respect of the Bonds for any reason, as confirmed by an opinion of nationally recognized bond counsel or other counsel familiar with federal securities laws delivered to the City, and the City provides timely notice of such termination to the MSRB.

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

Compliance with Continuing Disclosure Undertakings of the City. The City has entered into undertakings to provide annual information and the notice of the occurrence of certain events with respect to all bonds issued by the City subject to Rule 15c2-12. The City's review of its compliance during the past five years did not reveal any failure to comply, in a material respect, with any undertakings in effect during this time. Nonetheless, the City recently discovered that one table of Solid Waste utility operating statistics required by the continuing disclosure undertakings for certain outstanding Solid Waste utility revenue bonds had been omitted from its annual disclosure filings for the years ended December 31, 2017 and 2018, and has since remedied those filings.

OTHER BOND INFORMATION

Ratings on the Bonds

The Bonds have been rated "Aa1" and "AA+" by Moody's Investors Service, Inc. and S&P Global Ratings, respectively. In general, rating agencies base their ratings on rating materials furnished to them (which may include information provided by the City that is not included in this Official Statement) and on the rating agency's own investigations, studies, and assumptions. The ratings reflect only the views of the rating agencies, and an explanation of the significance of the ratings may be obtained from each rating agency. No application was made to any other rating agency for the purpose of obtaining an additional rating on the Bonds. There is no assurance that the ratings will be retained for any given period of time or that the ratings will not be revised downward, suspended, or withdrawn entirely by the rating agencies if, in their judgment, circumstances so warrant. Any such downward revision, suspension, or withdrawal of the ratings will be likely to have an adverse effect on the market price of the Bonds.

Municipal Advisor

The City has retained Piper Sandler & Co., Seattle, Washington, as municipal advisor (the "Municipal Advisor") in connection with the preparation of the City's financing plans and with respect to the authorization and issuance of the Bonds. The Municipal Advisor is not obligated to undertake and has not undertaken to make any independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in this Official Statement. The Municipal Advisor is a full service investment banking firm that provides financial advisory and underwriting services to state and local governmental entities. While under contract to the City, the Municipal Advisor may not participate in the underwriting of any City debt.

Underwriting

The Bonds are to be purchased from the City under the terms of a bond purchase agreement (the "Bond Purchase Agreement") between the City and BofA Securities, Inc., acting on behalf of itself and as representative of Samuel A. Ramirez & Co., Inc., Siebert Williams Shank & Co., LLC, and Wells Fargo Bank, National Association (collectively, the "Underwriters"). The Bond Purchase Agreement provides that the Underwriters will purchase all of the Bonds, if any are purchased, at an aggregate purchase price of $________ (representing the principal amount of the Bonds plus [net] original issue premium of $________ less underwriter's discount of $_____________).

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

Wells Fargo Securities is the trade name for certain securities-related capital markets and investment banking services of Wells Fargo & Company and its subsidiaries, including Wells Fargo Bank, National Association, which conducts its municipal securities sales, trading and underwriting operations through the Wells Fargo Bank, NA Municipal Products Group, a separately identifiable department of Wells Fargo Bank, National Association, registered with the Securities and Exchange Commission as a municipal securities dealer pursuant to Section 15B(a) of the Securities Exchange Act of 1934.

Wells Fargo Bank, National Association, acting through its Municipal Products Group ("WFBNA"), one of the Underwriters of the Bonds, has entered into an agreement (the "WFA Distribution Agreement") with its affiliate, Wells Fargo Clearing Services, LLC (which uses the trade name "Wells Fargo Advisors") ("WFA"), for the distribution of certain municipal securities offerings, including the Bonds. Pursuant to the WFA Distribution Agreement, WFBNA will share a portion of its underwriting or remarketing agent compensation, as applicable, with respect to the Bonds with WFA. WFBNA has also entered into an agreement (the "WFSLLC Distribution Agreement") with its affiliate Wells Fargo Securities, LLC ("WFSLLC"), for the distribution of municipal securities offerings, including the Bonds. Pursuant to the WFSLLC Distribution Agreement, WFBNA pays a portion of WFSLLC's expenses based on its municipal securities transactions. WFBNA, WFSLLC, and WFA are each wholly-owned subsidiaries of Wells Fargo & Company.

The initial public offering prices or yields set forth on page i may be changed from time to time by the Underwriters without prior notice. The Underwriters may offer and sell the Bonds to certain dealers, unit investment trusts, or money market funds at prices lower than the public offering prices stated on the inside front cover page.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing, and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the City, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the City.

Conflicts of Interest

Some or all of the fees of the Municipal Advisor, Bond Counsel, Underwriters, and Underwriters' Counsel are contingent upon the sale of the Bonds. From time to time Bond Counsel or Underwriters' Counsel serves as counsel to the Municipal Advisor and the Underwriters in matters unrelated to the Bonds. Bond Counsel may serve as counsel to one or more of the Underwriters on bonds issued by issuers other than the City. None of the members of the City Council or other officers of the City have any conflict of interest in the issuance of the Bonds that is prohibited by applicable law.

Official Statement

This Official Statement is not to be construed as a contract with the owners of any of the Bonds.

The City of Seattle

By:____________________________________
Jamie L. Carnell
Director of Finance

APPENDIX A

SUMMARY OF BOND ORDINANCE

SUMMARY OF
SELECTED PROVISIONS OF THE BOND ORDINANCE

This Appendix contains a summary of certain definitions and other provisions of Ordinance 126941, passed by the City Council on November 21, 2023 (authorizing the new-money portion of the Bonds), and Ordinance 125455, passed by the City Council on November 20, 2017, and amended by Ordinance 126482, passed by the City Council on November 22, 2021 (authorizing the refunding portion of the Bonds) (together, the "Bond Ordinance").

Certain provisions of the Bond Ordinance are subject to amendments that will become effective as of the Reserve Covenant Date.

Certain information and defined terms have been omitted for purposes of this summary, and the reader is directed to the Bond Ordinance to review the complete text and full definitions of any capitalized terms that are not defined below. A complete copy of the Bond Ordinance is available from the City Clerk and on the City's website.

DEFINITIONS

Section 1 of the Bond Ordinance defines certain capitalized terms. Below are definitions of certain terms used in this Appendix and elsewhere in the Official Statement.

"Accreted Value" "Accreted Value" means, with respect to any Capital Appreciation Bond, (a) as of any Valuation Date, the amount determined for such Valuation Date in accordance with the applicable Parity Bond Documents, and (b) as of any date other than a Valuation Date, the sum of (i) the Accreted Value on the preceding Valuation Date and (ii) the product of (A) a fraction, the numerator of which is the number of days having elapsed from the preceding Valuation Date and the denominator of which is the number of days from such preceding Valuation Date to the next succeeding Valuation Date, calculated based on the assumption that Accreted Value accrues during any semiannual period in equal daily amounts on the basis of a year of twelve 30-day months, and (B) the difference between the Accreted Values for such Valuation Dates.

"Adjusted Annual Debt Service" for any fiscal year means Annual Debt Service minus (a) an amount equal to ULID Assessments due in that year and not delinquent, (b) an amount equal to earnings from investments in the Reserve Subaccount, and (c) Annual Debt Service provided for by Parity Bond proceeds.

"Adjusted Gross Revenue" means, for any period, Gross Revenue (a) plus withdrawals from the Rate Stabilization Account made during that period, and (b) minus ULID Assessments collected, earnings from investments in the Reserve Subaccount, and deposits into the Rate Stabilization Account made during that period.

"Adjusted Net Revenue" means Adjusted Gross Revenue less Operating and Maintenance Expense.

"Annual Debt Service" for any calendar year means the sum of the amounts required in such calendar year to pay the interest due in such calendar year on all Parity Bonds outstanding, excluding interest to be paid from the proceeds of the sale of Parity Bonds or other bonds; the principal of all outstanding Serial Bonds due in such calendar year; and the Sinking Fund Requirements, if any, for such calendar year. Additionally, for purposes of calculating and determining compliance with the Coverage Requirement, the Reserve Requirement and the conditions for the issuance of Future Parity Bonds and/or entering into Parity Payment Agreements, the following shall apply:

(a) *Calculation of Interest Due – Generally*. Except as otherwise provided below, interest on any series of Parity Bonds shall be calculated based on the actual amount of accrued, accreted, or otherwise accumulated interest that is payable in respect of that series taken as a whole, at the rate or rates set forth in the applicable Parity Bond Documents.

(b) *Capital Appreciation Bonds*. For purposes of this definition, the principal and interest portions of the Accreted Value of Capital Appreciation Bonds becoming due at maturity or by virtue of a Sinking Fund Requirement shall be included in the calculations of accrued and unpaid and accruing interest or principal in such manner and during such period of time as is specified in the Parity Bond Documents applicable to such Capital Appreciation Bonds.

(c) *Variable Interest Rate Bonds*. The amount of interest deemed to be payable on any series of Variable Interest Rate Bonds shall be calculated on the assumption that the interest rate on those bonds would be

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equal to the rate that is 90 percent of the average RBI during the four calendar quarters preceding the quarter in which the calculation is made.

(d) *Interest on Bonds with Respect to Which a Payment Agreement is in Force*. Debt service on Parity Bonds with respect to which a Payment Agreement is in force shall be based on the net economic effect on the City expected to be produced by the terms of the Parity Bonds and the terms of the Payment Agreement. For example, if the net economic effect of the Payment Agreement and a series of Parity Bonds otherwise bearing interest at a variable rate is to produce an obligation bearing interest at a fixed interest rate, the relevant series of bonds shall be treated as fixed interest rate bonds. And if the net economic effect of the Payment Agreement and a series of Parity Bonds otherwise bearing interest at a fixed rate is to produce an obligation bearing interest at a variable interest rate, the relevant series of bonds shall be treated as Variable Interest Rate Bonds. Accordingly, the amount of interest deemed to be payable on any Parity Bonds with respect to which a Payment Agreement is in force shall be an amount equal to the amount of interest that would be payable at the rate or rates stated in or determined pursuant to the applicable Parity Bond Documents, plus Payment Agreement Payments, minus Payment Agreement Receipts. For the purposes of calculating as nearly as practicable Payment Agreement Receipts and Payment Agreement Payments under a Payment Agreement that includes a variable rate component determined by reference to a pricing mechanism or index that is not the same as the pricing mechanism or index used to determine the variable rate interest component on the Parity Bonds to which the Payment Agreement is related, it shall be assumed that the fixed rate used in calculating Payment Agreement Payments will be equal to 105 percent of the fixed rate specified by the Payment Agreement and that the pricing mechanism or index specified by the Payment Agreement is the same as the pricing mechanism or index specified by the applicable Parity Bond Documents. Notwithstanding the other provisions of this definition, the City shall not be required to (but may in its discretion) take into account in determining Annual Debt Service the effects of any Payment Agreement that has a term of ten years or less.

(e) *Parity Payment Agreements*. For any period during which Payment Agreement Payments on a Parity Payment Agreement are taken into account in determining Annual Debt Service on related Parity Bonds under paragraph (d) of this definition, no additional debt service shall be taken into account with respect to that Parity Payment Agreement. However, for any Parity Payment Agreement during a period in which Payment Agreement Payments are not taken into account under paragraph (d) of this definition because the Parity Payment Agreement is not then related to any outstanding Parity Bonds, payments on that Parity Payment Agreement shall be taken into account as follows:

  (i) *If City is Obligated to Make Payments Based on a Fixed Rate*. If the City is obligated to make Payment Agreement Payments based on a fixed rate and the Qualified Counterparty is obligated to make payments based on a variable rate index, it shall be assumed that payments by the City will be based on the assumed fixed payor rate, and that payments by the Qualified Counterparty will be based on a rate equal to the average rate determined by the variable rate index specified by the Parity Payment Agreement during the four calendar quarters preceding the quarter in which the calculation is made.

  (ii) *If City is Obligated to Make Payments Based on a Variable Rate Index*. If the City is obligated to make Payment Agreement Payments based on a variable rate index and the Qualified Counterparty is obligated to make payments based on a fixed rate, it shall be assumed that payments by the City will be based on a rate equal to the average rate determined by the variable rate index specified by the Parity Payment Agreement during the four calendar quarters preceding the quarter in which the calculation is made, and that the Qualified Counterparty will make payments based on the fixed rate specified by the Parity Payment Agreement.

(f) *Balloon Bonds*. ***Upon the Reserve Covenant Date, the following shall become effective:*** For purposes of calculating debt service on any Balloon Bonds, it shall be assumed that the principal of those Balloon Bonds, together with interest thereon at a rate equal to the assumed RBI-based rate set forth in paragraph (c) of this definition, will be amortized in equal annual installments over a term of 30 years.

(g) *Adjustments for Defeased Bonds*. For purposes of calculating and determining compliance with the Coverage Requirement, the Reserve Requirement, and the Parity Conditions, Annual Debt Service shall be adjusted as set forth in subsection 21(d) of the Bond Ordinance.

“**Authorized Denomination**” means $5,000 or any integral multiple thereof within a maturity of a Series, or such other minimum authorized denominations as may be specified in the applicable Bond Documents.

“**Average Annual Debt Service**” means, at the time of calculation, the sum of the Annual Debt Service remaining to be paid to the last scheduled maturity of the applicable series of Parity Bonds divided by the number of years such bonds are scheduled to remain outstanding.

“**Balloon Bonds**” means any series of Parity Bonds, the aggregate principal amount (including Sinking Fund Requirements) of which becomes due and payable in any calendar year in an amount that constitutes 25 percent or more of the initial aggregate principal amount of such series of Parity Bonds.

“**Beneficial Owner**” means, with regard to a Bond, the owner of any beneficial interest in that Bond.

“**Bond Documents**” means (a)(i) with respect to any Series of the Bonds, the Bond Ordinance (including any amendatory or supplemental ordinances), and (ii) with respect to a series of Parity Bonds other than a Series of the Bonds, the applicable Parity Bond Ordinance(s); (b) the authenticated bond form; and (c) the written agreement(s) setting forth the bond sale terms and additional terms, conditions, or covenants pursuant to which such bond was issued and sold, as set forth in any one or more of the following (if any): (i) a sale resolution, (ii) a bond purchase contract (as defined in the applicable authorizing ordinance), (iii) a bond indenture or a fiscal agent or paying agent agreement (other than the State fiscal agency contract), and (iv) a direct purchase or continuing covenant agreement.

“**Bond Insurance**” means any municipal bond insurance policy, guaranty, surety bond, or similar credit enhancement device providing for or securing the payment of all or part of the principal of and interest on any Parity Bonds, issued by an 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), or by any other financial institution qualified to provide such credit enhancement device.

“**Bond Purchase Contract**” means a written offer to purchase a Series of the Bonds, pursuant to certain Bond Sale Terms, which offer has been accepted by the City in accordance with this ordinance. In the case of a competitive sale, the Purchaser’s bid for a Series, together with the official notice of sale and a Pricing Certificate confirming the Bond Sale Terms, shall comprise the Bond Purchase Contract.

“**Bond Sale Terms**” means the terms and conditions for the sale of a Series of the Bonds approved by the Director of Finance consistent with the parameters set forth in Section 5 of the Bond Ordinance, including the amount, date or dates, denominations, interest rate or rates (or mechanism for determining the interest rate or rates), payment dates, final maturity, redemption rights, price, and other terms, conditions, or covenants. In connection with a negotiated sale or private placement, the Bond Sale Terms shall be set forth in the Bond Purchase Contract; in connection with a competitive sale, the Bond Sale Terms shall be set forth in a Pricing Certificate.

“**Capital Improvement Program**” or “**CIP**” means those portions of the City’s “2024-2029 Capital Improvement Program” relating to the Drainage and Wastewater System, adopted by the City in conjunction with approval of the 2024 budget, together with any previously adopted capital improvement program of the City. For purposes of this ordinance, the CIP includes all amendments, updates, supplements or replacements that may be adopted from time to time by ordinance.

“**Code**” means the Internal Revenue Code of 1986, or any successor thereto, as amended at any time, and regulations thereunder.

“**Contract Resource Obligation**” means an obligation of the City that is designated as a Contract Resource Obligation and is entered into in accordance with Section 20 of the Bond Ordinance.

“**Coverage Requirement**” means Adjusted Net Revenue equal to at least 1.25 times Adjusted Annual Debt Service on all Parity Bonds then outstanding.

“**Covered Parity Bonds**” means all Outstanding Parity Bonds, each Series of the Bonds, and each series of Future Parity Bonds. *From and after the Reserve Covenant Date, the term “Covered Parity Bonds” shall exclude each series of Parity Bonds for which the applicable Bond Documents provide that, from and after the Reserve Covenant Date, such series shall no longer be treated as a series of Covered Parity Bonds and shall no longer be secured by the amounts in the Reserve Subaccount.*

“**Director of Finance**” or “**Director**” means the City’s Director of Finance or such other officer who succeeds to substantially all of the responsibilities of that office.

"**Drainage and Wastewater Fund**" means the fund created by Ordinance 84390 and later renamed by Ordinance 114155, into which is paid the Gross Revenue of the Drainage and Wastewater System.

"**Drainage and Wastewater System**" means the drainage and wastewater system of the City, including the sanitary sewerage and storm and surface water drainage systems, as it now exists (except properties, interests, and rights under the jurisdiction of the City's Parks and Recreation Department, Seattle Center Department, Seattle Public Utilities Water System, City Light Department, and Fleets and Facilities Department, or the successors of any of the foregoing departments), and all additions thereto and betterments and extensions thereof at any time made, together with any utility systems of the City hereafter combined with the Drainage and Wastewater System. The Drainage and Wastewater System shall not include any separate utility system that may be created, acquired or constructed by the City as provided in Section 19 of this ordinance.

"**Event of Default**" has the meaning assigned to that term in subsection 25(a) of the Bond Ordinance.

"Future Parity Bond Ordinance" means any ordinance passed by the City Council providing for the issuance and sale of a series of Future Parity Bonds, and any other ordinance amending or supplementing the provisions of any such ordinance.

"**Future Parity Bonds**" means, with reference to any Series, all revenue bonds and obligations of the Drainage and Wastewater System (other than that Series and any other Parity Bonds then outstanding) issued or entered into after the Issue Date of such Series, the payment of which constitutes a charge and lien on Net Revenue equal in priority with the charge and lien upon such revenue for the payment of the amounts required to be paid into the Parity Bond Account in accordance with Section 15 of the Bond Ordinance. Future Parity Bonds may include Parity Payment Agreements and any other obligations issued in compliance with the Parity Conditions.

"**Government Obligations**" means, unless otherwise limited in the Bond Documents for a particular Series of the Bonds, any government obligation as that term is defined in RCW 39.53.010, as now in effect or as may later be amended.

"Gross Revenue" means (a) all income, revenues, receipts, and profits derived by the City through the ownership and operation of the Drainage and Wastewater System; (b) the proceeds received by the City directly or indirectly from the sale, lease or other disposition of any of the properties, rights or facilities of the Drainage and Wastewater System; (c) Payment Agreement Receipts, to the extent that such receipts are not offset by Payment Agreement Payments; and (d) the investment income earned on money held in any fund or account of the City, including any bond redemption funds and the accounts therein, in connection with the ownership and operation of the Drainage and Wastewater System. Gross Revenue does not include: (a) income derived from investments irrevocably pledged to the payment of any defeased bonds payable from Gross Revenue; (b) investment income set aside for or earned on money in any fund or account created or maintained solely for the purpose of complying with the arbitrage rebate provisions of the Code; (c) any gifts, grants, donations, or other funds received by the City from any State or federal agency or other person if such gifts, grants, donations, or other funds are the subject of any limitation or reservation imposed by the donor or grantor or imposed by law or administrative regulation to which the donor or grantor is subject, limiting the application of such funds in a manner inconsistent with the application of Gross Revenue hereunder; (d) the proceeds of any borrowing for capital improvements (or the refinancing thereof); (e) the proceeds of any liability or other insurance, including but not limited to insurance proceeds compensating the City for the loss of a capital asset, but excluding business interruption insurance or other insurance of like nature insuring against the loss of revenues; (f) general ad valorem taxes, excise taxes and special assessments (other than ULID Assessments), including interest and penalties thereon; and (g) earnings of any separate utility system that may be created, acquired, or constructed by the City pursuant to Section 19 of the Bond Ordinance.

"**Independent Utility Consultant**" means an independent person or firm having a favorable reputation for skill and experience with drainage and wastewater systems of comparable size and character to the Drainage and Wastewater System in such areas as are relevant to the purpose for which they were retained.

"**Maximum Annual Debt Service**" means, at the time of calculation, the maximum amount of Annual Debt Service that shall become due in the current calendar year or in any future calendar year with respect to the Parity Bonds then outstanding.

"Net Revenue" means, for any period, Gross Revenue less Operating and Maintenance Expense.

"Operating and Maintenance Expense" means all expenses incurred by the City in causing the Drainage and Wastewater System to be operated and maintained in good repair, working order, and condition, including without limitation: (a) deposits, premiums, assessments or other payments for insurance, if any, on the Drainage and Wastewater System; (b) payments into pension funds; (c) State-imposed taxes; (d) amounts due under Contract Resource Obligations in accordance with Section 20 of the Bond Ordinance; (e) payments made to another person or entity for treatment or disposal of sewage or other commodity or service; and (f) payments with respect to any other expenses of the Drainage and Wastewater System that are properly treated as Operating and Maintenance Expense under generally accepted accounting principles applicable to municipal corporations, including payments (other than payments out of proceeds of Parity Bonds or other obligations not issued to pay current expenses of the Drainage and Wastewater System) into reasonable reserves for items of operating or maintenance expense the payment of which is not immediately required. Operating and Maintenance Expense does not include: depreciation, amortization, or other similar recognitions of non-cash expense items made for accounting purposes only including non-cash pension expense; taxes levied or imposed by the City, or payments in lieu of City taxes; payments of claims or judgments; or capital additions or capital replacements of the Drainage and Wastewater System.

"Parity Bond Account" means the Drainage and Wastewater Revenue Bond Account, 1990, created in the Drainage and Wastewater Fund by Ordinance 115098 for the purpose of paying and securing payment of the principal of and interest on Parity Bonds.

"Parity Bond Documents" means those Bond Documents applicable to a series of Parity Bonds.

"Parity Bonds" means the Outstanding Parity Bonds, each Series of the Bonds, and any Future Parity Bonds then outstanding. Parity Bonds may include Parity Payment Agreements in accordance with Section 17 of the Bond Ordinance.

"Parity Certificate" means a certificate delivered pursuant to Section 17 of the Bond Ordinance for purposes of satisfying the Parity Conditions in connection with the issuance of the Bonds and Future Parity Bonds.

"Parity Conditions" means (a) for purposes of establishing that a Series of the Bonds may be issued on parity with the Parity Bonds outstanding as of the Issue Date of such Series, the conditions for issuing Future Parity Bonds set forth in the Parity Bond Ordinances relating to those Parity Bonds that are then outstanding; and (b) for purposes of issuing Future Parity Bonds on parity with a Series of the Bonds, the conditions described in subsection (a) of this definition, together with the conditions set forth in Section 17 of the Bond Ordinance.

"Parity Payment Agreement" means a Payment Agreement entered into in compliance with the Parity Conditions and under which the City's payment obligations are expressly stated to constitute a charge and lien on Net Revenue equal in rank with the charge and lien upon such Net Revenue required to be paid into the Parity Bond Account to pay and secure the payment of interest on Parity Bonds. For purposes of determining percentages of ownership of Parity Bonds under the Bond Ordinance or under applicable Parity Bond Documents, Parity Payment Agreements shall be deemed to have no principal amount, and any notice, consent, or similar rights (if any) shall be determined only as set forth in the applicable Parity Payment Agreement.

"Payment Agreement" means a written agreement entered into by the City and a Qualified Counterparty, as authorized by any applicable laws of the State, for the purpose of managing or reducing the City's exposure to fluctuations or levels of interest rates, or for other interest rate, investment, or asset or liability management purposes, and that provides for (i) an exchange of payments based on interest rates, or ceilings or floors on such payments; (ii) options on such payments; (iii) any combination of the foregoing; or (iv) any similar device. A Payment Agreement may be entered into on either a current or forward basis. A Payment Agreement must be entered into in connection with (or incidental to) the issuance, incurring, or carrying of particular bonds, notes, bond anticipation notes, commercial paper, or other obligations for borrowed money (which may include leases, installment purchase contracts, or other similar financing agreements or certificates of participation in any of the foregoing).

"Payment Agreement Payments" means the amounts periodically required to be paid by the City to a Qualified Counterparty pursuant to a Payment Agreement.

"Payment Agreement Receipts" means the amounts periodically required to be paid by a Qualified Counterparty to the City pursuant to a Payment Agreement.

"**Permitted Investments**" means any investments or investment agreements permitted for the investment of City funds under the laws of the State, as amended from time to time.

"**Plan of Additions**" means the CIP. The Plan of Additions includes (a) the purchase and installation of all materials, supplies, appliances, equipment and facilities; (b) the acquisition of all permits, franchises, property and property rights, and other capital assets; and (c) all engineering, consulting and other professional services and studies (whether performed by the City or by other public or private entities), each as necessary or convenient to carry out the Plan of Additions. The Plan of Additions includes all amendments, updates, supplements or replacements to the CIP, all of which automatically shall constitute amendments to the Plan of Additions. The Plan of Additions also may be modified to include other improvements, without amending the CIP, if the City determines by ordinance that those amendments or other improvements constitute a system or plan of additions to or betterments or extensions of the Drainage and Wastewater System.

"**Pricing Certificate**" means a certificate executed by the Director of Finance as of the pricing date confirming the Bond Sale Terms for the sale of a Series of Bonds to the Purchaser in a competitive sale, in accordance with the parameters set forth in Section 5 of the Bond Ordinance.

"**Principal and Interest Subaccount**" means the subaccount of that name created in the Parity Bond Account for the payment of the principal of and interest on Parity Bonds.

"**Qualified Counterparty**" means a party (other than the City or a party related to the City) who is the other party to a Payment Agreement, (a)(i) whose senior debt obligations are rated in one of the three highest rating categories of each Rating Agency (without regard to any gradations within a rating category), or (ii) whose obligations under the Payment Agreement are guaranteed for the entire term of the Payment Agreement by a bond insurer or other institution that has been assigned a credit rating in one of the two highest rating categories (without regard to any gradations within a rating category) of each Rating Agency; and (b) who is otherwise qualified to act as the other party to a Payment Agreement under any applicable laws of the State.

"**Qualified Insurance**" means any Bond Insurance that, as of the time of issuance of such credit enhancement device, is provided by an entity rated in one of the two highest rating categories (without regard to any gradations within a rating category) by at least two nationally recognized rating agencies.

"**Qualified Letter of Credit**" means any letter of credit, standby bond purchase agreement, or other liquidity facility issued by a financial institution for the account of the City in connection with the issuance 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 instrument, is rated in one of the two highest rating categories (without regard to any gradations within such rating categories) by at least two nationally recognized rating agencies.

"Rate Stabilization Account" means the account of that name created in the Drainage and Wastewater Fund pursuant to Ordinance 118974.

"**RBI**" means *The Bond Buyer Revenue Bond Index* or comparable index, or, if no comparable index can be obtained, 80 percent of the interest rate for actively traded 30-year United States Treasury obligations.

"**Reserve Covenant Date**" means the earlier of: (a) the date on which the City has obtained consents of the requisite percentage of Registered Owners of the Parity Bonds then outstanding, in accordance with the provisions of the applicable Outstanding Parity Bond Documents; or (b) the date on which all of the following Outstanding Parity Bonds have been redeemed or defeased: Drainage and Wastewater Revenue Bonds, 2009A (Taxable Build America Bonds – Direct Payment), Drainage and Wastewater Improvement and Refunding Revenue Bonds, 2014, and Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2016.

"**Reserve Requirement**" means the least of (a) Maximum Annual Debt Service on all Parity Bonds outstanding at the time of calculation, (b) 1.25 times Average Annual Debt Service on all Parity Bonds outstanding at the time of calculation, or (c) the sum of 10 percent of the proceeds of each series of Parity Bonds then outstanding, as of the delivery of each such series. ***From and after the Reserve Covenant Date, the Reserve Requirement shall mean the lesser of (a) Maximum Annual Debt Service on all Covered Parity Bonds outstanding at the time of calculation, or (b) 1.25 times Average Annual Debt Service on all Covered Parity Bonds outstanding at the time of calculation. In no event shall the Reserve Requirement exceed the sum of 10 percent of the proceeds of each series of Covered Parity Bonds then outstanding, determined as of the Issue Date of each such series.***

"**Reserve Security**" means any Qualified Insurance or Qualified Letter of Credit obtained by the City to satisfy part or all of the Reserve Requirement, and that is not cancelable on less than three years' notice.

"**Reserve Subaccount**" means the subaccount of that name created in the Parity Bond Account for the purpose of securing the payment of the principal of and interest on Parity Bonds.

"**ULID**" means a utility local improvement district of the City created for the acquisition or construction of additions to and betterments and extensions of the Drainage and Wastewater System.

"**ULID Assessments**" means all assessments levied and collected in a ULID, if and only if those assessments are pledged to be paid into the Parity Bond Account, in which case they shall be included in Gross Revenue. ULID Assessments shall include all installments of principal, payments of interest, and penalties and interest on delinquencies, but shall not include any prepaid assessments paid into a construction fund or account.

"**Valuation Date**" means, with respect to any Capital Appreciation Bond, the date or dates, determined as set forth in the Parity Bond Documents relating to the relevant series of Parity Bonds, on which specific Accreted Values are assigned to that Capital Appreciation Bond.

"**Variable Interest Rate**" means any interest rate that fluctuates during the stated term of a Parity Bond (or during a stated period during which the Parity Bond is designated as a Variable Interest Rate Bond), whether due to a remarketing, a market index reset, or other mechanism set forth in the applicable Bond Documents. The Bond Documents for any Series of the Bonds bearing interest at a Variable Interest Rate shall set forth: (a) the available method(s) of computing interest (the "interest rate modes"); (b) 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 (or each interest rate mode) shall remain in effect; (c) provisions for conversion from one interest rate mode to another and for setting or resetting the interest rates; and (d) the time or times upon which any change in such Variable Interest Rate (or any conversion of interest rate modes) shall become effective.

"**Variable Interest Rate Bond**" means, for any period of time, any Parity Bond that bears interest at a Variable Interest Rate during that period. A Parity Bond shall not be treated as a Variable Interest Rate Bond if the net economic effect of: (a) interest rates on a particular series of Parity Bonds, as set forth in the applicable Bond Documents, and (b) either (i) interest rates on another series of Parity Bonds issued at substantially the same time, or (ii) a Payment Agreement related to that particular series of Parity Bonds, is to produce obligations that bear interest at a fixed rate. A Parity Bond with respect to which a Payment Agreement is in force shall be treated as a Variable Interest Rate Bond if the net economic effect of the Payment Agreement is to produce an obligation that bears interest at a Variable Interest Rate.

DELEGATION AND BOND SALE TERMS

Sections 2 and 3 of the Bond Ordinance concern certain findings with respect to adopting a Plan of Additions and authorizing the issuance of Bonds.

Section 4 of the Bond Ordinance concerns the manner of sale of the Bonds.

Section 5 of the Bond Ordinance provides:

(a) **Designated Representative**. The Director of Finance is appointed to serve as the City's designated representative in connection with the issuance and sale of the Bonds in accordance with RCW 39.46.040(2) and the Bond Ordinance.

(b) **Parameters for Bond Sale Terms**. The Director of Finance is authorized to approve, on behalf of the City, Bond Sale Terms for the sale of the Bonds in one or more Series, and in connection with each such sale, to execute a Bond Purchase Contract (or, in the case of a competitive sale, a Pricing Certificate) confirming the Bond Sale Terms and such related agreements as may be necessary or desirable, consistent with parameters set forth in the Bond Ordinance concerning the maximum principal amount, issue date, denominations, interest rates, payment dates, final maturity, redemption prior to maturity, price and certain other terms and conditions.

Sections 6 through 12 of the Bond Ordinance provide for matters relating to registration and transfer; payment and appointment of the paying agent; redemption and purchase; notice of redemption; failure to pay; form and execution of the Bonds; and provisions regarding the deposit and use of bond proceeds, which provisions are described in the Official Statement.

SECURITY FOR THE BONDS; FLOW OF FUNDS

Section 13 of the Bond Ordinance sets forth the pledge and security for the Bonds, as described under "SECURITY FOR THE BONDS" in the Official Statement.

Section 14 of the Bond Ordinance sets forth the flow of funds and priority for expenditure of Gross Revenue deposited in the Water Fund. It provides that Gross Revenue shall be deposited as received in the Drainage and Wastewater Fund and used for the following purposes only, in the following order of priority:

(a) To pay the Operating and Maintenance Expense;

(b) To make all payments into the Principal and Interest Subaccount required to be made in order to pay the interest on and principal of all Parity Bonds (including all net payments under Parity Payment Agreements) when due;

(c) To make all payments required to be made (i) into the Reserve Subaccount with respect to Covered Parity Bonds, (ii) under any agreement with a provider of a Reserve Security, which agreement requires those payments to be treated on a parity of lien with the payments required to be made into the Reserve Subaccount;

(d) To make all payments required to be made into any revenue bond, note, warrant or other revenue obligation redemption fund, debt service account, or reserve account created to pay and secure the payment of the principal of and interest on any revenue bonds or short-term obligations of the City having a charge and lien upon Net Revenue subordinate to the lien thereon for the payment of the principal of and interest on the Parity Bonds; and

(e) Without priority, to any of the following purposes: to retire by redemption or purchase any outstanding revenue bonds or revenue obligations of the Drainage and Wastewater System; to make necessary additions, betterments, improvements, repairs, extensions, and replacements of the Drainage and Wastewater System; to pay City taxes or other payments in lieu of taxes payable from Gross Revenue; to make deposits to the Rate Stabilization Account; or for any other lawful purpose of the Drainage and Wastewater System.

Section 15 of the Bond Ordinance concerns the Parity Bond Account and Reserve Subaccount and is described in the Official Statement under "SECURITY FOR THE BONDS—Reserve Subaccount and Reserve Fund Requirement."

BOND COVENANTS

Section 16 concerns certain Parity Bond Covenant, and provides that the City covenants with the Owner of each Bond at any time outstanding, as follows:

(a) *Operation and Maintenance*. The City will pay all Operating and Maintenance Expense and otherwise meet the obligations of the City under this ordinance. It will at all times maintain and keep the Drainage and Wastewater System in good repair, working order, and condition, and will make all necessary and proper additions, betterments, renewals, and repairs thereto, and improvements, replacements and extensions thereof so that at all times the business carried on in connection therewith will be properly and advantageously conducted, and will at all times operate or cause to be operated the Drainage and Wastewater System and the business in connection therewith in an efficient manner and at a reasonable cost.

(b) *Establishment and Collection of Rates and Charges*. The City will establish, maintain, revise as necessary, and collect rates and charges for services and facilities provided by the Drainage and Wastewater System so that the Adjusted Net Revenue in each fiscal year will be at least equal to the Coverage Requirement. The failure of the City to comply with this covenant shall not be an Event of Default if the City promptly retains an Independent Utility Consultant to recommend to the City Council adjustments in the rates of the Drainage and Wastewater System necessary to meet the requirements of this covenant and if the City Council adopts the recommended modifications within 180 days of the date the failure became known to the City Council.

(c) *Sale or Disposition of the Municipal Water System*. The City will not sell, lease, mortgage or in any manner encumber or dispose of all of the property of the Drainage and Wastewater System unless provision is made for the payment into the Parity Bond Account of an amount sufficient to pay the principal of (including redemption premium, if any) and interest on all Parity Bonds then-outstanding. Notwithstanding the foregoing, the City may sell, transfer, or otherwise dispose of a portion of any of the works, plant, properties, facilities or other part of the Drainage and Wastewater System, or any real or personal property comprising a part of the Drainage and Wastewater System consistent with one or more of the following:

(A) The City in its discretion may carry out such a transfer if provision is made for replacement of the transferred portion of the Drainage and Wastewater System, or for payment into the Parity Bond Account of the total amount of Gross Revenue received from the transferred portion of the Drainage and Wastewater System, which shall not be less than an amount which shall bear the same ratio to the amount of Parity Bonds then outstanding as (x) the Gross Revenue available for debt service for such outstanding bonds for the 12 months preceding such transfer from the transferred portion of the Drainage and Wastewater System bears to (y) the Gross Revenue available for debt service for the then-outstanding Parity Bonds from the entire Drainage and Wastewater System of the City for the same period. Any such money so paid into the Parity Bond Account shall be used to retire such Parity Bonds at the earliest possible date; or

(B) The City in its discretion may carry out such a sale, transfer, or disposition (each, a "transfer") if the aggregate depreciated cost value of the facilities or property being transferred under this subsection in any fiscal year comprises no more than 5 percent of the total assets of the Drainage and Wastewater System; or

(C) The City in its discretion may carry out such a transfer if the proceeds from such transfer are used to acquire new useful operating facilities or properties of the Drainage and Wastewater System, or are used to retire outstanding Parity Bonds or other revenue obligations of the Drainage and Wastewater System, if, at the time of such transfer, the City has on file a certificate of both the Director of Finance and the Director of Seattle Public Utilities (or any officer who succeeds to substantially all of the responsibilities of either office) demonstrating that, in such officers' opinions, upon such transfer and the use of proceeds of the transfer as proposed by the City, the remaining facilities of the Drainage and Wastewater System will retain their operational integrity and, based on the financial statements for the most recent fiscal year available, the proposed transfer would not prevent the Drainage and Wastewater System from complying with the Coverage Requirement during the five fiscal years following the fiscal year in which the transfer is to occur. The certificate shall take into account (A) the reduction in revenue and expenses, if any, resulting from the transfer; (B) the use of any proceeds of the transfer for the redemption of Parity Bonds, (C) the estimate of revenue from customers anticipated to be served by any additions to and betterments and extensions of the Drainage and Wastewater System financed in part by the proposed portion of the proceeds of the transfer, and (D) any other adjustment permitted in the preparation of a certificate under subsection 17(b) of the Bond Ordinance. Before completing any such transfer, the City must also obtain confirmation from each Rating Agency then supplying a rating on the Bonds at the request of the City to the effect that the rating then in effect will not be reduced or withdrawn upon such transfer, unless such Rating Agency no longer offers a rating confirmation service as part of its business.

Nothing in this covenant prevents the City from transferring facilities or property that are no longer necessary, material or useful to the operation of the Drainage and Wastewater System or that have become unserviceable, inadequate, obsolete, or unfit to be used in the operation of the Drainage and Wastewater System.

(d) *Books and Records*. The City will keep proper and separate accounts and records in which complete and separate entries shall be made of all transactions relating to the Drainage and Wastewater System, and it will furnish the Registered Owner(s) of the Bonds or any subsequent Registered Owner(s) thereof, at the written request of such Registered Owner(s), complete operating and income statements of the Drainage and Wastewater System in reasonable detail covering any fiscal year not more than six months after the close of such fiscal year, and it will grant any Registered Owner(s) of at least 25 percent of the outstanding Bonds the right at all reasonable times to inspect the entire Drainage and Wastewater System and all records, accounts and data of the City relating thereto. Upon request of any Registered Owner of any of the

Bonds, it also will furnish to such Registered Owner a copy of the most recently completed audit of the Drainage and Wastewater System's accounts by the State Auditor.

FUTURE PARITY BONDS

Section 17 of the Bond Ordinance provides for the issuance of Future Parity Bonds, subject to meeting the Parity Conditions, which are described under "SECURITY FOR THE BONDS—Additional Obligations" in the Official Statement. The City has also reserved the right to issue revenue bonds or other obligations having a lien on Net Revenue subordinate to the lien of the Parity Bonds.

RATE STABILIZATION ACCOUNT

Section 18 of the Bond Ordinance provides that the City may at any time deposit in the Rate Stabilization Account Gross Revenue and any other money received by the Drainage and Wastewater System and available to be used therefor. Thereafter, the City may withdraw any or all of the money from the Rate Stabilization Account for inclusion in Adjusted Gross Revenue for any applicable year of the City. Such deposits or withdrawals may be made up to and including the date 90 days after the end of the applicable year for which the deposit or withdrawal will be included as Adjusted Gross Revenue. No deposit of Gross Revenue may be made into the Rate Stabilization Account to the extent that such deposit would prevent the City from meeting the Coverage Requirement in the relevant fiscal year.

SEPARATE UTILITY SYSTEMS

Section 19 of the Bond Ordinance provides that the City may create, acquire, construct, finance, own and operate one or more additional systems for drainage and wastewater service or other commodity or service relating to the Drainage and Wastewater System. The revenue of that separate utility system shall not be included in Gross Revenue and may be pledged to the payment of revenue obligations issued to purchase, construct, condemn, or otherwise acquire or expand the separate utility system. Neither Gross Revenue nor Net Revenue shall be pledged by the City to the payment of any obligations of a separate utility system except (a) as a Contract Resource Obligation, upon compliance with Section 20 of the Bond Ordinance, or (b) with respect to Net Revenue, on a basis subordinate to the lien of the Parity Bonds on that Net Revenue.

CONTRACT RESOURCE OBLIGATIONS

Section 20 of the Bond Ordinance provides that the City may at any time enter into one or more Contract Resource Obligations for the acquisition, for the acquisition, from facilities to be constructed, of drainage and wastewater services or other commodity or service relating to the Drainage and Wastewater System, as follows:

(a) The City may determine, and may agree under a Contract Resource Obligation to provide, that all payments under that Contract Resource Obligation (including payments prior to the time that drainage and wastewater services or other commodity or service is being provided, or during a suspension or after termination of supply or service) shall be an Operating and Maintenance Expense if the following requirements are met at the time such a Contract Resource Obligation is entered into:

  (i) No Event of Default has occurred and is continuing; and

  (ii) There shall be on file a certificate of an Independent Utility Consultant stating that (A) the payments to be made by the City in connection with the Contract Resource Obligation are reasonable for the commodity or service rendered; (B) any facilities to be constructed to provide the commodity or service are sound from a drainage and wastewater services or other commodity or service planning standpoint, are technically and economically feasible in accordance with prudent utility practice, and are likely to provide such commodity or service no later than a date set forth in the Independent Utility Consultant's certification; and (C) Adjusted Net Revenue (further adjusted by the Independent Utility Consultant's estimate of the payments to be made in accordance with the Contract Resource Obligation) for the five fiscal years following the year in which the Contract Resource Obligation is incurred, as such Adjusted Net Revenue is estimated by the Independent Utility Consultant in accordance with the provisions of and adjustments permitted in subsection 17(b)(ii), will be at least equal to the Coverage Requirement.

(b) Payments required to be made under Contract Resource Obligations shall not be subject to acceleration.

(c) Nothing in this section shall be deemed to prevent the City from entering into other agreements for the acquisition of water supply, transmission or other commodity or service from existing facilities and from treating those payments as an Operating and Maintenance Expense. Nothing in this section shall be deemed to prevent the City from entering into other agreements for the acquisition of water supply, transmission, or other commodity or service from facilities to be constructed and from agreeing to make payments with respect thereto, such payments constituting a charge and lien on Net Revenue subordinate to that of the Parity Bonds.

REFUNDING OR DEFEASANCE OF THE BONDS

In **Section 21** of the Bond Ordinance, the Bonds are designated as "Refundable Bonds" eligible to be refunded under the Omnibus Refunding Ordinance in the future and "Defeasible Bonds" eligible to be defeased under the Omnibus Defeasance Ordinance. The provisions regarding refunding and defeasance of the Bonds are described in the Official Statement under "DESCRIPTION OF THE BONDS—Refunding or Defeasance of Bonds."

FEDERAL TAX AND SECURITIES LAW MATTERS

Section 22 of the Bond Ordinance covers Federal Tax Matters, which are described in the Official Statement under "LEGAL AND TAX INFORMATION—Tax Matters."

Section 23 of the Bond Ordinance covers preparation of a Preliminary Official Statement, a Final Official Statement, and Continuing Disclosure matters. The Continuing Disclosure Agreement is described in the Official Statement under "CONTINUING DISCLOSURE AGREEMENT."

SUPPLEMENTAL OR AMENDATORY BOND DOCUMENTS

Section 24 of the Bond Ordinance provides that the Bond Ordinance and other Bond Documents may not be supplemented or amended in any respect subsequent to the Issue Date of the Bonds except in accordance with the following provisions:

(a) *Amendments Without Bond Owners' Consent*. From time to time and at any time, without the consent of or notice to any owners of Parity Bonds, the City may supplement or amend the Bond Documents applicable to any Series of the Bonds for any of the purposes set forth in this subsection (a). Any such supplement or amendment may be passed, adopted, or otherwise approved by the City, without requiring the consent of the registered owners of any Parity Bonds, but may become effective only upon receipt by the City of an opinion of Bond Counsel stating that such supplement or amendment is authorized or permitted by the Bond Ordinance and, upon the effective date thereof, will be valid and binding upon the City in accordance with its terms, and will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the affected Series of the Bonds, if such Series was issued and sold as Tax-Exempt Bonds. The types of supplements and amendments permitted under this subsection (a) are as follows:

(i) To cure any formal defect, omission, inconsistency, or ambiguity in the Bond Documents for such Series in a manner not adverse to the owners of any Parity Bonds;

(ii) To impose upon the Bond Registrar (with its consent) for the benefit of the owners of Parity Bonds any additional rights, remedies, powers, authority, security, liabilities, or duties which may lawfully be granted, conferred, or imposed and which are not contrary to or inconsistent with such Bond Documents as theretofore in effect;

(iii) To add to the covenants and agreements of, and limitations and restrictions upon, the City in the Bond Documents, other covenants, agreements, limitations and restrictions to be observed by the City which are not contrary to or inconsistent with such Bond Documents as theretofore in effect;

(iv) To confirm, as further assurance, any pledge under (and the subjection to any claim, lien, or pledge created or to be created by) such Bond Documents on any other money, securities, or funds;

(v) To alter the Authorized Denominations of a Series of the Bonds and to make correlative amendments and modifications to the applicable Bond Documents regarding (A) exchangeability of such Bonds for Bonds of different authorized denominations, (B) redemptions of portions of Bonds of particular authorized denominations, and (C) similar amendments and modifications of a technical nature;

(vi) To comply with any future federal law or interpretation to preserve the exclusion of the interest on any Series of the Bonds issued and sold as Tax-Exempt Bonds from gross income for federal income tax purposes and the entitlement of the City to receive from the United States Treasury the applicable Tax Credit Subsidy Payments in respect of any Series of the Bonds issued and sold as Tax Credit Subsidy Bonds;

(vii) To modify, alter, amend, or supplement the Bond Documents in any other respect which is not materially adverse to the owners of the Parity Bonds and which does not involve a change described in subsection (c); and

(viii) To add to the covenants and agreements of (or limitations and restrictions upon) the City set forth in any Bond Documents, such additional or alternative covenants, agreements, limitations, or restrictions to be observed by the City as the City may determine are necessary or convenient to accommodate a provider of Qualified Insurance or provider of a Reserve Security and are not materially adverse to the owners of the Parity Bonds.

(b) *Amendments Permitted Upon Bond Owners' Consent*. With the consent of registered owners of not less than 60 percent in aggregate principal amount of the Parity Bonds then outstanding, the City may pass, adopt, or otherwise approve any supplement or amendment (other than amendments requiring unanimous consent as set forth in Section 24(c), summarized below) to any Bond Document that is deemed necessary or desirable by the City for the purpose of modifying, altering, amending, supplementing, or rescinding, in any particular, any of the terms or provisions contained in such Bond Document other than those terms and provisions described in Section 24(c), summarized below.

(c) *Amendments Prohibited Except Upon Unanimous Consent*. Unless approved in writing by or on behalf of the registered owner of each Parity Bond then outstanding, nothing contained in this section shall permit, or be construed as permitting (i) a change in the times, amounts, or currency of payment of the principal of or interest on any outstanding Parity Bond, (ii) a reduction in the principal amount or redemption price of any outstanding Parity Bond, (iii) a change in the method of determining the rate of interest thereon (other than a conversion to a new interest rate mode in accordance with the applicable Bond Documents), (iv) a preference or priority of any Parity Bond over any other Parity Bond, or (v) a reduction in the percentage of the aggregate principal amount of the then-outstanding Parity Bonds required to effect a change under Section 24(b), summarized above.

(d) *Notice to Bond Owners*. If at any time the City passes, adopts, or otherwise approves a supplement or amendment for any of the purposes of Section 24(b) or 24(c), the Bond Registrar shall cause notice of the proposed supplement or amendment to be given by first class mail (i) to all registered owners of the then outstanding Parity Bonds, (ii) to each provider of Bond Insurance or a Reserve Security, and (iii) to each Rating Agency. Such notice shall briefly set forth the nature of the proposed supplement or amendment and shall state that a copy is on file at the office of the City Clerk for inspection by all owners of the then outstanding Parity Bonds.

(e) *Effective Date; Consents***.** Any supplement or amendment, substantially as described in the notice mailed pursuant to Section 24(d), may go into effect upon delivery to the Bond Registrar of (i) the required consents, in writing, of registered owners of the Parity Bonds, and (ii) an opinion of Bond Counsel stating that such supplement or amendment is authorized or permitted by the Bond Ordinance. Upon the effective date thereof, such supplement or amendment will be valid and binding upon the City in accordance with its terms and will not adversely affect the exclusion from gross income for federal income tax purposes of interest on any Tax-Exempt Bonds.

If registered owners of not less than the percentage of Parity Bonds required by this section shall have consented to and approved such a supplement or amendment, no owner of any Parity Bond shall have any right (i) to object to the passage, adoption, or approval of such supplement or amendment, (ii) to object to any of the terms and provisions contained therein or the operation thereof, (iii) in any manner to question the propriety of the passage, adoption, or approval thereof, (iv) to enjoin or restrain the City from passing, adopting, or otherwise approving the same, or (v) to enjoin or restrain the City, any authorized official thereof, or the Bond Registrar from taking any action pursuant to the provisions thereof. For purposes of determining whether consents representing the requisite percentage of principal amount of Parity Bonds have been obtained, the Accreted Value of Capital Appreciation Bonds shall be deemed to be the principal amount. It shall not be necessary to obtain approval of the particular form of any proposed supplement, but it shall be sufficient if the consent shall approve the substance thereof.

(f) *Effect of Amendment*. Upon the effective date of any supplement or amendment, the Bond Ordinance (or the relevant Bond Document, if not set forth herein) shall be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations of the City and all owners of Parity Bonds then outstanding shall thereafter be determined, exercised, and enforced in accordance with and subject in all respects to such modifications and amendments. All the terms and conditions of any such supplement or amendment shall be deemed to be a part of the Bond Ordinance and the Bond Documents for any and all purposes.

(g) *Special Amendments*. If and to the extent that it is determined that the written consent of Registered Owners of the Bonds is required under Section 24(b) or 24(c), the Registered Owners from time to time of the Bonds, by taking and holding the same, are hereby deemed to have consented to any supplement or amendment to the Bond Documents effecting any one or more of the following changes:

(i) When calculating "Annual Debt Service" to permit or require Tax Credit Subsidy Payments expected to be received by the City in any period to be credited against amounts required to be paid in respect of interest on the Parity Bonds in that period or

(ii) To permit or require Tax Credit Subsidy Payments to be deposited into the Principal and Interest Subaccount and credited against the Net Revenue otherwise required to be deposited into the Principal and Interest Subaccount; and

(iii) To permit the reimbursement obligations of the City under any Qualified Letter of Credit or Qualified Insurance (other than a Qualified Letter of Credit or Qualified Insurance obtained to satisfy all or part of the Reserve Requirement) to be secured by a lien and charge on Net Revenue equal in rank with the lien and charge upon such Net Revenue required to be paid into the Parity Bond Account to pay and secure the payment of the principal of and interest on Parity Bonds.

DEFAULTS AND REMEDIES

Section 25 of the Bond Ordinance provides the following Events of Default:

(a) *Events of Default*. Each of the following shall constitute an Event of Default with respect to the Bonds:

(i) If a default is made in the payment of the principal of or interest on any of the Bonds when the same shall become due and payable; or

(ii) If the City defaults in the observance and performance of any other of the covenants, conditions and agreements on the part of the City set forth in the Bond Ordinance or the applicable Bond Documents (except as otherwise provided in the Bond Ordinance or in such Bond Documents) and such default or defaults have continued for a period of six months after the City has received from the Bond Owners' Trustee (as defined in this section) or from the registered owners of not less than 25 percent in principal amount of the Parity Bonds a written notice specifying and demanding the cure of such default. However, if the default in the observance and performance of any other of the covenants, conditions and agreements is one which cannot be completely remedied within the six months after written notice has been given, it shall not be an Event of Default with respect to the Bonds as long as the City has taken active steps within the six months after written notice has been given to remedy the default and is diligently pursuing such remedy.

Notwithstanding anything in this section to the contrary, the failure of the City or any obligated person to comply with the Continuing Disclosure Agreement shall not constitute an Event of Default, and the sole remedy of any holder of a Bond shall be to seek an order of specific performance from an appropriate court to compel the City to comply with the Continuing Disclosure Agreement.

(b) *Bond Owners' Trustee*. So long as such Event of Default has not been remedied, a trustee (the "Bond Owners' Trustee") may be appointed by the registered owners of 25 percent in principal amount of the then outstanding 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 Bond Owners' Trustee, notification thereof being given to the City. That appointment shall become effective immediately upon acceptance thereof by the Bond Owners' Trustee. Any Bond Owners' Trustee appointed under the provisions of this subsection shall be a bank or trust company organized under the laws of the State of Washington or the State of New York or a national banking association. The bank or trust company acting as Bond Owners' Trustee may be removed at any time, and a successor Bond Owners' 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 Bond Owners' 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.

In the event that any Event of Default in the sole judgment of the Bond Owners' Trustee is cured and the Bond Owners' Trustee furnishes to the City a certificate so stating, that Event of Default shall be conclusively deemed to be cured and the City, the Bond Owners' 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 Bond Owners' Trustee appointed in the manner provided in the Bond Ordinance, 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 Bond Owners' Trustee.

(c) *Suits at Law or in Equity*. Upon the occurrence of an Event of Default and during the continuance thereof, the Bond Owners' Trustee may, and upon the written request of the registered owners of not less than 25 percent 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 City, or to obtain other appropriate relief, and may enforce the specific performance of any covenant, agreement, or condition contained in the Bond Ordinance or set forth in any of the Parity Bond Documents.

Nothing contained in Section 25 of the Bond Ordinance shall, in any event or under any circumstance, be deemed to authorize the acceleration of the 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 proceeding instituted by the Bond Owners' Trustee hereunder shall be brought in its name as the Bond Owners' Trustee and all such rights of action upon or under any of the Parity Bonds or the provisions of the Bond Ordinance may be enforced by the Bond Owners' 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 Bond Owners' Trustee shall be brought for the ratable benefit of all of the registered owners of those Parity Bonds, subject to the provisions of the Bond Ordinance. The respective registered owners of the Parity Bonds, by taking and holding the same, shall be conclusively deemed irrevocably to appoint the Bond Owners' 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 in the Bond Ordinance shall be deemed to authorize or empower the Bond Owners' Trustee to consent to accept or adopt, on behalf of any 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 Bond Owners' Trustee to vote the claims of the registered owners thereof in any receivership, insolvency, liquidation, bankruptcy, reorganization, or other proceeding to which the City is a party.

(d) *Application of Money Collected by Bond Owners' Trustee*. Any money collected by the Bond Owners' Trustee at any time pursuant to this section shall be applied in the following order of priority:

(i) to the payment of the charges, expenses, advances, and compensation of the Bond Owners' Trustee and the charges, expenses, counsel fees, disbursements, and compensation of its agents and attorneys;

(ii) to the payment to the persons entitled thereto of all installments of interest then due on the Parity Bonds in the order of maturity of such installments and, if the amount available shall not be sufficient to pay in full any installment or installments maturing on the same date, then to the payment thereof ratably, according to the amounts due thereon to the persons entitled thereto, without any discrimination or preference; and

(iii) to the payment to the persons entitled thereto of the unpaid principal amounts of 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 of the applicable Bond Documents), 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.

(e) *Duties and Obligations of Bond Owners' Trustee*. The Bond Owners' Trustee shall not be liable except for the performance of such duties as are specifically set forth in the Bond Ordinance. During an Event of Default, the Bond Owners' 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 that person's own affairs. The Bond Owners' Trustee shall have no liability for any act or omission to act hereunder except for the Bond Owners' Trustee's own negligent action, its own negligent failure to act or its own willful misconduct. The duties and obligations of the Bond Owners' Trustee shall be determined solely by the express provisions of the Bond Ordinance, and no implied powers, duties or obligations of the Bond Owners' Trustee shall be read into the Bond Ordinance.

The Bond Owners' 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 Bond Owners' Trustee, except as may result from its own negligent action, its own negligent failure to act or its own willful misconduct.

The Bond Owners' Trustee shall not be bound to recognize any person as a registered owner of any Parity Bond until registered ownership, if disputed, has been established to its reasonable satisfaction.

The Bond Owners' 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 Bond Owners' Trustee shall not be answerable for any neglect or default of any person, firm or corporation employed and selected by it with reasonable care.

(f) *Suits by Individual Parity Bond Owners Restricted*. No owner of any one or more Parity Bonds shall have any right to institute any action, suit or proceeding at law or in equity for the enforcement of same unless:

(i) an Event of Default has happened and is continuing; and

(ii) a Bond Owners' Trustee has been appointed; and

(iii) such owner previously shall have given to the Bond Owners' Trustee written notice of the Event of Default on account of which such suit, action or proceeding is to be instituted; and

(iv) the registered owners of 25 percent in principal amount of the Parity Bonds, after the occurrence of such Event of Default, have made written request of the Bond Owners' Trustee and have afforded the Bond Owners' Trustee a reasonable opportunity to institute such suit, action or proceeding; and

(v) there have been offered to the Bond Owners' Trustee security and indemnity satisfactory to it against the costs, expenses, and liabilities to be incurred therein or thereby; and

(vi) the Bond Owners' Trustee has refused or neglected to comply with such request within a reasonable time.

No owner of any Parity Bond shall have any right in any manner whatever by action to affect or impair the obligation of the City to pay from Net Revenue the principal of and interest on such Parity Bonds to the respective registered owners thereof when due.

APPENDIX B

FORM OF BOND COUNSEL OPINION

Stradling Yocca Carlson & Rauth LLP
601 Union Street, Suite 2424
Seattle, WA 98101
206 829 3000
stradlinglaw.com

[Date of Approving Opinion]

The City of Seattle, Washington

Re: The City of Seattle, Washington
$________ Drainage and Wastewater System Improvement and Refunding Revenue Bonds, 2025

We have served as bond counsel to The City of Seattle, Washington (the "City"), in connection with the issuance of the above referenced bonds (the "Bonds"). In our capacity as bond counsel, we have examined such law and such certified proceedings and other documents as we have deemed necessary to render this opinion. As to matters of fact material to this opinion, we have relied upon representations contained in the certified proceedings and other certifications of public officials furnished to us.

The Bonds are issued by the City pursuant to Ordinance 126941 and Ordinance 125455, as amended by Ordinance 126482 (together, the "Bond Ordinance") to provide the funds (i) to pay for part of the costs of various projects of the Drainage and Wastewater System, (ii) to make a deposit into the Reserve Subaccount, if necessary, (iii) to refund a portion of the City's outstanding drainage and wastewater system revenue bonds, and (iv) to pay the costs of issuing the Bonds and administering the Refunding Plan, all as set forth in the Bond Documents (as that term is defined in the Bond Ordinance).

Reference is made to the Bond Ordinance for the definitions of capitalized terms used and not otherwise defined herein.

Under the Internal Revenue Code of 1986, as amended (the "Code"), the City is required to comply with certain requirements after the date of issuance of the Bonds in order to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes, including, without limitation, requirements concerning the qualified use of Bond proceeds and the facilities financed or refinanced with Bond proceeds, limitations on investing gross proceeds of the Bonds in higher yielding investments in certain circumstances and the arbitrage rebate requirement to the extent applicable to the Bonds. The City has covenanted in the Bond Ordinance to comply with those requirements, but if the City fails to comply with those requirements, interest on the Bonds could become taxable retroactive to the date of issuance of the Bonds. We have not undertaken and do not undertake to monitor the City's compliance with such requirements.

As of the date of initial delivery of the Bonds to the purchaser thereof and full payment therefor, it is our opinion that under existing law:

1. The City is a duly organized and legally existing first class city under the laws of the State of Washington.

2. The City has duly authorized and approved the Bond Ordinance and the Bonds are issued in full compliance with the provisions of the Constitution and laws of the State of Washington, the Bond Ordinance and other ordinances and resolutions of the City relating thereto.

3. The Bonds constitute valid obligations of the City payable solely out of the Net Revenue of the Drainage and Wastewater System and money in the Parity Bond Account (including the Reserve Subaccount therein) and the Rate Stabilization Account, except only to the extent that enforcement of payment may be limited by bankruptcy, insolvency or other laws affecting creditors' rights and by the principles of equity if equitable remedies are sought.

4. The Bonds are not general obligations of the City.

5. Assuming compliance by the City after the date of issuance of the Bonds with applicable requirements of the Code, under existing statutes, regulations, rulings and judicial decisions, the interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of calculating the federal alternative minimum tax imposed on individuals, however, for tax years beginning after December 31, 2022, with respect to applicable corporations as defined in Section 59(k) of the Code, interest on the Bonds might be taken into account in determining adjusted financial statement income for the purposes of computing the alternative minimum tax imposed on such corporations.

This opinion is given as of the date hereof, and we assume no obligation to 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.

We express no opinion herein concerning the completeness or accuracy of any official statement, offering circular or other sales or disclosure material relating to the issuance of the Bonds or otherwise used in connection with the Bonds. We bring to your attention the fact that the foregoing opinions are expressions of our professional judgment on the matters expressly addressed and do not constitute guarantees of result.

Respectfully submitted,

APPENDIX C

2024 AUDITED FINANCIAL STATEMENTS OF THE DRAINAGE AND WASTEWATER FUND

Report of Independent Auditors and Financial Statements with Required Supplementary Information and Other Information

Seattle Public Utilities – Drainage and Wastewater Fund (An Enterprise Fund of the City of Seattle)

December 31, 2024 and 2023

MOSSADAMS

Table of Contents

Report of Independent Auditors

To the Director of Seattle Public Utilities
Drainage and Wastewater Fund
Seattle, Washington

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Seattle Public Utilities – Drainage and Wastewater Fund (the Fund), which comprise the statements of net position as of December 31, 2024 and 2023, 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.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2024 and 2023, and the changes in its net position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Fund and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Financial Reporting Entity

As discussed in Note 1, the financial statements present only the Fund and do not purport to, and do not, present fairly the financial position of City of Seattle, Washington, as of December 31, 2024 and 2023, the changes in its financial position, or, where applicable, its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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 Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Fund's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings and certain internal control–related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, schedule of Seattle Public Utilities' proportionate share of the net pension liability, schedule of Seattle Public Utilities' pension contributions, and the schedule of Seattle Public Utilities' proportionate share of the OPEB liability and related ratios (collectively, required supplementary information) be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the financial statements, is required by the GASB, who considers it to be an essential part of financial reporting for placing the 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 Information

Management is responsible for the other information as listed in the table of contents. The other information comprises the debt service coverage calculation, wastewater system operating statistics, accounts and billed revenues, major wastewater customers’ annual billed revenues and percentage of revenue, major drainage customers’ annual billed revenues and percentage of revenue, and wastewater and drainage rates but does not include the basic financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated April 30, 2025, on our consideration of the Fund’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 Fund'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 Fund’s internal control over financial reporting and compliance.

Moss Adams LLP

Seattle, Washington
April 30, 2025

Management’s Discussion and Analysis

As management of Seattle Public Utilities (SPU), a department of the City of Seattle (the City), we offer readers of SPU's financial statements this narrative overview and analysis of the financial activities of the Drainage and Wastewater Fund (the Fund) for the fiscal years ended December 31, 2024 and 2023. The revenues, expenses, assets, deferred outflows and inflows of resources, and liabilities of the City of Seattle's drainage and wastewater system are recorded in the Fund, the functions of which are primarily supported by user fees and charges to customers. The financial situation of other aspects of Seattle City government, including other utility services and general government operations, is reported elsewhere.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Fund's financial statements. The financial statements include Management's Discussion and Analysis and basic financial statements with accompanying notes.

Basic financial statements – The basic financial statements of the Fund report information similar to the presentation used by private sector companies. These statements offer short-term and long-term financial information about the Fund's activities. The basic financial statements begin on page 15 of this report and are comprised of three components: (1) statements of net position, (2) statements of revenues, expenses, and changes in net position, and (3) statements of cash flows.

The statements of net position present information, as of December 31, 2024 and 2023, on all of the Fund's assets, deferred outflows of resources, liabilities, and deferred inflows of resources. The difference between assets combined with deferred outflows of resources and liabilities combined with deferred inflows of resources is reported as net position. They also provide information about the nature and amounts of investments in resources (assets and deferred outflows of resources), obligations to the Fund's creditors (liabilities and deferred inflows of resources) and provide the basis for assessing the liquidity and financial flexibility of the Fund.

The statements of revenues, expenses, and changes in net position present changes in the Fund's net position for the years ended December 31, 2024 and 2023. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. These statements reflect the results of the Fund's operations for the years identified to provide information about the Fund's creditworthiness and its ability to recover all its costs through service fees and other charges.

The statements of cash flows are required to provide information about the Fund's cash receipts and cash payments during the years ended December 31, 2024 and 2023. To provide answers to questions about sources, uses, and impacts on cash, these statements report cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities for the reporting period.

Notes to the financial statements – The notes are an integral part of the financial statements. They provide additional disclosures that are essential to a full understanding of the data provided in the financial statements, such as certain estimates and financing details. The notes to the financial statements begin on page 20 of this report.

Financial Analysis

Increases or decreases in net position may serve over time as a useful indicator of whether the Fund's financial position is improving or deteriorating. At December 31, 2024 and 2023, the Fund's assets and deferred outflows of resources exceeded liabilities and deferred inflows of resources, resulting in a net position of $964.9 million and $772.6 million, respectively. In 2024, the Fund's overall net position increased $192.3 million (24.9%) as compared to an increase in net position of $36.6 million (5.0%) in 2023.The following summary statements of net position present the assets and deferred outflows of resources of the Fund, and show the mix of liabilities, deferred inflows of resources, and net position used to acquire these assets and deferred outflows of resources:

Summary Statements of Net Position

	2024	2023	2022
ASSETS			
Current assets	$ 515,178,025	$ 435,034,343	$ 361,248,141
Capital assets, net	1,830,371,804	1,690,340,508	1,571,052,126
Other	233,104,715	203,379,794	127,761,219
Total assets	2,578,654,544	2,328,754,645	2,060,061,486
DEFERRED OUTFLOWS OF RESOURCES	30,459,765	37,955,552	24,412,378
Total assets and deferred outflows of resources	$ 2,609,114,309	$ 2,366,710,197	$ 2,084,473,864
LIABILITIES			
Current liabilities	$ 111,399,191	$ 107,718,459	$ 98,003,503
Revenue bonds	822,735,876	860,313,974	788,031,573
Other	692,157,098	607,834,530	415,430,458
Total liabilities	1,626,292,165	1,575,866,963	1,301,465,534
DEFERRED INFLOWS OF RESOURCES	17,909,659	18,222,394	46,954,498
NET POSITION			
Net investment in capital assets	761,367,794	725,635,833	694,682,356
Restricted	17,707,930	20,013,475	21,340,558
Unrestricted	185,836,761	26,971,532	20,030,918
Total net position	964,912,485	772,620,840	736,053,832
Total liabilities, deferred inflows of resources, and net position	$ 2,609,114,309	$ 2,366,710,197	$ 2,084,473,864

2024 Compared to 2023

Assets – Current assets increased $80.1 million (18.4%) over the prior year primarily due to increases of $82.7 million in operating cash and equity in pooled investments, an increase of $6.76 million in unbilled revenues, and an increase in supplies inventory. This increase was offset by a decrease of $7.9 million in due from other governments, and a decrease of $1.6 million in net accounts receivable. The increase in operating cash and equity in pooled investments is primarily due to the lower percentage of capital projects funded with operating cash.

Capital assets increased $139.9 million (8.3%) from 2023. Construction in progress and plant assets increased $168.7 million. The increase is mostly due to investments in infrastructure, rehabilitation, and improvements. The capital asset increase was offset by a $28.8 million increase in accumulated depreciation and amortization (Note 3).

Other assets increased $29.7 million (14.6%) from 2023. This is mostly attributable to a $33.8 million increase in restricted cash and equity in pooled investment, due to the receipt of $115.5 million in the settlement of the lawsuit against Monsanto for the pollution of the Duwamish. This is offset by the decrease in construction cash of $81.5 million and a $3.8 million decrease in other charges. The decrease was offset by a $0.7 million increase in environmental costs and recoveries.

Deferred outflows of resources – Deferred outflows of resources decreased $7.5 million (-19.7%) from 2023. This decrease is attributable to a $7.2 million reduction in pension contributions and changes in assumptions related to pension and other post-employment benefits (OPEB), and a $0.3 million reduction in unamortized loss on refunded debt.

Liabilities – Current liabilities increased $3.7 million (3.4%) from 2023. This is mostly attributable to a $6.8 million increase in environmental liabilities, a $3.7 million increase in due to other funds, a $1.6 million increase in claims payable, a $1.6 million increase in bonds payable within one year, and a $0.9 million increase in due to other governments. This increase was offset by a decrease of $8.8 million in accounts payable and a $2.4 million decrease in salaries payable.

Noncurrent liabilities increased $46.7 million (3.2%) from 2023. This increase is mostly attributable to a $57.5 million increase in loans, a $36.8 million increase in environmental liabilities, a $1.1 million increase in claims payable, and a $0.5 million increase in compensated absences payable. These increases were offset by a $37.5 million decrease in bonds payable, an $11.5 million decrease in net pension liabilities, and unfunded other post-employment benefits.

Deferred inflows of resources – Deferred inflows of resources decreased $0.3 million (-1.7%) from 2023. This decrease is mostly due to a $0.8 million decrease in unamortized gain on advanced refunding, which was offset by a $0.5 million increase in assumptions related to pension accounting and the difference between expected and actual expenses in OPEB.

Net position – The largest portion of the Fund's net position ($761.4 million or 78.9%) reflects the Fund's net investment in capital assets such as land, buildings, and equipment, less accumulated depreciation and amortization, and any related outstanding debt used to acquire those assets. The Fund uses these assets to provide services to customers; consequently, these assets are not available for future spending. Although the Fund's investment in its capital assets is reported net of related debt, the resources needed to repay the debt are provided by fees paid by customers for services provided by these assets. In 2024, net investment in capital assets increased $35.7 million from 2023 due to an increase in capital assets placed in service, net of depreciation, offset by the related debt.

The Fund's restricted net position ($17.7 million or 1.8%) represents resources that are subject to restrictions on how they may be used. This portion of net position decreased $2.3 million from 2023.

The remaining portion of the Fund's net position ($185.8 million or 19.3%) represents resources that are unrestricted. The unrestricted portion of net position increased $158.9 million from the prior year mainly due to the receipt of the $115.5 million Monsanto settlement and a lower percentage of capital projects funded with operating cash compared to the prior year.

2023 Compared to 2022

Assets – Current assets increased $73.8 million (20.4%) over the prior year primarily due to increases of $76.5 million in operating cash and equity in pooled investments. This increase was offset by a decrease of $2.7 million in due from other governments. The increase in operating cash and equity in pooled investments is primarily due to the lower percentage of capital projects funded with operating cash.

Capital assets increased $119.3 million (7.6%) from 2022. Construction in progress and plant assets increased $150.7 million, other property increased $0.9 million and land and land rights increased $0.8 million. The increase is mostly due to investments in infrastructure, rehabilitation, and improvements. The capital asset increase was offset by a $33.3 million increase in accumulated depreciation (Note 3).

Other assets increased $75.6 million (59.2%) from 2022. This is mostly attributable to an $80.7 million increase in restricted cash and equity in pooled investments, due to the issuance of bonds for construction and a $3.6 million decrease in other charges. The decrease was offset by a $0.4 million increase in environmental costs and recoveries.

Deferred outflows of resources – Deferred outflows of resources increased $13.5 million (55.5%) from 2022. This increase is attributable to a $13.8 million increase in pension contributions and changes in assumptions related to pension and other post-employment benefits (OPEB). The increase was offset by a $0.2 million reduction in unamortized loss on refunded debt.

Liabilities – Current liabilities increased $9.7 million (9.9%) from 2022. This is mostly attributable to a $3.2 million increase in environmental liabilities, a $1.6 million increase in accounts payable, and a $1.6 million increase in due to other governments. This increase was offset by a decrease of $2.1 million in other current liabilites and a decrease of $0.5 million in due to other funds.

Noncurrent liabilities increased $264.7 million (22.0%) from 2022. This increase is mostly attributable to an $81.8 million increase in loans, a $72.3 million increase in revenue bonds and related liabilities, a $53.9 million increase in environmental liabilities, a $45.4 million increase in net pension liabilities, a $10.5 million increase in other noncurrent liabilities, and a $0.9 million increase in claims payable. These increases were offset by a $0.4 million decrease in unfunded other post-employment benefits. The environmental liability increase is mainly due to updated estimates.

Deferred inflows of resources – Deferred inflows of resources decreased $28.7 million (-61.2%) from 2022. This decrease is mostly due to a $27.9 million decrease in assumptions related to pension accounting, and the difference between expected and actual expenses in OPEB.

Net position – The largest portion of the Fund's net position ($725.6 million or 93.9%) reflects the Fund's investment in capital assets such as land, buildings, and equipment, less accumulated depreciation and any related outstanding debt used to acquire those assets. The Fund uses these assets to provide services to customers; consequently, these assets are not available for future spending. Although the Fund's investment in its capital assets is reported net of related debt, the resources needed to repay the debt are provided by fees paid by customers for services provided by these assets. In 2023, net investment in capital assets increased $31.0 million from 2022 due to an increase in capital assets placed in service, net of depreciation, offset by the related debt.

The Fund's restricted net position ($20.0 million or 2.6%) represents resources that are subject to restrictions on how they may be used. This portion of net position decreased $1.3 million from 2022.

The remaining portion of the Fund's net position ($27.0 million or 3.5%) represents resources that are unrestricted. The unrestricted portion of net position increased $7.0 million from the prior year mainly due to a lower percentage of capital projects funded with operating cash compared to the prior year.

Summary Statements of Revenues, Expenses, and Changes in Net Position

	2024	2023	2022
Operating revenues	$ 576,840,377	$ 542,933,537	$ 519,028,628
Operating expenses	(475,123,315)	(462,989,467)	(392,181,826)
Operating income	101,717,062	79,944,070	126,846,802
Non-operating revenues and expenses	130,994,273	5,184,034	(21,017,272)
Capital contributions, grants and environmental, net remediation	(40,419,690)	(48,561,096)	(12,615,237)
Change in net position	$ 192,291,645	$ 36,567,008	$ 93,214,293

2024 Compared to 2023

The current year operating revenues increased $33.9 million (6.2%) from 2023. This is due to an average rate increase of 5% for wastewater and 5% for drainage, resulting in additional revenues of $21 million and $12.1 million, respectively. Other operating revenues increased $0.7 million.

The current year operating expenses increased $12.1 million (2.6%) from 2023. The increase can be attributed to an $18.5 million increase in intergovernmental payments, a $2.7 million increase in other operating expenses, and a $1.1 million increase in depreciation and amortization. The increase was offset by a $4.5 million decrease in salaries, wages, and personnel benefits, a $4.1 million decrease in supplies, and a $1.6 million decrease in services. The $18.5 million increase in intergovernmental payments is mainly due to King County wastewater treatment fee increases and an increase in taxes.

Nonoperating revenues net of expenses in 2024 increased $125.8 million compared to 2023. This increase is mostly due to a $116.2 million increase in other judgments and settlements (of which $115.5 million is from the Monsanto lawsuit), a $5 million increase in investment income, a $2 million increase in recoveries, a $1.3 million decrease in interest expense, and a $1.6 million decrease in gain/loss on disposal of assets.

The Fund had environmental remediation expense of $46.7 million in 2024 compared to $60.2 million in 2023 (Note 9), mostly due to the revised estimates and the updated cost sharing from the Unilateral Administrative Order, signed July 18, 2024, which is in effect until the Consent Decree is issued.

2023 Compared to 2022

The current year operating revenues increased $23.9 million (4.6%) from 2022. This is due to an average rate increase of 3.6% for wastewater and 6.4% for drainage, resulting in additional revenues of $12.3 million and $10.6 million, respectively. Other operating revenues increased $0.7 million.

The current year operating expenses increased $70.8 million (18.1%) from 2022. The increase can be attributed to a $24.1 million increase in salaries, wages, and personnel benefits, a $20.5 million increase in intergovernmental payments, a $15.3 million increase in services, a $5.4 million increase in supplies, a $3.2 million increase in other operating expenses, and a $2.3 million increase in depreciation and amortization. The $20.5 million increase in intergovernmental payments is mainly due to King County wastewater treatment fee increases and an increase in taxes. The increase in salaries is largely driven by an accrual for the tentative agreement between the unions and the City.

Nonoperating revenues net of expenses in 2023 increased $26.2 million compared to 2022. This increase is mostly due to a $26.7 million increase in investment income. This was offset by a $1.5 million decrease in interest expense, and a $1.9 million decrease in other revenue and expenses, net.

The Fund had environmental remediation expense of $60.2 million in 2023 compared to $32.9 million in 2022 (Note 9), mostly from updated estimates.

Capital Assets

The following table summarizes capital assets, net of accumulated depreciation and amortization, by major asset category:

Summary of Capital Assets, Net of Accumulated Depreciation and Amortization

	2024	2023	2022
Land and land rights	$ 47,433,829	$ 47,433,829	$ 46,662,046
Buildings	10,847,824	11,834,651	12,828,618
Infrastructure	1,063,637,137	1,036,921,066	959,084,033
Machinery and equipment	57,054,873	54,433,503	55,965,163
Computer systems	14,135,343	20,163,663	22,850,501
Construction in progress	631,013,356	513,223,964	468,354,639
Artwork	5,958,750	5,806,464	4,945,548
Intangible right-to-use	290,692	523,368	361,578
Capital assets, net of accumulated depreciation and amortization	$ 1,830,371,804	$ 1,690,340,508	$ 1,571,052,126

Additional information about the Fund's capital assets can be found in Note 3 of this report.

2024 Compared to 2023

The Fund's investment in capital assets, net of accumulated depreciation and amortization, for the year ended December 31, 2024, was $1.8 billion. This represented an increase of approximately $139.9 million (8.3%) compared to 2023.

Highlights of the Fund's major capital assets placed in service during 2024 include the following:

- $40.6 million for drainage, sewer, and combined pipe rehabilitation and improvements
- $7.6 million for drainage and wastewater pump station rehabilitation and improvements
- $6.8 million for heavy equipment
- $1.2 million for South Operation Center Security
- $1.1 million for rainwater absorption and runoff reduction systems
- $0.9 million for green stormwater infrastructure

Highlights of the Fund's major construction projects in progress at the end of 2024 include the following:

- $357.3 million for construction of a combined sewer overflow storage facility for the Ballard, Fremont, and Wallingford combined sewer overflow basins (Ship Canal Water Quality Project)
- $54.6 million for pump station improvements
- $77.5 million for sewer and stormwater system improvements and rehabilitations
- $46 million for natural drainage systems
- $30.6 million for controlling combined sewer overflow control
- $14 million for fish habitat restoration on Taylor Creek
- $10 million for the South Park Stormwater Treatment Facility

- $9 million for Piper Creek land acquisition

2023 Compared to 2022

The Fund's investment in capital assets, net of accumulated depreciation, for the year ended December 31, 2023, was $1.7 billion. This represented an increase of approximately $119.3 million (7.6%) compared to 2022.

Highlights of the Fund's major capital assets placed in service during 2023 include the following:

- $68.4 million for drainage, sewer and combined pipe rehabilitation and improvements
- $20.8 million for the South Park stormwater drainage conveyance system
- $5.1 million for natural drainage systems
- $4.7 million for heavy equipment
- $1.3 million for private property rain water absorption and runoff reduction systems
- $1.1 million for a land and real property rights information management system

Highlights of the Fund's major construction projects in progress at the end of 2023 include the following:

- $300.2 million for construction of a combined sewer overflow storage facility for the Ballard, Fremont, and Wallingford combined sewer overflow basins (Ship Canal Water Quality Project)
- $49.1 million for pump station improvements
- $41.7 million for sewer and stormwater system improvements and rehabilitations
- $28.2 million for controlling combined sewer overflow control
- $27.4 million for natural drainage systems
- $12.9 million for fish habitat restoration on Taylor Creek
- $6.0 million for the South Park Stormwater Treatment Facility
- $3.3 million for construction project artwork

Debt Administration

The Fund's debt primarily consists of bonded debt and loans. Bonded debt is secured solely by drainage and wastewater revenues and provides financing for capital improvements. Loans issued by various Washington State Agencies for certain capital improvements are unsecured. The Fund's credit ratings on its bonds were Aa1 and AA+ by Moody's Investors Service Inc. and Standard & Poor's Rating Services, respectively. Additional details about the Fund's revenue bonds and loans are in Notes 4 and 10 of this report.

2024 Compared to 2023

At the end of 2024, the Fund had $767.3 million in bonded debt, as compared to $799.4 million in 2023, all of which was secured solely by drainage and wastewater system revenues. This decrease of $32.1 million is attributed to the payment of debt principal (Note 4).

At the end of 2024, the Fund had an outstanding loan balance of $281.3 million compared to $224 million in 2023. This increase is due to a total of $61.9 million drawdowns from loans with the Washington State Department of Ecology. The increase was offset by a $4.5 million payment of debt principal.

2023 Compared to 2022

At the end of 2023, the Fund had $799.4 million in bonded debt, as compared to $730.7 million in 2022, all of which was secured solely by drainage and wastewater system revenues. This increase of $68.7 million is attributed to the issuance of a new revenue and refunding bond (Note 4) and payment of debt principal.

At the end of 2023, the Fund had an outstanding loan balance of $224.0 million compared to $142.0 million in 2022. This increase is due to a total of $86.3 million drawdowns from loans with the Washington State Department of Ecology. The increase was offset by a $4.3 million payment of debt principal.

Requests for Information

The Fund's financial statements are designed to provide a general overview of the Fund's finances, as well as to demonstrate the Fund's accountability to its customers, investors, creditors, and other interested parties. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Seattle Public Utilities, Financial and Risk Services Branch, Accounting Division, PO Box 34018, Seattle, Washington 98124-4018, telephone: (206) 684-3000.

Financial Statements

Seattle Public Utilities – Drainage and Wastewater Fund
(An Enterprise Fund of the City of Seattle)
Statements of Net Position
December 31, 2024 and 2023

	2024	2023
ASSETS		
CURRENT ASSETS		
Operating cash and equity in pooled investments	$ 429,624,912	$ 346,885,578
Receivables		
Accounts, net of allowance	34,009,370	35,612,678
Interest and dividends	994,330	997,512
Unbilled revenues	34,497,764	28,246,994
Due from other funds	2,006,074	1,818,175
Due from other governments	11,368,988	19,302,118
Materials and supplies inventory	2,642,072	2,136,773
Prepayments and other current assets	34,515	34,515
Total current assets	515,178,025	435,034,343
NONCURRENT ASSETS		
Restricted cash and equity in pooled investments	192,406,615	158,637,496
Prepayments long-term	345,956	380,471
Long-term receivable due from another city department	-	350,694
Environmental costs and recoveries	4,331,154	3,581,673
External infrastructure costs, net	16,399,561	16,692,410
Regulatory assets - bond issue costs	5,418,055	5,741,283
Other charges	14,203,374	17,995,767
Capital assets		
Land and land rights	47,433,829	47,433,829
Plant in service, excluding land	1,705,528,442	1,654,684,299
Less accumulated depreciation and amortization	(559,562,573)	(530,808,048)
Construction in progress	631,013,356	513,223,964
Other property, net	5,958,750	5,806,464
Total noncurrent assets	2,063,476,519	1,893,720,302
Total assets	2,578,654,544	2,328,754,645
DEFERRED OUTFLOWS OF RESOURCES		
Unamortized loss on refunded debt	3,388,110	3,638,127
Pension and OPEB contributions and changes in assumptions	27,071,655	34,317,425
Total deferred outflows of resources	30,459,765	37,955,552
Total assets and deferred outflow of resources	$ 2,609,114,309	$ 2,366,710,197

See accompanying notes.

Seattle Public Utilities – Drainage and Wastewater Fund
(An Enterprise Fund of the City of Seattle)
Statements of Net Position
December 31, 2024 and 2023

	2024	2023
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	$ 15,188,326	$ 23,974,579
Salaries, benefits, and payroll taxes payable	-	2,436,395
Compensated absences payable	377,986	350,730
Due to other funds	3,654,584	-
Due to other governments	16,899,981	15,967,432
Interest payable	15,588,604	14,383,828
Taxes payable	381,885	378,398
Revenue bonds, due within one year	33,680,000	32,100,000
Claims payable	4,548,799	2,907,466
Environmental liabilities	13,683,946	6,884,332
Loans payable, due within one year	4,358,851	4,482,740
Lease and subscription liabilities, due within one year	182,715	156,232
Other	2,853,514	3,696,327
Total current liabilities	111,399,191	107,718,459
NONCURRENT LIABILITIES		
Compensated absences payable	7,181,734	6,663,862
Revenue bonds	767,325,000	799,425,000
Less bonds due within one year	(33,680,000)	(32,100,000)
Bond discount and premium, net	89,090,876	92,988,974
Claims payable	11,042,460	9,927,147
Environmental liabilities	302,672,892	265,845,403
Loans payable, net of current portion	276,968,522	219,468,791
Lease and subscription liabilities, net of current portion	242,815	427,099
Total OPEB liability	4,262,644	2,406,650
Net pension liability	76,925,098	90,297,842
Other noncurrent liabilities	12,860,933	12,797,736
Total noncurrent liabilities	1,514,892,974	1,468,148,504
Total liabilities	1,626,292,165	1,575,866,963
DEFERRED INFLOWS OF RESOURCES		
Unamortized gain on advanced refunding	13,438,727	14,244,149
Deferred inflows - pension and OPEB	4,470,932	3,978,245
Total deferred inflows of resources	17,909,659	18,222,394
NET POSITION		
Net investment in capital assets	761,367,794	725,635,833
Restricted for		
External infrastructure costs	8,062,030	8,263,111
Other charges	9,645,900	11,750,364
Unrestricted	185,836,761	26,971,532
Total net position	964,912,485	772,620,840
Total liabilities, deferred inflows of resources, and net position	$ 2,609,114,309	$ 2,366,710,197

See accompanying notes.

Seattle Public Utilities – Drainage and Wastewater Fund
(An Enterprise Fund of the City of Seattle)
Statements of Revenues, Expenses, and Changes in Net Position
Years Ended December 31, 2024 and 2023

	2024	2023
OPERATING REVENUES		
Charges for services and other revenues	$ 576,840,377	$ 542,933,537
OPERATING EXPENSES		
Salaries, wages, and personnel benefits	71,184,602	75,685,986
Supplies	4,520,194	8,660,824
Services	61,033,069	62,620,610
Intergovernmental payments	280,893,226	262,402,745
Depreciation and amortization	46,139,575	45,003,944
Other operating expenses	11,352,649	8,615,358
Total operating expenses	475,123,315	462,989,467
OPERATING INCOME	101,717,062	79,944,070
NONOPERATING REVENUES (EXPENSES)		
Investment income	22,942,747	17,883,261
Interest expense	(11,915,839)	(13,260,919)
Contributions and grants	568,745	734,776
Other, net	119,398,620	(173,084)
Total nonoperating revenues	130,994,273	5,184,034
INCOME BEFORE CAPITAL CONTRIBUTIONS AND GRANTS, AND SPECIAL ITEMS	232,711,335	85,128,104
CAPITAL CONTRIBUTIONS AND GRANTS	6,263,088	11,610,556
SPECIAL ITEM - ENVIRONMENTAL REMEDIATION	(46,682,778)	(60,171,652)
CHANGE IN NET POSITION	192,291,645	36,567,008
NET POSITION		
Beginning of year	772,620,840	736,053,832
End of year	$ 964,912,485	$ 772,620,840

See accompanying notes.

Seattle Public Utilities – Drainage and Wastewater Fund
(An Enterprise Fund of the City of Seattle)
Statements of Cash Flows
Years Ended December 31, 2024 and 2023

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from customers	$ 584,750,095	$ 549,062,805
Cash paid to suppliers	(284,637,538)	(255,496,387)
Cash paid to employees	(78,642,440)	(73,844,849)
Cash paid for taxes	(75,977,565)	(72,349,424)
Net cash provided by operating activities	145,492,552	147,372,145
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Proceeds from Settlement	115,524,225	-
Noncapital grants received	4,984,837	734,776
Payments for environmental liabilities	(3,805,158)	(3,409,188)
Net cash provided by (used in) noncapital financing activities	116,703,904	(2,674,412)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Proceeds from long-term debt	61,858,582	194,027,320
Principal payments on long-term debt	(36,582,740)	(33,567,952)
Capital expenditures and other charges paid	(175,443,335)	(170,837,477)
Interest paid on long-term debt	(37,126,595)	(34,231,731)
Build America Bonds federal interest subsidy	1,088,007	1,476,901
Capital fees, reimbursements and grants	18,374,597	37,957,662
Proceeds from sale of capital assets	288,741	1,244,798
Net cash used in capital and related financing activities	(167,542,743)	(3,930,479)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net gain on investments	20,633,549	16,406,360
Interest received on investment	1,221,191	-
Net cash provided by investing activities	21,854,740	16,406,360
NET CHANGE IN CASH AND EQUITY IN POOLED INVESTMENTS	116,508,453	157,173,614
CASH AND EQUITY IN POOLED INVESTMENTS		
Beginning of year	505,523,074	348,349,460
End of year	$ 622,031,527	$ 505,523,074
CASH AT THE END OF THE YEAR CONSISTS OF		
Operating cash and equity in pooled investments	$ 429,624,912	$ 346,885,578
Noncurrent restricted cash and equity in pooled investments	192,406,615	158,637,496
Total cash and equity in pooled investments at the end of the year	$ 622,031,527	$ 505,523,074

See accompanying notes.

Seattle Public Utilities – Drainage and Wastewater Fund
(An Enterprise Fund of the City of Seattle)
Statements of Cash Flows
Years Ended December 31, 2024 and 2023

	2024	2023
RECONCILIATION OF OPERATING INCOME TO NET CASH FROM OPERATING ACTIVITIES		
Operating income	$ 101,717,062	$ 79,944,070
Adjustments to reconcile operating income to net cash from operating activities		
Adjustment for net pension liability	(5,634,287)	3,692,719
Depreciation and amortization	46,139,575	45,003,944
Other cash receipts	2,727,502	2,492,062
Changes in operating assets and liabilities		
Accounts receivable	1,603,308	(458,334)
Unbilled revenues	(6,250,770)	1,710,150
Due from other funds	(187,899)	(660,597)
Due from other governments	7,933,130	2,688,413
Materials and supplies inventory	(505,299)	154,573
Prepayments and other assets	388,391	1,239,160
Accounts payable	(8,786,253)	1,595,905
Salaries, benefits, and payroll taxes payable	(2,436,395)	24,274
Compensated absences payable	545,128	150,083
Due to other funds	3,654,584	(549,934)
Due to other governments	932,549	1,579,634
Claims payable	2,756,646	919,421
Taxes payable	3,487	(242,951)
Other liabilities	892,093	8,089,553
Total adjustments	43,775,490	67,428,075
Net cash from operating activities	$ 145,492,552	$ 147,372,145

See accompanying notes.

Note 1 – Operations and Summary of Significant Accounting Policies

Operations – The City of Seattle, Seattle Public Utilities – Drainage and Wastewater Fund (the Fund) is a public utility enterprise fund of the City of Seattle (the City). The Fund was established to account for the drainage and wastewater activities of Seattle Public Utilities (SPU). Drainage activities include regulating stormwater runoff, alleviating flooding, mitigating water pollution caused by runoff, and responding to federal stormwater regulations, in addition to managing drainage utility assets. Wastewater activities consist of managing the City's sewer system, including the operation of sewer utility facilities and pumping stations necessary to collect the sewage of the City and discharge it into the King County Department of Natural Resources Wastewater Treatment System for treatment and disposal.

On January 1, 1997, the City created SPU, which brought together under one administrative umbrella the water, solid waste, and drainage and wastewater functions of the City. The Fund (as well as SPU's other funds) remains separate for accounting purposes.

SPU receives certain services from other departments and agencies of the City, including information technology and others that are normally considered to be general and administrative. The Fund is charged a share of these costs and during 2024 and 2023, paid $30,363,234 and $31,595,534, respectively, to the City for its share of these services. Additionally, the Fund pays a business and occupation utility tax to the City's General Fund. The Fund paid $67,227,627 and $64,158,046 for these taxes in 2024 and 2023, respectively. These amounts are recorded within intergovernmental payments on the accompanying statements of revenues, expenses, and changes in net position.

The utility billing function is co-managed by SPU, Seattle City Light (SCL), and the Seattle Information Technology Department (ITD). SPU provides customer service through the call center and walk-in center. ITD maintains the Customer Information System (CIS). SPU and SCL bill and reimburse each other for these services. SPU reimburses ITD for the information technology services mentioned above. Within SPU, the costs and reimbursements were shared among its three utility funds (Water, Drainage and Wastewater, and Solid Waste). The Fund received reimbursements related to the call center and walk-in center of $2,395,644 and $2,349,645 in 2024 and 2023, respectively. The Fund paid $10,114 and $75,012 for the utility billing services in 2024 and 2023, respectively.

Wastewater disposal and drainage services provided to other City departments and agencies are billed at rates prescribed by City ordinances. The Fund collected $4,470,390 in 2024 and $4,499,245 in 2023 from the City for wastewater services provided. The Fund also collected $13,004,447 in 2024 and $12,220,585 in 2023 from the City for drainage services.

The Fund is subject to regulation by the City and the State of Washington. Service rates are authorized by ordinances passed by the City Council. Financial reporting is reviewed by the Washington State Auditor's Office and conforms to accounting principles generally accepted in the United States of America (U.S. GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

Basis of accounting – The Fund is accounted for on a flow of economic resources measurement focus. Its financial statements are prepared in accordance with accounting principles generally accepted in the United States of America as applied to governmental units using the accrual basis of accounting. With the flow of economic resources measurement focus, all assets, deferred outflows of resources, liabilities, and deferred inflows of resources associated with the Fund's operations are included on the statements of net position. The operating statements present increases (revenues) and decreases (expenses) in total net position.

Cash and equity in pooled investments – Cash resources of the Fund are combined with cash resources of the City in a pooled investment portfolio that is managed by the City's Finance and Administration Services Department. The City's investment portfolio consists of fixed income securities authorized by the Revised Code of Washington and other applicable law. The pool operates like a demand deposit account in that all City departments may deposit cash at any time and withdraw cash out of the pool without prior notice or penalty. Interest earned on the pooled investments is prorated to individual funds at the end of each month on the basis of their average daily cash balances during the month when interest was earned. Cash and equity in pooled investments are reported at fair value in accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, and GASB Statement No. 72, *Fair Value Measurement and Application*. The Fund's share of the pool is included in the accompanying statements of net position under the caption "cash and equity in pooled investments." Accordingly, the statements of cash flows reconcile to cash and equity in pooled investments. The restricted cash and equity in pooled investments consist of unexpended bond proceeds, bond reserve funds, and vendor's escrow deposits.

Receivables and unbilled revenues – Customer accounts receivable consist of amounts owed by private individuals and organizations for goods delivered or services rendered in the regular course of business operations. Receivables are shown net of allowances for doubtful accounts. The Fund also accrues an estimated amount for services that have been provided but not billed.

Due from/to other funds and governments – Activity between other funds and governments that is outstanding at the end of the year, not related to the provision of utility services, is reported as due from or due to other funds and governments.

Allowance for doubtful accounts – A reserve has been established for uncollectible accounts receivable based on actual historical write-off trends and knowledge of specific circumstances that indicate collection of an account may be unlikely. As of December 31, 2024 and 2023, the Fund's allowance for doubtful accounts was $3,382,751 and $2,811,206, respectively.

Materials and supplies inventory – The Fund values its inventory based on a moving average method. The most recent total cost of an inventory item is divided by the total units of the item that remain in inventory to determine the moving average cost of the item. The moving average cost is then applied to all the units of the inventory item.

Environmental costs and recoveries – The Fund is involved in several remediation efforts around the City (Note 9). When estimated remediation costs are approved to be recovered through rates, the costs, net of recoveries, associated with these efforts are deferred when accrued as a regulatory asset and are amortized over the rate recovery period. Certain environmental remediation costs that are infrequent in occurrence are treated as a special item in the statements of revenues, expenses, and changes in net position.

Regulatory assets – GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989, FASB and AICPA Pronouncements*, allows for certain costs to be capitalized as a regulatory asset instead of charged to expense. A regulatory asset is recorded when it is probable that future revenue in an amount at least equal to the capitalized costs will be recovered through customer rates over some future period. The Fund uses regulatory accounting for debt issuance costs because these costs are included in the rate structure and, as such, will continue to be amortized over the life of the associated bond issues. GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, would have required these costs to be expensed in the period incurred if the Fund had not utilized regulatory accounting for these costs. The Fund uses regulatory accounting for interest costs incurred during the construction of capital assets because these costs are included in the rate structure and, as such, will continue to be amortized over the life of the associated capital assets. GASB Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*, would have required these costs to be expensed in the period incurred if the Fund had not utilized regulatory accounting for these costs.

Other charges – Other charges primarily represent costs related to the long-term control plan, which direct the Fund’s construction and monitoring of several combined sewer overflow projects. The Fund amortizes these charges over a 5 to 30-year period.

Capital assets – Capital assets are stated at cost or, if contributed, at fair value at the date of contribution. Costs include direct material, labor, and indirect costs such as engineering, supervision, payroll taxes, pension benefits, and interest relating to the financing of projects under construction. The cost of current repairs and maintenance is charged to expense, while the cost of additions and improvements is capitalized. SPU’s policy is to generally capitalize assets with a cost of $5,000 or more. The Fund received donated assets, such as sewer and drainage pipes, from developers and other government agencies. These donated assets are recorded under capital contributions and grants in the statements of revenues, expenses, and changes in net position.

Construction in progress – Capitalizable costs incurred on projects that are not in use or ready for use are held in construction in progress. When the asset is ready for use, related costs are transferred to capital assets. Upon determining that a project will be abandoned, the related costs are charged to expense.

Other property – Other property is stated at cost, or if contributed, the acquisition value at the date of contribution. Other property includes artwork and property held for future use. The artwork is acquired through the City's "One Percent for Art" program, which supports the City ordinance established to direct the inclusion of works of art in public spaces within the City.

Depreciation – Capital assets in service are depreciated on the straight-line method over estimated useful lives as follows:

Buildings and fixtures	10 to 50 years
Laterals, mains, and outfalls	75 years
Detention structures	75 years
Pumping stations, equipment, and overflow structures	10 to 50 years
Machinery and equipment	3 to 20 years
Computer systems	3 to 11 years

Asset depreciation begins in the month the asset is placed in service.

Deferred outflows/inflows of resources – In addition to assets, the statements of net position, when applicable, will report a separate section for deferred outflows of resources. It represents a consumption of net position that applies to a future period or periods and so will not be recognized as an outflow of resources (expense) until then. The Fund had a deferred loss on refunding debt that qualifies for reporting in this category. A deferred loss on refunding debt results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt. The Fund has also recorded deferred outflows of resources for certain pension activities, including the difference between projected and actual experience, the difference between projected and actual earnings on investments, and contributions made subsequent to the measurement date (Notes 5 and 8).

In addition to liabilities, the statements of net position, when applicable, will report a separate section for deferred inflows of resources. It represents an acquisition of net position that applies to a future period or period and so will not be recognized as an inflow of resources (revenue) until then. The Fund has also recorded deferred inflows of resources for the difference between projected and actual experience, changes in proportion, and differences between employer contributions and proportionate share of contributions, and unamortized gain on advanced refunding (Notes 5 and 8).

Environmental liabilities – The Fund has accrued a liability for pollution remediation activities in accordance with GASB Statement No. 49 (GASB 49), *Accounting and Financial Reporting for Pollution Remediation Obligations*. GASB 49 outlines five specific obligating events that give rise to estimating expected pollution remediation outlays. These outlays may be accrued as a liability and expensed, or if appropriate, capitalized. The Fund will accrue a liability if any of the following obligating events occurs:

- The Fund is compelled to take pollution remediation action because of an imminent endangerment.
- The Fund violates a pollution prevention-related permit or license.
- The Fund is named, or evidence indicates it will be named, by a regulator as a potentially responsible party (PRP) for remediation.
- The Fund is named, or evidence indicates that it will be named, in a lawsuit to compel participation in pollution remediation.
- The Fund commences or legally obligates itself to commence pollution remediation.

Most pollution remediation outlays do not qualify for capitalization, and the Fund does not anticipate significant capitalized costs in the future. See Note 9 for site descriptions.

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 the Seattle City Employees' Retirement System (SCERS) are reported on the same basis as reported by SCERS. For this purpose, benefit payments are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Postemployment Benefits Other Than Pensions (OPEB) – For purposes of measuring the total OPEB liability, deferred outflows of resources and deferred inflows of resources related to OPEB, and OPEB expense, information about the benefit have been determined on the same basis as they are reported by the City. For this purpose, benefit payments are recognized when due and payable in accordance with the benefit terms.

Compensated absences – Employees earn vacation based upon their date of hire and years of service and may accumulate vested vacation up to a maximum of 480 hours. Unused vacation at retirement or upon leaving city employment, is payable to the employee, in cash or a noncash settlement, such as conversion to defined postemployment benefits. Earned but unused vacation is accrued as a liability of the Fund using the employees' current pay rate. Employees also earn up to 12 days of sick leave per year and may accumulate sick leave balances without limit.

Employees who submit the required documentation when represented by the Coalition of City Unions are paid 35% of the value of unused sick leave upon retirement as part of the Health Reimbursement Arrangement – Voluntary Employees' Beneficiary Association (HRA-VEBA) program. If the employee fails to submit the required documentation by their last working day of employment, their sick leave balance is forfeited.

Retiring employees who are not eligible to participate in the HRA-VEBA program may elect to receive 25% of the value of unused sick leave upon retirement or defer receipt of 35% of the value of their sick leave balance to the City's 457 Plan and Trust, subject to the year-to-date or life-to-date limitations on deferrals and contributions. If the 35% value of the sick leave balance exceeds the maximum amount deferred to the City's 457 Plan and Trust, the employee shall receive a taxable cash payment equal to the amount by which the 25% value of the sick leave balance exceeds the 35% that was allowed to be deferred. The Fund records a liability for estimated sick leave based on an analysis of the amount management deems is more likely than not to be used or settled in cash or noncash means.

Operating revenues – Wastewater service revenues are recorded through cycle billings rendered to customers monthly or bimonthly. The Fund accrues and records unbilled wastewater service revenues in the financial statements for services provided from the date of the last billing to year end.

Drainage service charges are billed to the City's drainage residential and nonresidential customers twice a year through the service of King County's property tax billing system. These charges fund operations and maintenance of, and improvements to, the City's system of storm and drainage facilities.

Other operating revenues include revenues generated from wastewater and sewer permits, and engineering services provided to other City funds.

Operating expenses – The Fund's operating expenses include the cost of sales and services, administrative expenses, depreciation on capital assets, and amortization of deferred assets.

Taxes – The Fund is charged a public utility tax by the City at a rate of 12.0% for wastewater revenues and 11.5% for drainage revenues, net of certain credits. In addition, the Fund paid a 3.85% public utility tax to the state on a certain portion of revenues identified as sewer collection revenues. The Fund also paid business and occupation tax to the state on certain drainage and other non-utility revenues at the rate of 1.75%.

Nonoperating revenues and expenses – This includes the nonoperating revenues and expenses that arise from transactions not related directly to the major income-earning operations of the utility and are of a recurring nature. Major items are the investment and interest income, interest expense, amortization of debt expenses, amortization of debt discounts, premiums and refunding losses, sale of capital assets, and rental income.

Net position – The statements of net position report all financial and capital resources. Assets and deferred outflows of resources minus liabilities and deferred inflows of resources is net position. There are three components of net position: net investment in capital assets, restricted, and unrestricted.

Net investment in capital assets consists of capital assets, net of accumulated depreciation and amortization, reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. Net position is restricted when constraints placed on net position use are either (1) externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments, or (2) imposed by law through constitutional provisions or enabling legislation. The Fund's restricted net position as of December 31, 2024 and 2023, is related to external infrastructure costs, certain other charges, and retainage. Unrestricted net position is the portion that is not "net investment in capital assets" or "restricted."

Arbitrage rebate requirement – The Fund is subject to the Internal Revenue Code (IRC), Section 148(f), related to its tax-exempt revenue bonds. The IRC requires that earnings on gross proceeds of any revenue bonds that are in excess of the amount prescribed be surrendered to the Internal Revenue Service. As such, the Fund would record such a rebate as a liability. The Fund had no liability for arbitrage as of December 31, 2024 and 2023.

Accounting standard changes – In June 2022, GASB issued Statement No. 100 (GASB 100), *Accounting Changes and Error Corrections*, and it was effective for reporting periods beginning after June 15, 2023. This standard prescribes the accounting and financial reporting requirements for accounting changes and error corrections. There is no impact to the Fund as a result of adopting this standard.

In June 2022, GASB issued Statement No. 101 (GASB 101), *Compensated Absences*, and it was effective for reporting periods beginning after December 15, 2023. This standard requires the fund to record a liability for leave that accumulates, is attributable to services already rendered, and is more likely than not to be used for time off or otherwise paid in cash or settled through noncash means. There is no impact to the Fund as a result of adopting this standard.

Use of estimates – The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect amounts reported in the financial statements. Estimates and assumptions are used to record unbilled revenues, allowance for doubtful accounts, fair value of cash and equity in pooled investments, accrued sick leave, capitalized interest, intangible lease and subscription assets and liabilities, depreciation and amortization, environmental liabilities, risk liabilities, pension liability, and other contingencies. Changes in these estimates and assumptions may have a material impact on the financial statements.

Significant risks and uncertainty – The Fund is subject to certain business risks that could have a material impact on future operations and financial performance. These risks include, but are not limited to, weather and natural disaster-related disruptions, collective bargaining labor disputes, Environmental Protection Agency regulations, and federal government regulations or orders concerning the operation, maintenance, and licensing of facilities.

Reclassifications – Certain reclassifications have been made to the financial statements and related footnote presentations. These reclassifications had no effect on the operating results or net position of the Fund.

Note 2 – Cash and Equity in Pooled Investments

Per Seattle Municipal Code, SMC 5.06.010 Investment Authority, the City's Director of Finance and Administrative Services (FAS) is authorized to invest all moneys in the City Treasury. Cash resources of the Fund are combined with cash resources of the City to form a pool of cash that is managed by the City's Department of FAS. Under the City's investment policy, all temporary cash surpluses in the pool are invested. The Fund's share of the pool is included on the statements of net position as cash and equity in pooled investments or as restricted assets. The pool operates like a demand deposit account in that all departments, including the Fund, may deposit cash at any time and can also withdraw cash out of the pool, up to the amount of the Fund's fund balance, without prior notice or penalty. Accordingly, the statements of cash flows reconcile to cash and equity in pooled investments.

Custodial credit risk – deposits – Custodial credit risk of deposits is the risk that in the event of bank failure for one of the City's depository institutions, the City's deposits or related collateral securities may not be returned in a timely manner.

As of December 31, 2024 and 2023, the City did not have custodial credit risk. The City's deposits are covered by insurance provided by the Federal Deposit Insurance Corporation (FDIC) and the National Credit Union Association (NCUA), as well as protection provided by the Washington State Public Deposit Protection Commission (PDPC) as established in RCW 39.58. The PDPC makes and enforces regulations and administers a program to ensure public funds deposited in banks and thrifts are protected if a financial institution becomes insolvent. The PDPC approves which banks, credit unions, and thrifts can hold state and local government deposits and monitors collateral pledged to secure uninsured public deposits. This secures public treasurers' deposits when they exceed the amount insured by the FDIC or NCUA by requiring banks, credit unions, and thrifts to pledge securities as collateral.

As of December 31, 2024 and 2023, the City held sufficient cash in its vault for operations. Additional small amounts of cash were held in departmental revolving fund accounts with the City's various custodial banks, all of which fell within the NCUA/FDIC's $250,000 standard maximum deposit insurance amount. Any of the City's cash not held in its vault or a local depository was held in the City's Consolidated Cash Pooled Investment Portfolio (investment pool), and at the close of every business day, any cash remaining in the operating fund is swept into an overnight repurchase agreement that matures the next day.

Custodial credit risk – investments – Custodial credit risk for investments is the risk that, in the event of failure of the counterparty, the City will not have access to, or be able to recover, its investments or collateral securities that are in the possession of an outside party. The City mitigates custodial credit risk for its investments by having its investment securities held by the City's contractual custodial agent. The City maintains a custody relationship with Principal Custody Solutions under the state of Washington's statewide custody provider program arranged by the State Treasurer's Office. The City mitigates counterparty risk by settling trades through its custodian on a delivery-versus-payment method.

By investment policy, the City maintains a list of approved securities dealers for transacting business. The City also conducts its own due diligence as to the financial wherewithal of its counterparties.

Credit risk – Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Some of the City's pooled investments have credit risk from holdings in commercial paper, corporate notes, and taxable municipal bonds. The City may not hold more than 50% of the Pool's total assets in these credit sensitive sectors.

State statute defines the investments in commercial paper and corporate notes as a "credit portfolio." The credit portfolio may not exceed 25% of the Pool's market value. Credit investments must be diversified by sector and industry. No single issuer shall exceed 3% of the Pool's market value.

Commercial paper investments may not have maturities exceeding 270 days and must hold the highest short-term credit rating by all the major credit rating agencies that rate the issuer at the time of purchase.

Corporate notes must mature within 5.5 years from the time of purchase and must be rated at least weak single-A or better by all the major rating agencies that rate the note at the time of purchase. No single issuer rated AA or better may exceed 3% of the Pool's market value. No single issuer rated in the single-A category may exceed 2% of the Pool's market value.

Municipal bonds must have a credit rating of weak single-A or better by all the major rating agencies that rate the issuer at the time of purchase. No single issuer may exceed 5% of the Pool's market value.

Interest rate risk – Interest rate risk is the risk that changes in interest rates over time will adversely affect the fair value of an investment. To mitigate interest rate risk, the City intentionally immunizes its known and expected cash flow needs. To best accomplish meeting its investment objectives, the City has divided the Pool into two separate portfolios: Operating and Strategic.

The Operating Portfolio is invested to meet reasonably expected liquidity needs over a period of 12 to 18 months. This portfolio has low duration and high liquidity. Consistent with this profile, and for the purpose of comparing earnings yield, its benchmark is the net earnings rate of the state of Washington's Local Government Investment Pool (LGIP).

The Strategic Portfolio consists of cash that is in excess of known and expected liquidity needs. Accordingly, this portfolio is invested in debt securities with longer maturities than the Operating Portfolio, which over a market cycle, is expected to provide a higher return and greater investment income. Consistent with this profile, and for the purpose of comparing duration, yield and total return, the benchmark for the Strategic portfolio is the Barclays U.S. Government 1–7-year index. The duration of the Strategic Portfolio is targeted between 75% and 125% of the benchmark.

To further mitigate interest rate risk, a minimum of 60% of the Operating Portfolio and 30% of the Strategic Portfolio must be invested in asset types with high liquidity, specifically U.S. Government obligations, U.S. Government Agency obligations, LGIP, demand accounts, repo, sweep, and commercial paper.

Investments – The Fund's cash resources may be invested by FAS separate from the cash and investments pool. Investments are managed in accordance with the City's Statement of Investment Policy, with limits and restrictions applied at the City-wide level rather than to specific investments of the Fund. As of December 31, 2024 and 2023, the Fund did not have any dedicated investments. The City's Statement of Investment Policy was modified on January 1, 2018, with an effective date of March 8, 2018. There have been no subsequent changes to the policy.

The City of Seattle has three objectives in managing its investments that define its risk profile and guide implementation of its investment strategy. In order of importance they are safety of principal, maintenance of liquidity, and return on investment.

The City follows a set of standards of care when it comes to its investments that include the following:

- *Social policies* – A City social policy shall take precedence over furthering the City's financial objectives when expressly authorized by City Council resolution, except where otherwise provided by law or trust principles.

- *Ethics and conflict of interest* – Investment officers shall comply with the City's Ethics Code (SMC 4.16.080) and annually submit a Financial Interest Statement to the City's Ethics & Elections Commission that identifies any potential financial interest that could be related to the performance of the City's investment portfolio.

Delegation of authority – The City Finance Director and Office of City Finance has delegated management responsibility for the City's investment program to the Director of Finance who has designated day to day management responsibility to investment officers under the supervision of the City's Treasury Services Director. No person may engage in an investment transaction except as provided under the terms of the City Statement of Investment Policy and the procedures established therein.

Fair value of pooled investments – The City reports investments at fair value and categorizes its fair value measurements within the fair value hierarchy established by GASB Statement No. 72, *Fair Value Measurement and Application*. Fair value of the City's pooled investments fluctuates with changes in interest rates and the underlying size of the pooled investment portfolio. To mitigate interest rate risk in the City's pooled investment portfolio, the City typically holds its investments to maturity and manages its maturities to ensure sufficient monthly cash flow to meet its liquidity requirements.

As of December 31, 2024 and 2023, the City held $468.3 million and $406.4 million, respectfully on deposit in the Washington State Local Government Investment Pool (LGIP) managed by the Office of the Washington State Treasurer. The City's investments in the LGIP are reported at amortized cost, which approximates fair value. It is overseen by the Office of the State Treasurer, the State Finance Committee, the Local Government Investment Pool Advisory Committee, and the Washington State Auditor's Office.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction amongst market participants at the measurement date (an exit price). Fair value is a market-based measurement for a particular asset or liability based on assumptions that market participants would use in pricing the asset or liability. Such assumptions include observable and unobservable inputs of market data, as well as assumptions about risk and the risk inherent in the inputs to the valuation technique.

Valuation techniques to determine fair value should be consistent with one or more of three approaches: the market approach, cost approach, and income approach. The City uses a combination of the market and cost approach for the valuation of pooled investments.

The City's overnight repurchase agreement with Wells Fargo Bank, N.A., is accounted for at cost.

The City is authorized by Seattle Municipal Code Section 5.06.010 and Chapter 43.250 of the Revised Code of Washington to participate in the State of Washington Local Government Investment Pool (LGIP), which is managed and operated by the Washington State Treasurer. 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. The LGIP is invested in a manner that meets the maturity, quality, diversification and liquidity requirements set forth by GASB 79 for external investment pools that elect to measure, for financial reporting purposes, investments at amortized cost. The LGIP does not have any legally binding guarantees of share values. The LGIP does not impose liquidity fees or redemption gates on participant withdrawals.

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, online at http://www.tre.wa.gov.

The remainder of City's investments are purchased in the over-the-counter U.S. bond market and accounted for at fair value.

The City uses market pricing for its over-the-counter investments as provided by its contractual custodial agent, Principal Financial Services Inc., and the City's third-party investment accounting vendor Clearwater Analytics LLC. Prices are obtained from the City's safekeeping bank, Principal. Principal's primary pricing vendor is Intercontinental Exchange (ICE). Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Fund can access at the measurement date.

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Fund can access at the measurement date.

Level 2 – Inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – Inputs are unobservable inputs for the asset or liability. Valuation adjustments such as for nonperformance risk or inactive markets could cause an instrument to be classified as Level 3 that would otherwise be classified as Level 1 or Level 2.

The City's investments in U.S. Treasuries are valued as Level 1. The City's remaining investments are valued as Level 2 or measured at amortized cost. The City does not invest in securities that require Level 3 inputs.

As of December 31, 2024, the City's pooled investments were categorized within the fair value hierarchy as follows (in thousands):

Investments	Fair Value as of December 31, 2024	Fair Value Measurements Using: Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Weighted Average Maturity (Days)
U.S. Government Agency Securities	$ 784,234	$ -	$ 784,234	$ -	599
U.S. Treasury and U.S. Government-Backed Securities	1,924,517	1,924,517	-	-	710
Local Government Investment Pool	468,340	468,340	-	-	-
U.S. Government Agency Mortgage-Backed Securities	290,315	-	290,315	-	1,508
Municipal Bonds	94,385	-	94,385	-	591
Commercial Paper	48,995	-	48,995	-	164
Corporate Bonds	32,863	-	32,863	-	544
International Bank for Reconstruction and Development	130,251	-	130,251	-	942
Repurchase Agreements	11,256	11,256	-	-	9,131
	$ 3,785,156	$ 2,404,113	$ 1,381,043	$ -	
Weighted Average Maturity of the City's Pooled Investments					682

As of December 31, 2023, the City's pooled investments were categorized within the fair value hierarchy as follows (in thousands):

Investments	Fair Value as of December 31, 2023	Fair Value Measurements Using: Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Weighted Average Maturity (Days)
U.S. Government Agency Securities	$ 1,417,009	$ -	$ 1,417,009	$ -	404
U.S. Treasury and U.S. Government-Backed Securities	1,240,539	1,240,539	-	-	679
Local Government Investment Pool	406,431	406,431	-	-	-
U.S. Government Agency Mortgage-Backed Securities	312,777	-	312,777	-	1,754
Municipal Bonds	150,811	-	150,811	-	772
Corporate Bonds	67,267	-	67,267	-	537
International Bank for Reconstruction and Development	48,924	-	48,924	-	247
Repurchase Agreements	17,297	17,297	-	-	9,497
	$ 3,661,055	$ 1,664,267	$ 1,996,788	$ -	
Weighted Average Maturity of the City's Pooled Investments					626

The Fund's share of the City pool was as follows as of December 31:

	2024	2023
Operating cash and equity in pooled investments	$ 429,624,912	$ 346,885,578
Restricted cash and equity in pooled investments	192,406,615	158,637,496
Total	$ 622,031,527	$ 505,523,074
Balance as a percentage of City pool cash and investments	16.4%	13.8%

Concentration of credit risk – Concentration risk is the risk of loss attributed to the magnitude of investments in a single issuer. The City manages concentration risk by limiting its investments in any one issuer in accordance with the City's investment policy and state statutes. The policy limits vary for each investment category. State statute and the City's Statement of Investment Policy do not stipulate concentration limits for holdings of U.S. Government or U.S. Government Agency Obligations. However, as noted under credit risk, the City's Statement of Investment Policy outlines maximum percentage allocations for municipal securities and commercial paper, as well as bank notes and corporate notes.

The City's investments in which 5% or more is invested in any single issuer as of December 31 are as follows:

	2024		2023	
Issuer	Fair Value	Percent of Total Investments	Fair Value	Percent of Total Investments
United States Government	$ 1,924,517	51%	$ 1,240,539	34%
Federal Home Loan Bank	193,947	5%	572,730	16%
Local Government Investment Pool	468,340	12%	406,431	11%
Federal National Mortgage Association	280,777	7%	293,713	8%
Federal Farm Credit Bank	219,703	6%	291,404	8%
Federal Home Loan Mortgage Corp	215,628	6%	287,136	8%
Federal Agriculture Mortgage Corp	-	-	248,019	7%

Note 3 – Capital Assets

Capital asset activity consisted of the following for the year ended December 31, 2024:

	Beginning Balance	Additions and Transfers In	Retirements and Transfers Out	Ending Balance
Buildings	$ 26,372,558	$ -	$ (287,428)	$ 26,085,130
Infrastructure	1,424,282,422	52,409,877	(1,449,910)	1,475,242,389
Machinery and equipment	129,209,707	9,454,951	(2,399,197)	136,265,461
Computer systems	73,895,375	295,292	(7,080,311)	67,110,356
Intangible right-to-use	924,237	304,112	(403,243)	825,106
Total capital assets, excluding land	1,654,684,299	62,464,232	(11,620,089)	1,705,528,442
Less accumulated depreciation and amortization	(530,808,048)	(39,869,466)	11,114,941	(559,562,573)
	1,123,876,251	22,594,766	(505,148)	1,145,965,869
Construction in progress	513,223,964	180,882,962	(63,093,570)	631,013,356
Land and land rights	47,433,829	-	-	47,433,829
Artwork	5,806,464	663,579	(511,293)	5,958,750
Capital assets, net	$ 1,690,340,508	$ 204,141,307	$ (64,110,011)	$ 1,830,371,804

Capital asset activity consisted of the following for the year ended December 31, 2023:

	Beginning Balance	Additions and Transfers In	Retirements and Transfers Out	Ending Balance
Buildings	$ 26,372,558	$ -	$ -	$ 26,372,558
Infrastructure	1,327,277,336	105,488,527	(8,483,441)	1,424,282,422
Machinery and equipment	123,749,013	5,505,333	(44,639)	129,209,707
Computer systems	70,734,370	3,306,782	(145,777)	73,895,375
Intangible right-to-use	484,114	440,123	-	924,237
Total capital assets, excluding land	1,548,617,391	114,740,765	(8,673,857)	1,654,684,299
Less accumulated depreciation and amortization	(497,527,498)	(38,784,454)	5,503,904	(530,808,048)
	1,051,089,893	75,956,311	(3,169,953)	1,123,876,251
Construction in progress	468,354,639	191,143,734	(146,274,409)	513,223,964
Land and land rights	46,662,046	772,059	(276)	47,433,829
Artwork	4,945,548	860,916	-	5,806,464
Capital assets, net	$ 1,571,052,126	$ 268,733,020	$ (149,444,638)	$ 1,690,340,508

During 2024 and 2023, the Fund capitalized interest costs as a regulatory asset relating to construction of $21,967,229 and $19,658,094, respectively.

The Fund, as lessee, has entered into various leases for building and equipment with lease terms expiring between 2025 and 2027. Leases that have a maximum possible lease term that are non-cancelable by both lessee and lessor, have a term of more than 12 months, and a present value greater than $5,000 are considered to be "right-to-use" assets. Unless explicitly stated in the lease agreement, the discount rate used to calculate lease right-of-use assets and liabilities in which the Fund acts as lessee is the City's incremental borrowing rate based on the expiring date. The discount rate used for leases during the years ended December 31, 2024 and 2023, was 0.38%.

The Fund has two subscription-based information technology arrangements (SBITAs) with the terms ending in 2026. Any software arrangement that is negotiated by Seattle IT that is for the benefit of multiple departments, will be accounted for at the City level by Seattle IT and is excluded by the Fund. The discount rate used for the software arrangement during the years ended December 31, 2024 and 2023, was 2.70%.

Minimum payments under the leases and SBITAs are as follows:

Years Ending December 31,	Principal	Interest	Total
2025	$ 182,715	$ 11,455	$ 194,170
2026	165,815	6,794	172,609
2027	77,000	2,042	79,042
	$ 425,530	$ 20,291	$ 445,821

Note 4 – Revenue Bonds

The Fund issues bonds to provide financing for capital improvements. Payment of debt service on the bonds is derived solely from the revenues generated by the Fund. The Fund has $30,872,471 in a debt service reserve fund and has obtained reserve insurance policies to meet the remainder of its reserve requirements. The total bonds outstanding as of December 31, 2024 and 2023, were $767,325,000 and $799,425,000, respectively. Revenue bonds outstanding as of December 31, 2024 and 2023, consisted of the following Municipal Drainage and Wastewater bonds:

Name of Issue	Issuance Date	Maturity Years	Interest Rates	Original Issue Amount	Bonds Outstanding 2024	Bonds Outstanding 2023
2009 Improvement, Series A (Taxable)	12/17/09	2017-2039	4.2-5.5%	$ 102,535,000	$ 75,675,000	$ 79,415,000
2014 Improvement and Refunding	7/10/14	2015-2044	3.0-5.0%	133,180,000	79,120,000	84,350,000
2016 Improvement and Refunding	6/22/16	2016-2046	4.0-5.0%	160,910,000	132,085,000	136,860,000
2017 Improvement and Refunding	6/28/17	2018-2047	4.0-5.0%	234,125,000	189,350,000	195,600,000
2021 Improvement and Refunding	6/8/21	2022-2051	4.0-5.0%	111,010,000	104,625,000	106,865,000
2022 Improvement and Refunding	6/22/22	2022-2042	4.0-5.0%	117,165,000	89,970,000	98,395,000
2023 Improvement Revenue	6/8/23	2024-2053	5.0%	97,940,000	96,500,000	97,940,000
				$ 956,865,000	$ 767,325,000	$ 799,425,000

Minimum debt service requirements to maturity on revenue bonds are as follows:

Years Ending December 31,	Principal	Interest	Total
2025	$ 33,680,000	$ 33,861,971	$ 67,541,971
2026	34,200,000	32,259,221	66,459,221
2027	35,575,000	30,627,059	66,202,059
2028	34,050,000	28,852,984	62,902,984
2029	36,380,000	27,210,371	63,590,371
2030 - 2034	174,080,000	112,192,200	286,272,200
2035 - 2039	173,165,000	73,457,180	246,622,180
2040 - 2044	137,490,000	39,486,200	176,976,200
2045 - 2049	78,460,000	14,908,925	93,368,925
2050 - 2054	30,245,000	2,803,250	33,048,250
	$ 767,325,000	$ 395,659,361	$ 1,162,984,361

The following table shows the revenue bond activity during the year ended December 31, 2024:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Bonds payable					
Revenue bonds	$ 799,425,000	$ -	(32,100,000)	$ 767,325,000	$ 33,680,000
Add (deduct) deferred amounts					
Issuance premiums	93,345,380	-	(3,921,858)	89,423,522	-
Issuance discounts	(356,406)	-	23,760	(332,646)	-
Total bonds payable	$ 892,413,974	$ -	$ (35,998,098)	$ 856,415,876	$ 33,680,000

The following table shows the revenue bond activity during the year ended December 31, 2023:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Bonds payable					
Revenue bonds	$ 730,710,000	$ 97,940,000	(29,225,000)	$ 799,425,000	$ 32,100,000
Add (deduct) deferred amounts					
Issuance premiums	86,926,740	10,189,291	(3,770,651)	93,345,380	-
Issuance discounts	(380,166)	-	23,760	(356,406)	-
Total bonds payable	$ 817,256,574	$ 108,129,291	$ (32,971,891)	$ 892,413,974	$ 32,100,000

Financial covenants – The revenue bonds contain certain financial covenants, the most significant of which requires the Fund to maintain Reserve Subaccount at the least of (i) Maximum Annual Debt Service on all parity bonds outstanding at the time of calculation, (ii) 1.25 times adjusted annual debt service on all parity bonds outstanding at the calculation, or (iii) the sum of 10% of the proceeds of each series of parity bonds then outstanding. Management believes the Fund was in compliance with all debt covenants as of December 31, 2024. For more information, see Other Information (page 55).

Note 5 – Postemployment Benefit Plans

Deferred compensation – The City offers all of its employees a deferred compensation plan (the Plan) created in accordance with IRC Section 457. The Plan permits employees to defer a portion of their salaries until future years. The deferred compensation is paid to employees upon termination, retirement, death, or unforeseen emergency.

The Plan is an eligible deferred compensation plan under Section 457 of the IRC of 1986, as amended, and a trust exempt from tax under IRC Sections 457(g) and 501(a). The Plan is operated for the exclusive benefit of participants and their beneficiaries. No part of the corpus or income of the Plan shall revert to the City or be used for, or diverted to, purposes other than the exclusive benefit of participants and their beneficiaries. The Plan is not reported in the financial statements of the City or the Fund.

It is the opinion of the City's legal counsel that the City has no liability for investment losses under the Plan. Under the Plan, participants select investments from alternatives offered by the Plan Administrator, who is under contract with the City to manage the Plan. Investment selection by a participant may be changed from time to time. The City does not manage any of the investment selections. By making the selection, participants accept and assume all risks inherent in the Plan and its administration.

Other postemployment benefits plan description – Health care plans for active and retired employees are administered by the City of Seattle as single-employer defined benefit public employee health care plans.

Employees retiring under the City may continue their health insurance coverage under the City's health insurance plans for active employees. When a retired participant dies, the spouse remains fully covered until age 65 and covered by the Medicare supplement plan thereafter. Employees who retire with disability retirement under the City may continue their health coverage through the City with same coverage provisions as other retirees. Eligible retirees self-pay 100 percent of the premium based on blended rates that were established by including the experience of retirees with the experience of active employees for underwriting purposes. The postemployment benefit provisions are established and may be amended by ordinance of the Seattle City Council and as provided in Seattle Municipal Code 4.50.020. The City provides an implicit subsidy of the post-retirement health insurance costs and funds the subsidy on a pay-as-you-go basis.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

Calculations are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and on the pattern of sharing of costs between the employer and plan members to that point. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations on the pattern of cost sharing between the employer and plan members in the future. Actuarial calculations reflect a long-term perspective. Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

Based on the latest biennial actuarial valuation date the significant methods and assumptions are as follows:

Actuarial data and assumptions – The demographic assumptions of mortality, termination, retirement, and disability are set equal to the assumptions used for City pension actuarial valuations based on a Seattle City Employees' Retirement System Experience Report for the period 2018–2021.

Actuarial data and assumptions	**2024**
Valuation date	January 1, 2024
Actuarial cost method	Entry age normal
Amortization method	Level dollar
Discount rate	3.26%
Health care cost trend rates – medical	6.47% in 2024, increasing to 8.00% in 2025 and decreasing by varying amounts until 2035 thereafter
Health care cost trend rates – Rx	7.56% in 2024 and 13.00% in 2025 and decreasing by varying amounts until 2035 thereafter
Participation	25% of active employees who retire participate

Mortality

General Service (Actives)

PubG-2010 Employee Table multiplied by 95%

Rates are projected generationally using Scale MP-2021 ultimate rates

General Service (Retirees)

PubG-2010 Retired Mortality Table multiplied by 95%

Rates are projected generationally using Scale MP-2021 ultimate rates

Marital status – 25% of members electing coverage: married or have a registered domestic partner. Male spouses two years older than their female spouses.

Health care claims development – The sample per capita claim cost assumptions shown below by age, benefit, and plan represent the true underlying baseline experience estimated for the City of Seattle's sponsored postretirement benefits and costs.

	Pre-65 Medical, RX, and Admin Combined					
Age	Aetna Preventive Plan	Aetna Traditional	Aetna Medicare Pre65	Kaiser Standard	Kaiser Deductible	Kaiser MAPD Pre65
50	$ 18,062	$ 16,082	$ 13,016	$ 10,627	$ 8,253	$ 6,857
55	22,293	19,850	16,066	13,117	10,186	8,464
60	27,649	24,619	19,925	16,268	12,633	10,497

The average medical and prescription drug per capita claims costs were developed from 2025 calendar year self-funded premium rates. Premium-equivalent rates were provided by City of Seattle's health pricing actuary. The average medical and prescription drug per capita "adult-equivalent" claims costs were based on the respective pre-65 enrollment weighted average of the 2025 four-tier rate structure including the add-on cost of dependent children and trended back from 2025 to 2024 to be centered at the mid-point of the annual period following the valuation date. Average medical/Rx per capita claims costs were then age-adjusted based on the demographics of the rating population, and the assumed health care aging factors shown in the table below.

Models are used to estimate underlying per capita medical and drug claims costs, subsequently utilized as assumption inputs for valuation models used to develop the liabilities for the 2025 and future valuations.

Morbidity factors – The claim costs for medical and prescription drugs were assumed to increase with age according to the table below.

Age	Medical	Rx	Composite
40–44	3.0%	4.8%	3.3%
45–49	3.7%	4.7%	3.8%
50–54	4.2%	4.7%	4.3%
55–59	4.4%	4.6%	4.4%
60–64	3.7%	4.6%	3.8%

Other considerations – Active employees with current spouse and/or dependent coverage elect the same plan and coverage. After retirement, it is assumed that children will have aged off coverage and will have $0 liability.

OPEB liability – The Fund reported an OPEB liability of approximately $4.3 million in 2024 and $2.4 million in 2023. The Fund's proportionate share of the OPEB liability was 5.12% and 5.63% for the years ended December 31, 2024 and 2023, respectively. Based on the actuarial valuation date of January 1, 2024, details regarding the Fund's total OPEB liability, plan fiduciary net position, and net OPEB liability as of December 31, are shown below.

	Total OPEB Liability at December 31,	
	2024	2023
Changes recognized for the fiscal year:		
Service cost	$ 132,424	$ 200,438
Interest on the total OPEB liability	97,808	67,271
Differences between expected and actual experience	(62,417)	-
Changes of assumptions	1,838,548	(450,575)
Contributions from the employer	(125,611)	(137,043)
Other changes	(24,758)	(38,211)
Net changes	1,855,994	(358,120)
Balance recognized at December 31, 2023	2,406,650	2,764,770
Balance recognized at December 31, 2024	$ 4,262,644	$ 2,406,650

The Fund recorded an expense for OPEB of $229,161 in 2024 and $51,476 in 2023. The Health Care Subfund of the General Fund is reported in The City of Seattle's Annual Comprehensive Financial Report.

Discount rate and healthcare cost trend rates – The discount rate used to measure the total OPEB liability is 3.26% for 2024 and 3.72% for 2023. The following tables present the sensitivity of total OPEB liability calculation to a 1% increase and a 1% decrease in the discount rate used to measure the total OPEB liability:

Discount Rate Sensitivity

	OPEB Liability at December 31,	
	2024	2023
Discount rate		
1% decrease	$ 4,693,752	$ 2,669,747
Current discount rate	4,262,644	2,406,650
1% increase	3,871,141	2,168,313

The following table presents the sensitivity of total Health Plan OPEB liability calculation to a 1% increase and a 1% decrease in the health care cost trend rates used to measure the total health plan OPEB liability:

	OPEB Liability at December 31, 2024	OPEB Liability at December 31, 2023
Discount rate		
1% decrease	$ 3,754,275	$ 2,078,685
Current trend rate	4,262,644	2,406,650
1% increase	4,867,231	2,797,256

Deferred outflows of resources and deferred inflows of resources related to OPEB – The following table presents information about the OPEB-related deferred outflows of resources and deferred inflows of resources for the Fund at December 31, 2024:

	Deferred Outflows	Deferred Inflows
Difference between actual and expected experience	$ 290,033	$ 633,460
Assumption changes	1,750,529	851,044
Contributions made in 2024 after measurement date	172,198	-
Total	$ 2,212,760	$ 1,484,504

The following table presents information about the OPEB-related deferred outflows of resources and deferred inflows of resources for the Fund at December 31, 2023:

	Deferred Outflows	Deferred Inflows
Difference between actual and expected experience	$ 408,400	$ 672,971
Assumption changes	136,137	1,104,362
Contributions made in 2023 after measurement date	138,100	-
Total	$ 682,637	$ 1,777,333

The Fund's contributions made in 2024 in the amount of $172,198 are reported as deferred outflows of resources and will be recognized as a reduction of the total OPEB liability in the year ending December 31, 2025. Other inflows and outflows related to OPEB will be recognized in the future as shown in the following table. Note that additional future deferred outflows and inflows of resources may impact these amounts.

Year Ending December 31,	Amortization
2025	$ (1,039)
2026	(1,039)
2027	41,901
2028	61,578
2029	69,914
Thereafter	384,743
Total	$ 556,058

The Health Care Subfund of the General Fund is reported in the City's Annual Comprehensive Financial Report which can be obtained by writing the Department of Finance, City of Seattle, PO Box 94747, Seattle, WA 98124-4747 or www.seattle.gov/investor-relations.

Note 6 – Claims Payable

The City and the Fund are self-insured for certain losses arising from personal and property damage claims by third parties and for casualty losses to the Fund's property. Liabilities for identified claims and claims incurred but not reported have been recorded by the Fund.

For 2024 and 2023, liabilities for workers' compensation claims, as well as other claims, are discounted over a 15-year period at the City's rate of return on investments of 3.61% and 3.12%, respectively. Claims expected to be paid within one year are $4,548,799 and $2,907,466 as of December 31, 2024 and 2023, respectively.

The schedules below present the changes in the liability for workers' compensation claims and other claims (risk financing liabilities) as of December 31:

	2024	2023
Beginning liability, discounted	$ 12,834,613	$ 11,915,192
Payments	(2,907,263)	(3,745,172)
Incurred claims and change in estimate	5,663,909	4,664,593
Ending liability, discounted	$ 15,591,259	$ 12,834,613

The Fund is involved in litigation from time to time as a result of operations.

Note 7 – Compensated Absences

The Fund has recorded a liability for vested but unused compensatory and vacation leave, as well as estimated sick leave payments calculated based on the economic resources measurement focus for leave that is more likely than not to be settled by cash payments or noncash settlement, such as conversion to defined postemployment benefits. The schedules below show the compensated absences activity during the years ended December 31, 2024 and 2023:

	2024	2023
Beginning liability	$ 7,014,592	$ 6,864,509
Net Additions/Reductions	545,128	150,083
Ending liability	$ 7,559,720	$ 7,014,592

Note 8 – Pension Benefit Plan

Plan description – The Seattle City Employees' Retirement System (the System) is a cost-sharing multiple employer pension plan covering employees of the City of Seattle and is administered in accordance with Chapter 4.36 of the Seattle Municipal Code.

The System is governed by the Retirement System Board of Administration (the Board). The Board consists of seven members including the Chair of the Finance Committee of the Seattle City Council, the City of Seattle Finance Director, the City of Seattle Personnel Director, two active members and one retired member of the System who are elected by other System members, and one outside board member who is appointed by the other six board members. Elected and appointed board members serve for three-year terms.

Beginning with employees with hire dates of January 1, 2017 or later, all new members are enrolled in SCERS Plan II, which has contribution and benefit calculation rates different than the original SCERS I Plan. All Fund employees are eligible to participate in the system.

System benefits – Service retirement benefits are calculated on the basis of age, salary, and service credit.

SCERS I – The System provides retirement, death, and disability benefits. Retirement benefits vest after five years of credited service, while death and disability benefits vest after 10 years of service. Members are eligible for retirement benefits after 30 years of service; at age 52 after 20 years of service; at age 57 after 10 years of service; and at age 62 after five years of service. Annual retirement benefits are calculated as 2% multiplied by years of creditable service, multiplied by average salary, based on the highest 24 consecutive months, excluding overtime. Members who retire before meeting the age and/or years of service requirement receive a 0.1% reduction for each year that retirement precedes the date of eligibility. Retirement benefits vest after five years of credited service.

SCERS II – Members are eligible for retirement benefits at age 55 after 20 years of service, at age 57 after 10 years of service, and at age 60 after 5 years of service. Annual retirement benefits are calculated as 1.75% multiplied by years of creditable service, multiplied by average salary, based on the highest 60 consecutive months, excluding overtime. Members who retire before meeting the age and/or years of service requirement receive a 0.1% reduction for each year that retirement precedes the date of eligibility. Retirement benefits vest after five years of credited service.

Member and employer contributions – member and employer contributions are:

	YEAR	SCERS I	SCERS II
Member Contribution	2024	10.03%	7.00%
	2023	10.03%	7.00%
Employer Contribution	2024	15.31%	14.91%
	2023	15.91%	15.56%

Member and employer rates are established by the Seattle Municipal Code Chapter 4.36. The Fund's contributions to the System for the years ended December 31, 2024 and 2023, were $11,134,323 and $9,411,900, respectively.

The System issues stand-alone financial statements, which may be obtained by writing to the Seattle City Employees' Retirement System, 720 Third Avenue, Suite 900, Seattle, Washington, 98104, and telephone: (206) 386-1293, or email at retirecity@seattle.gov or https://www.seattle.gov/retirement/forms-and-publications/publications.

Pension liabilities, pension expense, and deferred outflows of resources and deferred inflows of resources related to pensions – At December 31, 2024 and 2023, the Fund reported a liability of $76,925,098 and $90,297,842, respectively, of its proportionate share of the System's net pension liability. The net pension liability was measured as of December 31, 2023 and 2022, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of January 1, 2024 and 2023. The Fund's proportion of the net pension liability was based on a projection of the City's long-term share of contributions to the pension plan relative to the projected contributions of all participating parties, actuarially determined. At December 31, 2024 and 2023, the Fund's proportion was 6.21% and 6.96%, respectively.

For the years ended December 31, 2024 and 2023, the Fund recognized pension expense of approximately $8,047,000 and $13,187,000, respectively.

The Fund's deferred outflows and inflows of resources are as follows at December 31, 2024:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	$ 535,141	$ 591,250
Change of assumptions	3,407,405	-
Difference between projected and actual earnings	9,782,026	-
Contributions made subsequent to measurement date	11,134,323	-
Changes in proportion and differences between employer contributions and proportionate share of contributions	-	2,395,178
Total	$ 24,858,895	$ 2,986,428

The Fund's deferred outflows and inflows of resources are as follows at December 31, 2023:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	$ 140,991	$ 1,132,225
Change of assumptions	5,685,901	-
Difference between projected and actual earnings	18,395,996	-
Contributions made subsequent to measurement date	9,411,900	-
Changes in proportion and differences between employer contributions and proportionate share of contributions	-	1,068,687
Total	$ 33,634,788	$ 2,200,912

The Fund's contributions made subsequent to the measurement date are reported as deferred outflows of resources and will be recognized as a reduction of the net pension liability in the year ended December 31, 2025. Amounts currently reported as deferred outflows of resources relate to actual experience and difference in actual earnings on pension investments from projected earnings and will be recognized in pension expense as follows for years ending December 31:

Year	**Amortization**
2025	$ 824,284
2026	4,388,285
2027	6,789,261
2028	(2,812,609)
2029	1,548,923
Total	$ 10,738,144

Actuarial assumptions – The total pension liability as of December 31, 2024, was determined using the following actuarial assumptions:

Valuation date	January 1, 2023
Measurement date	December 31, 2023
Actuarial cost method	Individual Entry Age Normal
Amortization method	Level Percent, Closed
Remaining amortization period	30 years as of January 1, 2013 valuation
Asset valuation method	5-Year Non-asymptotic
Inflation	2.60%
Investment rate of return	6.75% compounded annually, net of expenses
Discount rate	6.75%
Projected general wage inflation	2.6%
Postretirement benefit increases	1.5%
Mortality	Various rates based on PubG-2010 mortality tables and using generational projection of improvement using MP-2021 Ultimate projection scale. See 2022 Investigation of Experience report for details.

The actuarial assumptions that determined the net pension liability as of the measurement date were based on the results of an actuarial experience study for the period January 1, 2018, – December 31, 2021.

The discount rate used to measure the pension liability is based on a projection of cash flows assuming that plan member contributions will be made at the current contribution rate and that participating employer contributions will be made at rates equal to the difference between actuarially determined contribution rates and the member rate. Based on those assumptions, the System’s 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 on pension plan investments was applied to all periods on projected benefit payment to determine total pension liability.

The long-term expected rate of return assumption was based on the System’s investments using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expect future real rates of return by the target asset allocation percentage and by adding expected inflation.

Best estimates of geometric real rates of return for each major asset class included in the System's target asset allocation as of December 31, 2024, are summarized in the following table:

Asset Class	Long-Term Expected Real Rate of Return
Equity: Public	4.70%
Equity: Private	7.50%
Fixed Income: Broad	2.30%
Fixed Income: Credit	5.80%
Real Assets: Real Estate	4.20%
Real Assets: Infrastructure	4.50%

Sensitivity analysis – The following presents the Fund's proportionate share of the net pension liability calculated using the discounted rate of 6.75%, as well as what the employer's proportionate share of the net pension liability would be if it were calculated using a discount rate that is one percentage point lower (5.75%) or one percentage point higher (7.75%) than the current rate.

1% Decrease 5.75%	Current Discount Rate 6.75%	1% Increase 7.75%
$ 125,305,331	$ 76,925,098	$ 48,324,248

Note 9 – Environmental Liabilities

Following is a brief description of the significant sites that require environmental remediation:

Lower Duwamish Waterway (LDW) Superfund site – The U.S. Environmental Protection Agency (EPA) has indicated that it will require the remediation of the LDW site under its Superfund authority. In order to manage the liability, the City has worked with the EPA and other PRPs to complete a Remedial Investigation (RI) and Feasibility Study (FS). On November 2, 2012, the EPA and Ecology approved the Lower Duwamish Waterway Group's FS. The EPA announced their proposed cleanup plan in February 2013 for public comment. The remaining scope of cleanup by PRPs has been decided by the EPA in the 2014 Record of Decision. The Fund recorded an estimate of its share of the estimated total cost. Remedial design work began in 2019. Pre-design work has been completed and design work for the upper and middle reaches of the waterway are underway pursuant to amendments to the existing EPA order.

Specific "early action sites" have been cleaned up separately under Administrative Orders on Consent (AOC). The Fund, together with other PRPs, has completed two early action sites identified during the RI under EPA issued AOC: Slip 4 and T-117.

East Waterway Site – In 2006 the EPA issued an AOC for a Supplemental RI and FS for the East Waterway, an operable unit of the Harbor Island Superfund Site. The Port of Seattle (the Port) alone signed the AOC. Both the City and King County signed a Memorandum of Agreement with the Port to participate as cost share partners in the RI/FS work required by the EPA. The RI and FS are complete. The FS identifies a range of alternatives for cleanup construction that range in cost from $256 million to $411 million (2016 dollars). EPA released their Proposed Plan in 2023. The interim Record of Decision was issued by the EPA in 2024. Remedial design activities are expected to start in late 2025. The Fund recorded an estimate of its share of the estimated total cost.

Gas Works Park Sediment Site – In April 2002, the Department of Ecology (DOE) named the City and another party, Puget Sound Energy (PSE), as PRPs for contamination at the Gas Works Sediments Site in North Lake Union. The City and PSE signed an Agreed Order with the DOE in 2005 to initiate two RIs and FSs for the sediment site: one in the western portion of the site led by the City, and another in the eastern portion of the site led by PSE. Subsequently, in fall of 2012, the City and PSE entered into a Settlement, Release, and Cost Allocation Agreement that puts Puget Sound Energy in the lead for all additional cleanup work at the site and eliminated the east-west split. Based on the 2012 Agreement, the City pays for 20% of the Shared Costs incurred by PSE for the cleanup work. DOE approved the site RI/FS in January 2023. A Clean-up Action Plan, which is the State's equivalent to a Record of Decision under the Model Toxics Control Act, was developed in 2023 and, will be an exhibit to a Consent Decree. The Consent Decree was filed in January 2024 for design and construction of the sediment cleanup and signed by the City and PSE.

North Boeing Field/Georgetown Steam Plant – The City, King County, and Boeing have signed an Administrative Order with the DOE requiring them to investigate and possibly remove contamination in an area that encompasses North Boeing Field, the Georgetown Steam Plant, and the King County Airport. A RI is currently in preparation.

Terminal 108 – EPA notified the City in 2019 that it is a Potentially Responsible Party for a site adjacent to the Lower Duwamish Waterway that is known as Terminal 108 or T108. The City's potential liability arises from a former sewage treatment plant that was located there. Other PRPs include the Port of Seattle, which is the current owner of the site, King County, the United States and several private entities. In 2020, the Port of Seattle, City of Seattle (SPU), and King County entered into an agreed Administrative Order with EPA and a cost-sharing agreement among themselves to complete an Engineering Evaluation and Cost Analysis (EE/CA). Work has begun on the investigative phase of the EE/CA at the T108 site in accordance with the Administrative Order, which will lead to a recommended removal or cleanup action. Preparation of the draft EE/CA report began in late 2024 and continue into 2025. Liabilities are estimated through the EE/CA. The Fund's ultimate liability is indeterminate.

South Park Marina – The Washington Department of Ecology notified the City in 2016 that it is a Potentially Liable Party for contamination at the South Park Marina, which is adjacent to Terminal 117. The City Light Department is the lead department for the City at this site. The Potentially Liable Parties (PLPs), which are the City, the Port, and South Park Marina (SPM), signed a final Agreed Order for a Remedial Investigation (RI) in April 2019. A Common Interest and Cost Sharing Agreement among the PLPs was signed in 2019 with an interim cost share of one-third each. In 2019, the City contracted with a consultant to complete the RI. The City's share is split between City Light (97.5%) and SPU (2.5%). The Department's ultimate liability is indeterminate. Ecology is likely to issue an order for the next phase of work in 2025.

The Fund has included in its estimated liability those portions of the environmental remediation work that are currently deemed to be reasonably estimable. Cost estimates were developed using the expected cash flow technique in accordance with GASB 49. For most of the sites, estimated outlays were based on current cost and no adjustments were made for discounting or inflation. The Duwamish site cost estimates were adjusted to remove discounting and to record the costs in 2024 dollars. Cost scenarios were developed for a given site based on data available at the time of estimation and will be adjusted for changes in circumstance. Scenarios consider the relevant potential requirements and are adjusted when benchmarks are met or when new information revises estimated outlays, such as changes in the remediation plan or operating conditions. Costs reflect cost-sharing agreements in effect. In addition, certain estimates were derived from independent engineers and consultants. The estimates were made with the latest information available; however, as new information becomes available, estimates may vary significantly due to scope changes, price fluctuations, technological advances, or applicable laws.

The Fund is aggressively pursuing other third parties that may have contributed to the contamination of the sites noted. The Fund's estimate for not yet realized recoveries from other parties for their share of remediation work that offset the Fund's estimated environmental liability was $4.3 million as of December 31, 2024, and $3.6 million as of December 31, 2023.

The following changes in the provision for environmental liabilities at December 31 are:

	2024	2023
Beginning environmental liability, net of recovery	$ 272,729,735	$ 215,604,015
Payments or amortization	(8,721,591)	(5,233,517)
Incurred environmental liability	52,348,694	62,359,237
Ending environmental liability, net of recovery	$ 316,356,838	$ 272,729,735

The following table represents the current and long term portions for the environmental liabilities:

	2024	2023
Environmental liability, current	$ 13,683,946	$ 6,884,332
Environmental liability, noncurrent	302,672,892	265,845,403
Ending liability	$ 316,356,838	$ 272,729,735

Note 10 – Loans

The Fund has various construction projects that are financed by low interest loans issued by the State of Washington. The loan agreements require that the Fund finance a portion of these projects from other sources. These loans have been used to enhance the drainage system.

In 2017, the Fund entered into a loan agreement with the Washington State Department of Ecology to borrow up to $39.4 million to support the construction and improvements for the Henderson North Combined Sewer Overflow. Amounts borrowed under this agreement accrue interest at a rate of 2.4% per annum and are to be repaid by August 2037.

In 2019, the Fund entered into a 20-year loan agreement with the Washington State Department of Ecology to borrow up to $25.0 million to support the Ship Canal Water Quality Project. Amounts borrowed under this agreement accrue interest at the rate of 2.0% per annum and are to be repaid by June 2042. As of December 31, 2022, the Fund had drawn $23.3 million on the loan. The final draw of $0.3 million was completed on April 26, 2022, bringing the final loan balance to $24 million with accrued interest. As of December 31, 2024, the loan had an outstanding balance of $21.5 million.

In 2020, the Fund entered into a 20-year loan agreement with the Washington State Department of Commerce Public Work Board to borrow up to $10 million for Pearl Street Drainage & Wastewater Improvement. Amounts borrowed under this agreement accrue interest at the rate of 1.58%. As of December 31, 2024, the loan had an outstanding balance of $8.3 million.

In 2020 the Fund entered into a 30-year loan agreement with the United States Environmental Protection Agency to borrow up to $192 million (N18106WA) to support the Ship Canal Water Quality Project. Amounts borrowed under this agreement accrue interest at a rate of 1.01% per annum. As of December 31, 2024 the Fund has drawn $86.8 million on the loan.

In 2021, the Fund entered into a 20-year loan agreement with the Washington State Department of Ecology to borrow up to $66.0 million (EL210276 and EL210311) to support the Ship Canal Water Quality Project. In 2022, this was amended for an additional $59.0 million (EL220699 and EL220700). Amounts borrowed under this agreement accrue interest at the rate of 1.2% per annum. As of December 31, 2024, the Fund had drawn $125.0 million on the loan.

In 2024, the Fund entered into 30-year loan agreement with the Washington State Department of Ecology to borrow up to $11.9 million for the South Thornton Natural Drainage System. Amounts borrowed under this agreement accrue interest at a rate of 1.6%. As of December 31, 2024, the loan had an outstanding balance of $9.3 million.

Loans outstanding as of December 31, 2024 and 2023, are as follows:

Description	Maturity Years	Interest Rate	Amount Borrowed	Loans Outstanding 2024	Loans Outstanding 2023
Midvale	2013-2031	0.25%	$ 4,000,000	$ 1,482,395	$ 1,694,165
Thornton Creek Natural Drainage Systems	2006-2024	0.50%	3,700,000		195,882
High Point Natural Drainage Systems	2010-2029	1.50%	2,679,413	684,525	830,473
South Park Flood Control and Local Drainage Program	2007-2025	0.50%	3,400,000	197,123	394,246
Thornton Creek Water Quality Project	2011-2030	1.50%	6,983,021	2,188,402	2,567,269
Capital Hill Water Quality Project	2014-2033	2.60%	1,880,598	994,773	1,091,625
Henderson CSO	2018-2037	2.40%	36,372,252	24,926,384	26,616,241
Pearl Street	2021-2039	1.58%	10,000,000	8,252,816	8,803,004
Ship Canal Water Quality Project					
EL190167 SRF	2022-2024	2.00%	23,967,096	21,504,093	22,520,346
EL210276 SRF	2025-2044	1.20%	38,365,000	38,365,000	38,365,000
EL210311 SRF	2025-2044	1.20%	27,635,000	27,635,000	27,635,000
EL220699 SRF	2025-2044	1.20%	27,631,000	27,631,000	27,631,000
EL220700 SRF	2025-2044	1.20%	31,369,000	31,369,000	31,369,000
N18106WA WIFIA	2023-2055	1.01%	34,238,280	86,791,586	34,238,280
South Thornton Natural Drainage System	2026-2031	0.80%	11,891,738	9,305,276	
			$ 264,112,398	$ 281,327,373	$ 223,951,531

Minimum debt service requirements to maturity on long term loans are as follows:

Years Ending December 31,	Principal	Interest	Total
2025	$ 4,358,851	$ 2,206,288	$ 6,565,139
2026	12,602,863	3,537,948	16,140,811
2027	12,775,054	3,361,826	16,136,880
2028	12,950,027	3,182,986	16,133,013
2029	13,048,907	3,001,356	16,050,263
2030 - 2034	64,896,927	12,274,089	77,171,016
2035 - 2039	62,444,065	7,718,807	70,162,872
2040 - 2044	57,176,851	4,134,819	61,311,670
2045 - 2049	24,162,418	1,559,066	25,721,484
2050 - 2054	18,023,459	661,850	18,685,309
2055 - 2059	3,721,364	33,676	3,755,040
	$ 286,160,787 *	$ 41,672,711	$ 327,833,498

* Includes accrued interest of $4,833,414 on the ship canal loans that will be added to the loans once the draws are completed

The following table shows the loan activity during the years ended December 31:

	2024	2023
Net loans, beginning of year	$ 223,951,531	$ 142,010,882
Loan proceeds	61,858,582	86,283,601
Principal payments	(4,482,740)	(4,342,952)
Net loans, end of year	$ 281,327,373	$ 223,951,531
Loans due within one year	$ 4,358,851	$ 4,482,740
Loans, noncurrent	$ 276,968,522	$ 219,468,791

Note 11 – Wastewater Disposal Agreement

The Fund has a wastewater disposal agreement with the King County Department of Natural Resources Wastewater Treatment Division (the Division), which expires in 2036. The monthly wastewater disposal charge paid to the Division is based on the Division's budgeted cost for providing the service. The charges are determined by water consumption and the number of single-family residences as reported by SPU and other component agencies. Payments made by the Fund were $202,120,643 and $186,991,467 for fiscal years 2024 and 2023, respectively.

Required Supplementary Information

Seattle Public Utilities – Drainage and Wastewater Fund
(An Enterprise Fund of the City of Seattle)
Required Supplementary Information

Schedule of Seattle Public Utilities' Proportionate Share of the Net Pension Liability

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
Employer's proportion of the net pension liability	13.81%	14.21%	14.76%	14.62%	14.33%	14.55%	14.73%	15.13%	16.37%	16.96%
Employer's proportionate share of the net pension liability	$ 185,271,435	$ 214,988,644	$ 122,309,887	$ 143,163,797	$ 180,105,232	$ 221,049,893	$ 163,086,154	$ 197,454,529	$ 212,671,200	$ 187,919,945
Employer's covered payroll	$ 129,935,333	$ 127,869,634	$ 126,830,347	$ 127,584,358	$ 112,528,955	$ 111,973,027	$ 107,715,383	$ 106,696,535	$ 105,031,141	$ 102,783,473
Employer's proportionate share of the net pension liability as a percentage of its covered payroll	142.59%	168.13%	96.44%	112.21%	160.05%	197.41%	151.40%	185.06%	202.48%	182.83%
Plan fiduciary net position as a percentage of the total pension liability	74.93%	70.63%	83.31%	78.81%	71.48%	64.14%	72.04%	65.60%	64.03%	67.70%

Schedule of Seattle Public Utilities' Contributions

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
Contractually required employer contribution	$ 20,748,200	$ 20,632,427	$ 20,589,068	$ 20,654,175	$ 17,041,133	$ 17,103,559	$ 16,466,270	$ 16,354,089	$ 16,487,154	$ 15,170,276
Contributions in relation to the contractually required employer contribution	(20,748,200)	(20,632,427)	(20,589,068)	(20,654,175)	(17,041,133)	(17,103,559)	(16,466,270)	(16,354,089)	(16,487,154)	(15,170,276)
Employer contribution deficiency (excess)	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Employer's covered payroll	$ 129,935,333	$ 127,869,634	$ 126,830,347	$ 127,584,358	$ 112,528,955	$ 111,973,027	$ 107,715,383	$ 106,696,535	$ 105,031,141	$ 102,783,237
Employer contributions as a percentile of covered payroll	15.97%	16.14%	16.23%	16.19%	15.14%	15.27%	15.29%	15.33%	15.70%	14.76%

Schedule of the City's Total OPEB Liability and Related Ratios

	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2021	December 31, 2020	December 31, 2019	December 31, 2018
Total OPEB Liability							
Normal cost	$ 2,588,171	$ 3,563,210	$ 4,514,549	$ 4,015,249	$ 3,378,925	$ 3,842,152	$ 3,821,876
Interest	1,911,611	1,195,910	1,553,119	1,813,401	2,586,942	2,195,238	2,583,105
Differences between expected and actual experience	(1,219,914)	-	(16,026,625)	-	6,956,579	-	13,491,865
Changes in assumptions	35,933,709	(8,009,946)	(1,556,412)	3,738,597	(7,760,776)	(3,886,702)	(22,126,128)
Benefit payment	(2,455,021)	(2,436,239)	(3,039,800)	(2,933,774)	(2,484,320)	(2,333,610)	(2,289,000)
Total OPEB liability – beginning of year	50,015,500	55,702,565	70,257,734	63,624,261	60,946,911	61,129,833	65,648,115
Total OPEB liability – end of year	$ 86,774,056	$ 50,015,500	$ 55,702,565	$ 70,257,734	$ 63,624,261	$ 60,946,911	$ 61,129,833
Covered-employee payroll	$ 1,335,721,665	$ 1,145,862,502	$ 1,145,862,502	$ 1,124,692,046	$ 1,124,692,046	$ 1,015,097,334	$ 1,015,097,334
Total OPEB liability as percentage of covered-employee payroll	6.50%	4.36%	4.86%	6.25%	5.66%	6.00%	6.02%

Other Information (Unaudited)

Drainage Wastewater Debt Service Coverage Calculation 2024

Operating Revenues	
Wastewater	$ 371,433,349
Drainage	197,806,106
Other	7,600,922
Total Operating Revenue	576,840,377
Operating Expense	
Wastewater Treatment Contract	203,797,408
Other Operations and Maintenance	148,826,457
City Taxes	67,227,628
Other Taxes	8,753,134
Total Operating Expenses Before Debt Service	428,604,627
Net Operating Income	148,235,750
Adjustments	
Add: Claim Expense	5,663,909
Add: City Taxes	67,227,628
Add: Investment Interest	20,633,548
Less: DSRF Earnings	(1,141,706)
Add: BAB's Subsidy	1,088,007
Add (Less): Net Other Nonoperating Revenues/(Expenses)	119,683,574
Add: Proceeds from Sale of Assets	(17,226)
Total Adjustments	213,137,734
Net Revenue Available for Debt Service	$ 361,373,484
Net Revenue Available for Debt Service (w/o City Taxes)	$ 294,145,856
Annual Debt Service	$ 67,581,846
Less: DSRF Earnings	(1,141,706)
Adjusted Annual Debt Service	$ 66,440,140
Coverage	5.44
Coverage without taxes	4.43

Statistics Required for Revenue Bond Continuing Disclosure

Wastewater System Operating Statistics

	2020	2021	2022	2023	2024
Population Served	737,015	742,400	762,500	779,200	795,000
Billed Wastewater Revenues ($1,000's)	$ 302,829	$ 324,630	$ 337,634	$ 350,340	$ 370,013
Billed Wastewater Volume (Thousand CCF)					
Residential	7,851	7,867	7,429	7,332	7,400
Commercial	11,995	12,127	12,818	13,262	13,365
Total	19,846	19,994	20,247	20,594	20,765
Gallons Used Per Day Per Capita	55.15	55.16	54.38	54.13	53.49

Drainage and Wastewater – 2024 Accounts and Billed Revenues

	Drainage	Wastewater
Customer Accounts		
Residential	158,635	158,641
Commercial	68,890	19,703
Total	227,525	178,344

	Drainage	Wastewater
Billed Revenue		
Residential	$ 88,671,132	$ 123,953,978
Commercial	109,134,974	247,479,371
Total	$ 197,806,106	$ 371,433,349

Major Wastewater Customers – 2024 Annual Billed Revenues and Percentage of Revenue

Name	Revenue	% of Total Revenue
University of Washington	$ 9,781,524	2.6%
Seattle Housing Authority	8,034,220	2.2%
City of Seattle	4,470,390	1.2%
Equity Residential	3,330,521	0.9%
Marriott	2,953,706	0.8%
Hyatt	1,921,413	0.5%
Bellwether Housing	1,839,497	0.5%
King County	1,736,977	0.5%
Harborview Medical Center	1,668,719	0.4%
Essex Property	1,504,400	0.4%

Major Drainage Customers – 2024 Annual Billed Revenues and Percentage of Revenue

Name	Revenue	% of Total Revenue
City of Seattle	$ 13,004,447	6.6%
King County	4,181,809	2.1%
Seattle Public Schools	4,078,266	2.1%
University of Washington	3,544,901	1.8%
BNSF	3,041,437	1.5%
Federal Government	1,346,668	0.7%
Seattle Housing Authority	1,335,198	0.7%
Union Pacific	1,205,869	0.6%
Archdiocese Of Seattle	812,027	0.4%
Prologis Inc	789,928	0.4%

Wastewater Rates

	2019	2020	2021	2022	2022	2023	2024	2025
Volume rate per ccf	$ 14.48	$ 15.55	$ 16.67	$ 17.01	$ 17.01	$ 17.63	$ 18.30	$ 19.21

Note: 1 CCF equals 748 gallons. Wastewater rates increased 5% and 3.6% in 2024 and 2023, respectively.

Drainage Rates

Small Residential Pre-2005 Rate Structure	2019	2020	2021	2022	2022	2023	2024
0-1,999 sq. ft.	$ 169.81	$ 183.47	$ 195.57	$ 204.21	$ 204.21	$ 216.23	$ 229.93
2,000 - 2,999 sq. ft.	276.51	298.75	320.58	337.13	337.13	356.90	379.58
3,000 - 4,999 sq. ft.	383.43	414.26	445.25	465.91	465.91	493.22	524.59
5,000 - 6,999 sq. ft.	516.72	558.27	599.94	632.67	632.67	669.75	712.36
7,000 - 9,999 sq. ft.	652.61	705.09	757.69	797.99	797.99	844.75	898.51

2025+ Rate Structure	2025
0-1,999 sq. ft.	$ 235.28
2,000 - 3,499 sq. ft.	447.08
3,500 - 4,499 sq. ft.	572.64
4,500 - 5,499 sq. ft.	672.93
5,500 - 6,499 sq. ft.	764.98
6,500 - 9,999 sq. ft.	929.48

Gen Service (per ksqft)

Pre-2005 Rate Structure	% Range Impervious	2019	2020	2021	2022	2022	2023	2024
Undeveloped	0 - 15%	$ 42.62	$ 46.05	$ 49.49	$ 53.68	$ 53.68	$ 56.83	$ 60.44
Undeveloped LI	0 - 15%	25.36	27.40	29.45	31.11	31.11	32.93	35.02
Light	16 - 35%	63.64	68.75	73.92	79.66	79.66	84.33	89.69
Light LI	16 - 35%	49.85	53.85	57.87	61.92	61.92	65.55	69.72
Medium	36 - 65%	90.58	97.86	105.15	112.87	112.87	119.48	127.08
Medium LI	36 - 65%	73.31	79.21	85.00	91.20	91.20	96.54	106.28
High	66 - 85%	119.86	129.50	139.17	149.12	149.12	157.85	167.91
Very High	86 - 100%	143.10	154.60	165.81	177.83	177.83	188.24	200.23

2025+ Rate Structure	Max % Impervious	2025
T1	10%	$ 59.82
T2	20%	65.11
T3	35%	94.46
T4	50%	123.19
T5	65%	138.77
T6	85%	183.25
T7	100%	216.17

* SFR parcels more than 10,000 sq. ft. are billed under the commercial rate structure.

APPENDIX D

DEMOGRAPHIC AND ECONOMIC INFORMATION

DEMOGRAPHIC AND ECONOMIC INFORMATION

Seattle is the largest city in the Pacific Northwest, serves as the King County seat and is the center of the County's economic activity. King County is the largest county in the State in population, number of cities and employment, and the twelfth most populous county in the United States. Of the State's population, nearly 30% reside in the County, and of the County's population, 34% live in the City of Seattle.

Population

The most recently released historical and current population counts and estimates for the State of Washington, the County, and the City are given below.

POPULATION

Year	Washington	King County	Seattle
2015 (1)	7,106,989	2,061,981	660,908
2016 (1)	7,237,661	2,118,958	684,136
2017 (1)	7,344,589	2,149,910	694,513
2018 (1)	7,464,069	2,187,460	707,555
2019 (1)	7,582,481	2,227,755	724,144
2020 (2)	7,705,281	2,269,675	737,015
2021 (1)	7,766,975	2,287,050	742,400
2022 (1)	7,864,400	2,317,700	762,500
2023 (1)	7,951,150	2,347,800	779,200
2024 (1)	8,035,700	2,378,100	797,700

(1) Source: State of Washington, Office of Financial Management.

(2) Source: U.S. Department of Commerce, Bureau of Census.

Per Capita Income

The following table presents per capita personal income for the Seattle Metropolitan Division, the County, the State, and the United States.

PER CAPITA INCOME

	2019	2020	2021	2022	2023
Seattle MD	$ 84,170	$ 89,596	$ 99,417	$ 101,703	$ 109,517
King County	93,620	99,372	111,117	113,819	122,235
State of Washington	63,405	67,674	74,188	75,332	80,930
United States	55,547	59,153	64,430	65,470	69,810

Source: U.S. Bureau of Economic Analysis, U.S. Department of Commerce

Construction

The table below lists the value of housing construction for which building permits have been issued within the City. The value of public construction is not included in this table.

CITY OF SEATTLE
RESIDENTIAL BUILDING PERMIT VALUES

	New Single Family Units		New Multi-Family Units		
Year	**Number**	**Value($)**	**Number**	**Value($)**	**Total Value($)**
2020	247	111,343,923	5,479	637,037,156	748,381,079
2021	264	78,231,798	11,716	1,849,751,186	1,927,982,984
2022	418	118,165,369	8,572	1,504,100,013	1,622,265,382
2023	473	140,275,496	4,826	787,765,782	928,041,278
2024	405	125,340,190	5,490	1,048,530,292	1,173,870,482

Source: *U.S. Bureau of the Census*

Retail Activity

The following tables present information on taxable retail sales in King County and the City.

THE CITY OF SEATTLE AND KING COUNTY
TAXABLE RETAIL SALES

Year	King County	City of Seattle
2019	$72,785,180,223	$29,953,200,188
2020	66,955,895,952	24,904,879,115
2021	78,440,949,141	30,047,705,303
2022	86,667,370,219	33,660,750,206
2023	88,080,125,666	34,696,583,976

Source: *Quarterly Business Review, Washington State Department of Revenue*

Employment

The following table presents total employment in Washington State in 2024 for certain major employers in the Puget Sound area. This list of major employers in the Puget Sound region includes several high-technology sector employers, most notably Amazon, Microsoft, Meta (Facebook), and Google. In late 2022 and early 2023, some large-scale layoffs were announced in that sector across the global workforce and others are expected to occur. It is not clear when such reductions will occur or what impact any such actions might have on employment in the region.

PUGET SOUND
MAJOR EMPLOYERS[1]

Employer	Employees
Amazon.com	87,000
The Boeing Co.	66,800
Microsoft Corp.	55,100
Joint Base Lewis-McChord	54,000
University of Washington Seattle	53,000
Providence Swedish	46,000
Navy Region Northwest	37,000
Walmart Inc.	22,700
Costco Wholesale Corp.	21,500
Kroger Co.	21,000
MultiCare Health System	20,700
Albertsons	20,000
Virginia Mason Franciscan Health	18,000
King County Government[1]	15,900
City of Seattle[2]	13,600
Alaska Air Group Inc.	11,400
Seattle Children's Foundation	10,200
Starbucks Coffee Co.	10,000
Meta Platforms	8,000
Kaiser Permanente	7,500

(1) Source: King County.

(2) Source: City of Seattle.

Source: Puget Sound Business Journal, Publication Date June 14, 2024 (figures are rounded)

KING COUNTY
RESIDENT CIVILIAN LABOR FORCE AND EMPLOYMENT
AND NONAGRICULTURAL WAGE AND SALARY EMPLOYMENT[1]

	Annual Average				
	2020	**2021**	**2022**	**2023**	**2024**
Civilian Labor Force	1,271,278	1,279,639	1,319,911	1,352,598	1,342,924
Total Employment	1,172,004	1,226,665	1,281,609	1,308,158	1,286,859
Total Unemployment	99,274	52,974	38,302	44,440	56,065
Percent of Labor Force	7.8%	4.1%	2.9%	3.3%	4.2%

NAICS INDUSTRY	**2020**	**2021**	**2022**	**2023**	**2024**
Total Nonfarm	1,383,750	1,411,692	1,478,292	1,490,367	1,494,400
Total Private	1,211,875	1,241,750	1,312,050	1,318,900	1,308,683
Goods Producing	172,467	169,067	172,608	173,850	167,258
Mining and Logging	475	433	408	500	425
Construction	76,675	79,467	80,325	79,800	75,633
Manufacturing	95,267	89,158	91,858	93,558	91,200
Service Providing	1,211,283	1,242,625	1,305,683	1,316,517	1,327,142
Trade, Transportation, and Utilities	224,792	232,792	234,575	235,592	233,900
Information	127,817	134,250	141,275	136,242	129,567
Financial Activities	72,600	73,858	75,983	74,933	72,983
Professional and Business Services	286,650	297,142	324,717	317,283	314,383
Educational and Health Services	180,183	184,233	189,050	194,208	202,025
Leisure and Hospitality	100,675	104,833	125,867	137,483	138,025
Other Services	46,692	45,575	47,975	49,308	50,542
Government	171,875	169,942	166,242	171,467	185,717
Workers in Labor/Management Disputes	0	0	0	0	0

	Mar. 2025
Civilian Labor Force	1,398,106
Total Employment	1,339,688
Total Unemployment	58,418
Percent of Labor Force	4.2%

(1) Columns may not add to totals due to rounding.

Source: Washington State Employment Security Department.

APPENDIX E

BOOK-ENTRY TRANSFER SYSTEM

BOOK-ENTRY TRANSFER SYSTEM

The following information has been provided by DTC. The City makes no representation as to the accuracy or completeness thereof. Purchasers of the Bonds (the "Beneficial Owners") should confirm the following with DTC or its participants (the "Participants").

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Bonds. The Bonds 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 Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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 an S&P 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*.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("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 Bonds 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 Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds 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 Bonds 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 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds 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.

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 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds 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.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity 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.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City 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 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments on the Bonds 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 the City or Bond Registrar, 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, the Bond Registrar, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) are the responsibility of the City or the Bond Registrar, 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.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Bond Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The following information has been provided by the City.

The City and the Bond Registrar may treat DTC (or its nominee) as the sole and exclusive Registered Owner of the Bonds registered in such name for the purposes of payment of the principal of and premium, if any, or interest with respect to those Bonds, selecting Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Registered Owners of Bonds under the Bond Documents, registering the transfer of Bonds, obtaining any consent or other action to be taken by Registered Owners of Bonds, and for all other purposes whatsoever; and the City and the Bond Registrar shall not be affected by any notice to the contrary. The City and the Bond Registrar shall not have any responsibility or obligation to any direct or indirect DTC participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such participant, or any other person which is not shown on the Bond Register as being a Registered Owner of Bonds, with respect to: (i) the Bonds; (ii) any records maintained by DTC or any such participant; (iii) the payment by DTC or such participant of any amount in respect of the principal of, premium, if any, or interest with respect to the Bonds; (iv) any notice which is permitted or required to be given to Registered Owners of Bonds under the Bond Documents; (v) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Bonds; or (vi) any consent given or other action taken by DTC as Registered Owner of the Bonds.