

CLARK COUNTY FIRE PROTECTION DISTRICT NO. 6  
WASHINGTON

RESOLUTION NO. 2021-06

A RESOLUTION of the Board of Fire Commissioners of Clark County Fire Protection District No. 6, Washington, relating to contracting indebtedness; providing for the issuance and setting parameters with respect to certain terms and covenants of limited tax general obligation bonds to provide funds to pay or reimburse costs of (1) remodeling Station 61 (Headquarters) and auxiliary building, (2) constructing auxiliary building at Station 63 and (3) acquiring apparatus and equipment; appointing the District's designated representative to approve the final terms of the bonds; and providing for related matters.

ADOPTED: September 21, 2021

*This document prepared by:*

*Foster Garvey, P.C.  
1111 Third Avenue, Suite 3000  
Seattle, Washington 98101  
(206) 447-6264*

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BE IT RESOLVED BY THE BOARD OF FIRE COMMISSIONERS OF CLARK COUNTY FIRE PROTECTION DISTRICT NO. 6, WASHINGTON, as follows:

Section 1. Definitions. As used in this resolution, the following words and terms have the following meanings:

*"Authorized Denomination"* means \$5,000 or any integral multiple of \$5,000 within a maturity.

*"Assistant Chief"* means the Assistant Chief of Logistics and Planning or such other officer of the District who succeeds to substantially all of the responsibilities of that office.

*"Beneficial Owner"* means, with respect to a Bond, the owner of any beneficial interest in that Bond.

*"Board"* means the Board of Fire Commissioners of the District.

*"Bond"* means each bond issued pursuant to and for the purposes provided in this resolution.

*"Bond Counsel"* means the firm of Foster Garvey P.C., its successor or any other attorney or firm of attorneys with a nationally recognized standing as bond counsel in the field of municipal finance selected by the Board.

*"Bond Fund"* means the District's general obligation bond fund maintained in the office of the Treasurer under RCW 52.16.020.

*"Bond Purchase Agreement"* means an offer to purchase a Series of Bonds, setting forth certain terms and conditions of the issuance, sale and delivery of those Bonds, which offer is authorized to be accepted by the Designated Representative on behalf of the District, if consistent with this resolution.

*"Bond Register"* means the books or records maintained by the Registrar for the purpose of identifying ownership of each Bond.

“*Chair*” means the Chair of the Board (including the Vice Chair of the Board in case of the Chair’s absence or disability), or any presiding officer or titular head of the Board, or any successor to the functions of the Chair.

“*Code*” means the United States Internal Revenue Code of 1986, as amended, and applicable rules and regulations promulgated thereunder.

“*Designated Representative*” means the officer or employee of the District appointed in Section 4 to serve as the District’s designated representative in accordance with RCW 39.46.040(2).

“*District*” means Clark County Fire Protection District No. 6, Washington.

“*DTC*” means The Depository Trust Company, New York, New York, or its nominee.

“*Final Terms*” means the terms and conditions for the sale of a Series of Bonds including the amount, date or dates, denominations, interest rate or rates (or mechanism for determining interest rate or rates), payment dates, final maturity, redemption rights, price, and other terms or covenants.

“*Fire Chief*” means the Fire Chief of the District or such other officer of the District who succeeds to substantially all of the responsibilities of that office.

“*Government Obligations*” means direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America.

“*Issue Date*” means, with respect to each Series of Bonds, the date of initial issuance and delivery of those Bonds to the purchaser thereof in exchange for the purchase price of those Bonds.

“*Letter of Representations*” means the Blanket Issuer Letter of Representations between the District and DTC, dated February 21, 2017, as it may be amended from time to time, and any successor or substitute letter relating to the operational procedures of the Securities Depository.

“*MSRB*” means the Municipal Securities Rulemaking Board.

“*Owner*” means, without distinction, the Registered Owner and the Beneficial Owner.

“*Project Fund*” means the special fund or account of the District authorized by this resolution to be created and established or designated by the Treasurer to pay costs of carrying out and accomplishing the Projects.

“*Projects*” means paying or reimbursing costs of: (1) improving, remodeling, equipping and furnishing Station 61 (Headquarters) and auxiliary building; (2) constructing, equipping and furnishing auxiliary building at Station 63; (3) acquiring apparatus and equipment for District purposes; (4) acquiring, constructing and installing all necessary furniture, equipment, apparatus, accessories, fixtures and appurtenances in or for the foregoing; (5) paying costs related to the issuance, sale and delivery of the Bonds; and (6) paying incidental costs incurred in connection with carrying out and accomplishing the foregoing under RCW 52.16.061 and RCW 39.46.070.

*“Rating Agency”* means any nationally recognized rating agency then maintaining a rating on any Series of Bonds at the request of the District.

*“RCW”* means the Revised Code of Washington.

*“Record Date”* means the Registrar’s close of business on the 15th day of the month preceding an interest payment date. With respect to redemption of a Bond prior to its maturity, the Record Date means the Registrar’s close of business on the date on which the Registrar sends the notice of redemption in accordance with Section 8.

*“Registered Owner”* means, with respect to a Bond, the person in whose name that Bond is registered on the Bond Register. For so long as the District utilizes the book–entry only system for any Series of Bonds under the Letter of Representations, Registered Owner means the Securities Depository.

*“Registrar”* means the fiscal agent of the State, as the same may be designated by the State from time to time, or any successor bond registrar selected by the Treasurer.

*“Rule 15c2-12”* means Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934, as amended.

*“SEC”* means the United States Securities and Exchange Commission.

*“Secretary”* means the Secretary of the Board, or other officer of the District who is the custodian of the records and proceedings of the Board, or any successor to the functions of the Secretary.

*“Securities Depository”* means DTC, any successor, any substitute securities depository selected by the District that is qualified under applicable laws and regulations to provide the services proposed to be provided by it, or the nominee of any of the foregoing.

*“Series of Bonds”* or *“Series”* means a series of Bonds issued pursuant to and for the purposes provided in this resolution.

*“State”* means the State of Washington.

*“System of Registration”* means the system of registration for the District’s bonds and other obligations set forth in Resolution No. 2017-02 of the District.

*“Term Bonds”* means any Bonds designated as Term Bonds and subject to mandatory redemption in the years and amounts set forth in a Bond Purchase Agreement.

*“Treasurer”* means the Treasurer of Clark County, Washington, as *ex officio* treasurer of the District.

*“Undertaking”* means the undertaking to provide continuing disclosure entered into pursuant to Section 14(a) of this resolution.

“Underwriter” means D.A. Davidson & Co., Seattle, Washington.

Section 2. Findings and Determinations. The Board takes note of the following facts and makes the following findings and determinations:

(a) It is in the best interests of the District and its residents to carry out the Projects, and the District is in need of money to carry out the Projects.

(b) Under applicable law, including without limitation chapters 39.36, 39.46 and 52.16 RCW, the District is authorized to issue limited tax general obligation bonds for the purpose of financing the Projects. The total cost of the Projects is expected to be at least \$8,500,000, which is expected to be made up of proceeds of the Bonds and other legally available money of the District, as necessary.

(c) For the purpose of providing the funds necessary to carry out the Projects, it is in the best interests of the District and its taxpayers to issue and sell the Bonds pursuant to the terms set forth in the Bond Purchase Agreement as approved by the Designated Representative consistent with this resolution.

Section 3. Authorization of Bonds. The District is authorized to issue, sell and deliver one or more Series of Bonds for the purpose of paying costs of carrying out and accomplishing the Projects.

Section 4. Description of Bonds; Appointment of Designated Representative. Pursuant to RCW 39.46.040(2), the Fire Chief and the Assistant Chief each are appointed as the District’s Designated Representative, and each of them acting alone is authorized and directed on the District’s behalf to conduct the sale of the Bonds in the manner and upon the terms determined most advantageous to the District and to approve the Final Terms of the Bonds, with such additional terms and covenants as the Designated Representative determines advisable, within the parameters set forth in Exhibit A, which is attached to this resolution and incorporated by this reference.

The costs of particular categories of Project property having shorter reasonably expected useful lives are allocated to Bonds having correspondingly earlier maturity dates. The respective useful lives of each category of Project property exceed the maturity dates of the Bonds to which they are allocated.

Section 5. Registrar; Registration and Transfer of Bonds.

(a) *Registration of Bonds.* The Bonds of each Series shall be issued only in registered form as to both principal and interest and the ownership of each Bond shall be recorded on the Bond Register maintained for such Series.

(b) *Registrar; Duties.* Pursuant to RCW 39.46.030(3)(b), the Treasurer has appointed the Registrar. The Registrar shall keep, or cause to be kept, sufficient books for the registration and transfer of each Series of Bonds, which shall be open to inspection by the District at all times. The Registrar is authorized, on behalf of the District, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of the Bonds and this resolution, to serve as the

District's paying agent for the Bonds and to carry out all of the Registrar's powers and duties under this resolution and the System of Registration. The Registrar shall be responsible for its representations contained in the Registrar's Certificate of Authentication on each Bond. The Registrar may become an Owner with the same rights it would have if it were not the Registrar and, to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as members of, or in any other capacity with respect to, any committee formed to protect the rights of Owners.

(c) *Bond Register; Transfer and Exchange.* The Bond Register for each Series shall contain the name and mailing address of the Registered Owner of each Bond of such Series and the principal amount and number of each Bond held by such Registered Owner. Any Bond surrendered to the Registrar may be exchanged for a Bond or Bonds of the same Series in any Authorized Denomination of an equal aggregate principal amount and of the same interest rate and maturity. A Bond may be transferred only if endorsed in the manner provided thereon and surrendered to the Registrar. Any exchange or transfer shall be without cost to the Owner or transferee. The Registrar shall not be obligated to exchange any Bond or transfer registered ownership during the period between the applicable Record Date and the next upcoming interest payment or redemption date.

(d) *Securities Depository; Book-Entry Only Form.* DTC is appointed as initial Securities Depository. Each Bond initially shall be registered in the name of Cede & Co., as the nominee of DTC. Each Bond registered in the name of the Securities Depository shall be held fully immobilized in book-entry only form by the Securities Depository in accordance with the provisions of the Letter of Representations. Registered ownership of any Bond registered in the name of the Securities Depository may not be transferred except: (i) to any successor Securities Depository; (ii) to any substitute Securities Depository appointed by the District; or (iii) to any person if the Bond is no longer to be held in book-entry only form. Upon the resignation of the Securities Depository, or upon a termination of the services of the Securities Depository by the District, the District may appoint a substitute Securities Depository. If (i) the Securities Depository resigns and the District does not appoint a substitute Securities Depository, or (ii) the District terminates the services of the Securities Depository, then the Bonds no longer shall be held in book-entry only form and the registered ownership of each Bond may be transferred to any person as provided in this resolution.

Neither the District nor the Registrar shall have any obligation to participants of any Securities Depository or the persons for whom they act as nominees regarding accuracy of any records maintained by the Securities Depository or its participants. Neither the District nor the Registrar shall be responsible for any notice that is permitted or required to be given to a Registered Owner except such notice as is required to be given by the Registrar to the Securities Depository.

#### Section 6. Form and Execution of Bonds.

(a) *Form of Bonds; Signatures.* The Bonds shall be prepared in a form consistent with the provisions of this resolution and State law and shall be signed by the Chair and the Secretary, either or both of whose signatures may be manual or in facsimile. If any officer whose manual or facsimile signature appears on the Bonds ceases to be an officer of the District authorized to sign bonds before the Bonds bearing his or her manual or facsimile signature are authenticated or

delivered by the Registrar or issued by the District, those Bonds nevertheless may be authenticated, issued and delivered and, when authenticated, issued and delivered, shall be as binding on the District as though that individual had continued to be an officer of the District authorized to sign bonds. Any Bond also may be signed on behalf of the District by any individual who, on the actual date of signing of the Bond, is an officer of the District authorized to sign bonds, although he or she did not hold the required office on the Issue Date applicable to such Bond.

(b) *Authentication.* No Bond shall be valid or obligatory for any purpose, or entitled to the benefits of this resolution, unless the Bond bears a certificate of authentication manually signed by the Registrar stating: "This Bond is one of the fully registered Clark County Fire Protection District No. 6, Washington, Limited Tax General Obligation Bonds, 20[ ], described in the Bond Resolution." A minor deviation in the language of such certificate (including a deviation in the designation of the Bonds authorized by Exhibit A) shall not void a certificate of authentication that otherwise is substantially in the form of the foregoing. The authorized signing of a certificate of authentication shall be conclusive evidence that the Bond so authenticated has been duly executed, authenticated and delivered and is entitled to the benefits of this resolution.

Section 7. Payment of Bonds. Principal of and interest on each Bond shall be payable in lawful money of the United States of America. Principal of and interest on each Bond registered in the name of the Securities Depository is payable in the manner set forth in the Letter of Representations. Interest on each Bond not registered in the name of the Securities Depository is payable by electronic transfer on the interest payment date, or by check or draft of the Registrar mailed on the interest payment date to the Registered Owner at the address appearing on the Bond Register on the Record Date. However, the District is not required to make electronic transfers except pursuant to a request by a Registered Owner in writing received on or prior to the Record Date and at the sole expense of the Registered Owner. Principal of each Bond not registered in the name of the Securities Depository is payable upon presentation and surrender of the Bond by the Registered Owner to the Registrar. The Bonds are not subject to acceleration under any circumstances.

Section 8. Redemption Provisions and Purchase of Bonds.

(a) *Optional Redemption.* The Bonds may be subject to redemption at the option of the District on terms acceptable to the Designated Representative, as set forth in a Bond Purchase Agreement, consistent with the parameters set forth in Exhibit A.

(b) *Mandatory Redemption.* Each Bond that is designated as a Term Bond in a Bond Purchase Agreement, consistent with the parameters set forth in Exhibit A, and except as set forth below, shall be called for redemption at a price equal to the stated principal amount to be redeemed, plus accrued interest, on the dates and in the amounts set forth in such Bond Purchase Agreement. If a Term Bond is redeemed under the optional redemption provisions, defeased or purchased by the District and surrendered for cancellation, the principal amount of the Term Bond so redeemed, defeased or purchased (irrespective of its actual redemption or purchase price) shall be credited against one or more scheduled mandatory redemption installments for that Term Bond. The District shall determine the manner in which the credit is to be allocated and shall notify the Registrar in writing of its allocation prior to the earliest mandatory redemption date for that Term Bond for which notice of redemption has not already been given.



(c) *Selection of Bonds for Redemption; Partial Redemption.* If fewer than all of the outstanding Bonds are to be redeemed at the option of the District, the District shall select the Series and maturities to be redeemed. If fewer than all of the outstanding Bonds within a single maturity of a Series are to be redeemed, the Securities Depository shall select Bonds registered in the name of the Securities Depository to be redeemed in accordance with the Letter of Representations, and the Registrar shall select all other Bonds to be redeemed randomly in such manner as the Registrar shall determine. All or a portion of the principal amount of any Bond that is to be redeemed may be redeemed in any Authorized Denomination. If less than all of the outstanding principal amount of any Bond is redeemed, upon surrender of that Bond to the Registrar, there shall be issued to the Registered Owner, without charge, a new Bond (or Bonds, at the option of the Registered Owner) of the same Series, maturity and interest rate in any Authorized Denomination in the aggregate principal amount to remain outstanding.

(d) *Notice of Redemption.* Notice of redemption of each Bond registered in the name of the Securities Depository shall be given in accordance with the Letter of Representations. Notice of redemption of each other Bond, unless waived by the Registered Owner, shall be given by the Registrar 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 at the address appearing on the Bond Register on the Record Date. The requirements of the preceding sentence shall be satisfied when notice has been mailed as so provided, whether or not it is actually received by an Owner. In addition, the redemption notice shall be mailed or sent electronically within the same period to the MSRB (if required under the Undertaking), to each Rating Agency, and to such other persons and with such additional information as the Designated Representative shall determine, but these additional mailings shall not be a condition precedent to the redemption of any Bond.

(e) *Rescission of Optional Redemption Notice.* In the case of an optional redemption, the notice of redemption may state that the District retains the right to rescind the redemption notice and the redemption by giving a notice of rescission to the affected Registered Owners at any time on or prior to the date fixed for redemption. Any notice of optional redemption that is so rescinded shall be of no effect, and each Bond for which a notice of redemption has been rescinded shall remain outstanding.

(f) *Effect of Redemption.* Interest on each Bond called for redemption shall cease to accrue on the date fixed for redemption, unless either the notice of optional redemption is rescinded as set forth above, or money sufficient to effect such redemption is not on deposit in the Bond Fund or in a trust account established to refund or defease the Bond.

(g) *Purchase of Bonds.* The District reserves the right to purchase any or all of the Bonds offered to the District at any time at any price acceptable to the District plus accrued interest to the date of purchase.

Section 9. Failure To Pay Bonds. If the principal of any Bond is not paid when the Bond is properly presented at its maturity date or date fixed for redemption, the District shall be obligated to pay interest on that Bond at the same rate provided in the Bond from and after its maturity date or date fixed for redemption until that Bond, both principal and interest, is paid in full or until sufficient money for its payment in full is on deposit in the Bond Fund, or in a trust

account established to refund or defease the Bond, and the Bond has been called for payment by giving notice of that call to the Registered Owner.

Section 10. Pledge of Taxes. For as long as any of the Bonds are outstanding, the District irrevocably pledges to levy taxes annually within the constitutional and statutory limitations provided by law without the assent of the voters, on all of the taxable property within the District, in an amount sufficient, together with other money legally available and to be used therefor, to pay when due the principal of and interest on the Bonds. The full faith, credit and resources of the District are pledged irrevocably for the prompt payment of that principal and interest on the Bonds.

Section 11. Tax Covenants.

(a) *Preservation of Tax Exemption for Interest on Bonds.* The District covenants that it will take all actions necessary to prevent interest on the Bonds from being included in gross income for federal income tax purposes, and it will neither take any action nor make or permit any use of proceeds of the Bonds or other funds of the District treated as proceeds of the Bonds that will cause interest on the Bonds to be included in gross income for federal income tax purposes. The District also covenants that it will, to the extent the arbitrage rebate requirements of Section 148 of the Code are applicable to the Bonds, take all actions necessary to comply (or to be treated as having complied) with those requirements in connection with the Bonds.

(b) *Post-Issuance Compliance.* The Fire Chief is authorized and directed to adopt, amend and implement, on behalf of the District, written procedures to facilitate compliance by the District with the covenants in this Section 11 and the applicable requirements of the Code that must be satisfied after the Issue Date to prevent interest on the Bonds from being included in gross income for federal income tax purposes.

(c) *Designation of Bonds as "Qualified Tax-Exempt Obligations."* The Designated Representative is authorized to designate any Series of Bonds as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code if the Designated Representative determines and certifies, on behalf of the District, that:

(i) the Bonds of such Series do not constitute "private activity bonds" within the meaning of Section 141 of the Code;

(ii) the reasonably anticipated amount of tax-exempt obligations (other than private activity bonds and other obligations not required to be included in such calculation) that the District and any entity subordinate to the District (including any entity that the District controls, that derives its authority to issue tax-exempt obligations from the District, or that issues tax-exempt obligations on behalf of the District) will issue during the calendar year in which such Series of Bonds will be issued will not exceed \$10,000,000; and

(iii) the amount of tax-exempt obligations, including such Series of Bonds, so designated by the District as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code during the calendar year in which such Series of Bonds will be issued will not exceed \$10,000,000.

Section 12. Refunding or Defeasance of the Bonds. The District may issue refunding bonds pursuant to State law or use money available from any other lawful source to carry out a refunding or defeasance plan, which may include (a) paying when due the principal of and interest on any or all of the Bonds (the "defeased Bonds"); (b) redeeming the defeased Bonds prior to their maturity; and (c) paying the costs of the refunding or defeasance. If the District sets aside in a special trust fund or escrow account irrevocably pledged to that redemption or defeasance (the "trust account"), money and/or Government Obligations maturing at a time or times and bearing interest in amounts sufficient to redeem, refund or defease the defeased Bonds in accordance with their terms, then all right and interest of the Owners of the defeased Bonds in the covenants of this resolution and in the funds and accounts obligated to the payment of the defeased Bonds shall cease and become void. Thereafter, the Owners of defeased Bonds shall have the right to receive payment of the principal of and interest on the defeased Bonds solely from the trust account and the defeased Bonds shall be deemed no longer outstanding. In that event, the District may apply money remaining in any fund or account (other than the trust account) established for the payment or redemption of the defeased Bonds to any lawful purpose.

Unless otherwise specified by the District in a refunding or defeasance plan, notice of refunding or defeasance shall be given, and selection of Bonds for any partial refunding or defeasance shall be conducted, in the manner prescribed in this resolution for the redemption of Bonds.

Section 13. Funds and Accounts; Deposit of Bond Proceeds.

(a) *Bond Fund.* The Bond Fund has been previously created as a special fund of the District for the sole purpose of paying principal of and interest and any redemption premium on the Bonds and other general obligation bonds of the District. All taxes and other money of the District collected for and allocated to the payment of the principal of and interest on the Bonds shall be deposited in the Bond Fund as necessary for the timely payment of amounts due with respect to the Bonds. The principal of and interest on the Bonds shall be paid out of the Bond Fund. Until needed for that purpose, the District may invest money in the Bond Fund temporarily in any legal investment, and the investment earnings shall be retained in the Bond Fund and used for the purposes of that fund. The Treasurer is authorized to create and establish or designate a subfund or account within the Bond Fund for these purposes.

(b) *Project Fund.* The Treasurer is authorized and directed to create and establish or designate the Project Fund for the purpose of paying the costs of the Projects. Proceeds received from the sale and delivery of the Bonds shall be deposited into the Project Fund and used to pay the costs of the Projects. Until needed to pay such costs, the District may invest those proceeds temporarily in any legal investment, and the investment earnings shall be retained in the Project Fund and used for the purposes of that fund, except that earnings subject to a federal tax or rebate requirement (if applicable) may be withdrawn from the Project Fund and used for those tax or rebate purposes.

Section 14. Sale and Delivery of Bonds.

(a) *Manner of Sale of Bonds.* The Designated Representative is authorized to sell the Bonds in one or more Series by negotiated sale to the Underwriter or private placement to the

purchaser thereof selected by the Designated Representative, based on the assessment of the Designated Representative of market conditions, in consultation with appropriate District officials and staff, Bond Counsel and other advisors. In determining and accepting the Final Terms, the Designated Representative shall take into account those factors that, in the judgment of the Designated Representative, may be expected to result in the lowest true interest cost to the District.

(b) *Procedure for Negotiated Sale.* The Bond Purchase Agreement for the Bonds shall set forth the Final Terms. The Designated Representative is authorized to execute the Bond Purchase Agreement on behalf of the District, so long as the terms provided therein are consistent with the terms of this resolution.

(c) *Preparation, Execution and Delivery of the Bonds.* The Bonds will be prepared at District expense and will be delivered to the Purchaser in accordance with the Bond Purchase Agreement, together with the approving legal opinion of Bond Counsel regarding the Bonds.

Section 15. Official Statement; Continuing Disclosure; and Disclosure Procedure.

(a) *Preliminary Official Statement.* For the sole purpose of the Underwriter's compliance with paragraph (b)(1) of Rule 15c2-12 with respect to any preliminary official statement prepared in connection with the sale of each Series of Bonds (the "Preliminary Official Statement"), the Designated Representative, on the District's behalf, is authorized and directed to: (i) review and "deem final" that Preliminary Official Statement as of its date, except for the omission of information permitted to be omitted by Rule 15c2-12; (ii) authorize the distribution by the Underwriter of the "deemed final" Preliminary Official Statement to potential purchasers of the Bonds of such Series; and (iii) acknowledge in writing any action taken pursuant to clauses (i) and (ii) of this paragraph.

(b) *Official Statement.* The Designated Representative is authorized to review and approve on behalf of the District a final official statement (the "Official Statement") with respect to any Series of Bonds, substantially in the form of the "deemed final" Preliminary Official Statement for that Series of Bonds and supplemented or amended as the Designated Representative determines necessary, desirable, or appropriate. The Designated Representative is authorized to execute each such Official Statement and the District is authorized to deliver or cause to be delivered that Official Statement to the Underwriter in the manner required by Rule 15c2-12, the MSRB and the applicable Bond Purchase Agreement.

(c) *Undertaking to Provide Continuing Disclosure.* If necessary to meet the requirements of paragraph (b)(5) of Rule 15c2-12, as applicable to the Underwriter acting as a participating underwriter for a Series of Bonds, the Designated Representative is authorized to execute a written undertaking to provide continuing disclosure for the benefit of holders of a Series of Bonds in substantially the form attached as Exhibit B.

(d) *Disclosure Procedure.* The Fire Chief is authorized and directed to adopt, amend and implement, on behalf of the District, written procedures to assist the District in its compliance with securities laws and promote best practices regarding disclosure.

Section 16. Supplemental and Amendatory Resolutions. The District may supplement or amend this resolution for any one or more of the following purposes without the consent of any Owners of the Bonds:

(a) To add covenants and agreements that do not materially adversely affect the interests of Owners, or to surrender any right or power reserved to or conferred upon the District.

(b) To cure any ambiguities, or to cure, correct or supplement any defective provision contained in this resolution in a manner that does not materially adversely affect the interests of Owners.

Section 17. General Authorization and Ratification. The Fire Chief, the Assistant Chief, the Chair, the Secretary, the Treasurer, other appropriate officers of the District and Bond Counsel are severally authorized and directed to take such actions and to create, accept, execute, send, use and rely upon such documents, records and signatures (including in tangible medium, manual, facsimile or electronic form, under any security procedure or platform, and notwithstanding any other District resolution, rule or policy) as in their judgment may be necessary or desirable to carry out the terms of, and complete the transactions contemplated by, this resolution and the Bond Purchase Agreement (including everything necessary for the prompt delivery of each Series of Bonds to the purchaser thereof and for the proper application, use and investment of the proceeds of the sale of the Bonds). All actions taken prior to the effective date of this resolution in furtherance of and not inconsistent with the provisions of this resolution are ratified and confirmed in all respects.

Section 18. Severability. The provisions of this resolution are declared to be separate and severable. If a court of competent jurisdiction, all appeals having been exhausted or all appeal periods having run, holds any provision of this resolution to be invalid or unenforceable as to any person or circumstance, such offending provision shall, if feasible, be deemed to be modified to be within the limits of enforceability or validity. However, if the offending provision cannot be so modified, it shall be null and void with respect to the particular person or circumstance, and all other provisions of this resolution in all other respects, and the offending provision with respect to all other persons and all other circumstances, shall remain valid and enforceable.

Section 19. Rules of Interpretation. Unless the context or use otherwise requires, the following rules of interpretation apply to this resolution.

(a) The cover page, the table of contents and any headings preceding the text of the sections and paragraphs of this resolution are solely for convenience of reference and do not constitute a part of this resolution or affect its meaning, construction or effect.

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

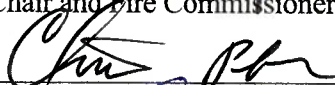
(c) The terms: (i) "includes" and "including" are not limiting; (ii) "or" is not exclusive; and (iii) "person" or "persons" include firms, associations, partnerships (including limited partnerships), trusts, corporations and other legal entities, including public bodies, as well as natural persons.

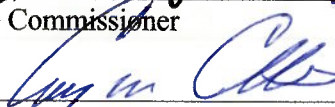
Section 20.    Effective Date. This resolution is effective from and after its adoption.

ADOPTED by the Board of Fire Commissioners of Clark County Fire Protection District No. 6, Washington, at a regular open public meeting held this 21<sup>st</sup> day of September, 2021, the following Fire Commissioners being present and voting in favor of the resolution.

CLARK COUNTY FIRE PROTECTION  
DISTRICT NO. 6, WASHINGTON

  
\_\_\_\_\_  
Chair and Fire Commissioner

  
\_\_\_\_\_  
Fire Commissioner

  
\_\_\_\_\_  
Fire Commissioner

ATTEST:  
  
\_\_\_\_\_  
Secretary of the Board

## EXHIBIT A

### Parameters for Final Terms

- (a) Principal Amount. The Bonds may be issued in one or more Series and shall not exceed the aggregate principal amount of \$8,500,000.
- (b) Date or Dates. Each Series of Bonds shall be dated its Issue Date, which date may not be more than one year after the effective date of this resolution.
- (c) Denominations, Name, etc. The Bonds shall be issued in Authorized Denominations and shall be numbered separately in the manner and shall bear any name and additional designation as determined necessary or appropriate by the Designated Representative.
- (d) Interest Rate(s). The Bonds of each Series shall bear interest at fixed rates *per annum* (computed on the basis of a 360-day year of twelve 30-day months) from the Issue Date for such Series or from the most recent interest payment date for which interest has been paid or duly provided for, whichever is later. One or more rates of interest may be fixed for each Bond of any Series. No rate of interest for any Bond of any Series may exceed 5.00%, and the true interest cost (the "TIC") for each Series of Bonds shall not exceed 3.00%.
- (e) Payment Dates. Interest on each Series of Bonds shall be payable semiannually on dates acceptable to the Designated Representative, commencing on the date selected by the Designated Representative that is no later than 12 months following the Issue Date of such Series. Principal payments shall commence on a date acceptable to the Designated Representative and shall be payable at maturity or in mandatory redemption installments on dates acceptable to the Designated Representative.
- (f) Final Maturity. The final maturity date of each Series of Bonds shall be a date within 20 years of the Issue Date of such Series.
- (g) Redemption Rights. The Designated Representative may approve in a Bond Purchase Agreement provisions for the optional and mandatory redemption of Bonds, subject to the following:
- (1) Optional Redemption. Any Bond may be designated as being (A) subject to redemption at the option of the District prior to its maturity date on the dates and at the prices set forth in a Bond Purchase Agreement; or (B) not subject to redemption prior

to its maturity date. If a Bond is subject to optional redemption prior to its maturity, it must be subject to such redemption on one or more dates occurring not more than 10½ years after the Issue Date.

- (2) Mandatory Redemption. Any Bond may be designated as a Term Bond, subject to mandatory redemption prior to its maturity on the dates and in the amounts set forth in a Bond Purchase Agreement.

- (h) Price. The purchase price for each Series of Bonds may not be less than 95% or more than 145% of the stated principal amount of that Series.
- (i) Section 265(b)(3) Designation. The Designated Representative shall designate any qualifying Series of Bonds as “qualified-tax exempt obligations” for purposes of Section 265(b)(3) of the Code.
- (j) Other Terms and Conditions.
- (1) No Series of Bonds may be issued if it would cause the indebtedness of the District to exceed the District’s legal debt capacity on the Issue Date of that Series.
- (2) The Designated Representative may determine that it is in the District’s best interest to provide for bond insurance or other credit enhancement and may accept, on behalf of the District, such additional terms, conditions and covenants as may be required by the bond insurer, if consistent with the provisions of this resolution.
- (3) The Designated Representative is authorized to take such additional action as may be necessary or convenient for the issuance of Bonds pursuant to the terms of this resolution.



## **EXHIBIT B**

### **Form of Undertaking To Provide Continuing Disclosure**

#### **Clark County Fire Protection District No. 6, Washington Limited Tax General Obligation Bonds, 20[ ]**

Clark County Fire Protection District No. 6 (the "District"), makes the following written Undertaking for the benefit of holders of the above-referenced bonds (the "Bonds") issued pursuant to the District's Resolution No. 2021-06, adopted by the Board of Fire Commissioners of the District on September 21, 2021 (the "Bond Resolution"), for the sole purpose of assisting the Underwriter in meeting the requirements of paragraph (b)(5) of Rule 15c2-12, as applicable to a participating underwriter for the Bonds. Capitalized terms used but not defined below shall have the meanings given in the Bond Resolution.

(a) Undertaking to Provide Annual Financial Information and Notice of Listed Events. The District undertakes to provide or cause to be provided, either directly or through a designated agent, to the MSRB, in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB:

(i) Annual financial information and operating data of the type included in the final official statement for the Bonds and described in paragraph (b)(i) ("annual financial information");

(ii) Timely notice (not in excess of 10 business days after the occurrence of the event) of the occurrence of any of the following events with respect to the Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, 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; (7) modifications to rights of holders of the Bonds, if material; (8) bond calls (other than scheduled mandatory redemptions of Term Bonds), if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds, if material; (11) rating changes; (12) bankruptcy, insolvency, receivership or similar event of the District, as such "Bankruptcy Events" are defined in Rule 15c2-12; (13) the consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; (14) appointment of a successor or additional trustee or the change of name of a trustee, if material; (15) incurrence of a financial obligation of the District or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the District or obligated person, any of which affect security holders, if material; and

(16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the District or obligated person, any of which reflect financial difficulties. The term “financial obligation” means a (A) debt obligation; (B) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (C) guarantee of (A) or (B). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with Rule 15c2-12; and

(iii) Timely notice of a failure by the District to provide the required annual financial information described in paragraph (b)(i) on or before the date specified in paragraph (b)(ii).

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

(i) Shall consist of (1) annual financial statements prepared (except as noted in the financial statements) in accordance with generally accepted accounting principles applicable to local governmental units of the State, such as the District, as such principles may be changed from time to time and as permitted by State law; (2) a statement of issued and outstanding general obligation debt of the District; (3) the assessed value of the property within the District subject to *ad valorem* taxation; (4) *ad valorem* property tax levy rates of the District for that fiscal year; and (5) a statement of *ad valorem* tax levy amounts and the percentage of taxes collected for the District for that fiscal year;

(ii) Shall be provided not later than the last day of the ninth month after the end of each fiscal year of the District (currently, a fiscal year ending December 31), as such fiscal year may be changed as required or permitted by State law, commencing with the District’s fiscal year ending December 31, 20[ ]; and

(iii) 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.

If not submitted as part of the annual financial information described in paragraph (b)(i) above, the District will provide or cause to be provided to the MSRB audited financial statements, when and if available.

(c) Amendment of Undertaking. This Undertaking is subject to amendment after the primary offering of the Bonds without the consent of any holder of any Bond, or of any broker, dealer, municipal securities dealer, participating underwriter, Rating Agency or the MSRB, under the circumstances and in the manner permitted by Rule 15c2-12. The District will give notice to the MSRB of the substance (or provide a copy) of any amendment to the Undertaking and a brief statement of the reasons for the amendment. If the amendment changes the type of annual financial information to be provided, the annual financial information containing the amended financial information will include a narrative explanation of the effect of that change on the type of information to be provided.

(d) Beneficiaries. This Undertaking shall inure to the benefit of the District and the holder of each Bond, and shall not inure to the benefit of or create any rights in any other person.

(e) Termination of Undertaking. The District's obligations under this Undertaking shall terminate upon the legal defeasance of all of the Bonds. In addition, the District's obligations under this Undertaking shall terminate if the provisions of Rule 15c2-12 that require the District to comply with this Undertaking become legally inapplicable in respect of the Bonds for any reason, as confirmed by an opinion of Bond Counsel or other counsel familiar with federal securities laws delivered to the District, and the District provides timely notice of such termination to the MSRB.

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

(g) Designation of Official Responsible to Administer Undertaking. The Secretary, or such other officer of the District who may in the future perform the duties of that office, is the individual designated to carry out the Undertaking in accordance with Rule 15c2-12, including, without limitation, the following actions:

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

(ii) Determining whether any failure to provide the annual financial information undertaken to be provided in paragraph (a)(i) has occurred and providing any notice undertaken to be provided in paragraph (a)(iii);

(iii) Determining whether any event specified in items (1)-(16) of paragraph (a)(ii) has occurred, assessing its materiality, where necessary, with respect to the Bonds, and preparing and disseminating any notice undertaken to be provided in paragraph (a)(ii) of its occurrence;

(iv) Determining whether any person other than the District is an "obligated person" within the meaning of Rule 15c2-12 with respect to the Bonds, and obtaining from such person an undertaking to provide any annual financial information and notice of listed events for that person required under Rule 15c2-12;

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

(vi) Effecting any necessary amendment of this Undertaking.

### CERTIFICATION

I, David Taylor, Secretary of the Board of Fire Commissioners (the "Board") of Clark County Fire Protection District No. 6, Washington (the "District"), certify as follows:

1. The foregoing Resolution No. 2021-06 (the "Resolution") is a full, true and correct copy of the Resolution duly adopted at a regular meeting of the Board held on September 21, 2021 (the "Meeting"), as that Resolution appears on the minute book of the District;

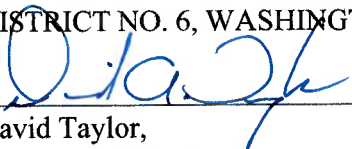
2. The Resolution is now in full force and effect;

3. Pursuant to various proclamations and orders issued by the Governor of the State of Washington, options were provided for the public to attend the Meeting remotely, including by telephonic access and, as available, internet access, which options provided the ability for all persons attending the Meeting remotely to hear each other at the same time; and

4. The Meeting was duly convened and held in all respects in accordance with law, the public was notified of the access options for remote attendance via the District's website, a quorum was present throughout the meeting and a sufficient number of members of the Board present voted in the proper manner for the adoption of the Resolution.

DATED September 21, 2021.

CLARK COUNTY FIRE PROTECTION  
DISTRICT NO. 6, WASHINGTON

  
\_\_\_\_\_  
David Taylor,  
Secretary of the Board