January 30, 2006:
NBPDA Board Approved Resolution 01-2006

1. Authorizes the acquisition of Ocean Park Water Company ( $\$ 2.7 \mathrm{M}$ ) and Pacific Water Company (1.015M) - Two investor owned public water systems.
2. Approves and adopts a plan for improving the water systems to be acquired pursuant to agreements entered into with the owners of PWC and OPWC.
3. Acquisition of PWC and OPWC and improvement plan will be paid for from proceeds of two PWTF Loans (\$1M each 20 yrs. (7/1/2014) 0.5\%) and the 2006 water revenue bonds from Cashmere Valley Bank. (\$3.6M 20 yrs. (12/31/2026) 4.25\% - June 1, 2009 4.42\% - June 1, 2011 2.61\% - June 1, 2016 June 1, 2021.
The Water Revenue Bond with Cashmere Valley Bank was a bridge financing until the district qualified for long term fixed rate bonds. That day came on May 20, 2013.
NBWD Board of Commissioners Approved Resolution 13-2013
4. Authorize the water revenue bonds $(\$ 3.6 \mathrm{M}+215,000$ Original Issue Premium) for the purpose of refunding the 2006 water revenue bonds (\$2.6M) and;
5. Approves a Bond Project that provides:
"improvements, additions and betterments to and extensions to the System: (i) purchase real property that will be a portion of the original Pacific County tax parcel No. 12113313001 consisting of the east 365 feet +/- of the original parcel totaling approximately 10.5 acres, (ii) purchase or construct a business office, and (iii) construct an equipment building at the North Wellfield, together with all planning, design, legal and financing costs (the "Project")"

## 2013 Refunding Bond Maturity Schedule:

(True Interest Cost TIC 3.557347\%) (Net Interest Cost NIC 3.761822\%)


Cashmere Valley Bank
North Beach Public Development Authority Revenue Bond 2006 \$3,600,000



May 21, 2009
Michael Berlien, General Manager
North Beach Water District
25902 Vernon Ave Suite C
P.O. Box 618

Ocean Park, WA 98640
Dear Mr. Berlien,
Cashmere Valley Bank (the "Bank") is the registered owner of the North Beach Water District (the "District") Revenue Bond 2006 (the "Bond"). This Bond was originally issued by the North Beach Public Development Authority (the "PDA") and was assumed by the District earlier this year.

Pursuant to the definition of "Interest Rate" in Bond Resolution No. 01-2006 the interest rate on the bond will increase effective June 1, 2009 from $4.25 \%$ to $4.42 \%$. Please note that the rate is also subject to a change June 1, of 2011, 2016 and 2021. This rate increase structure was agreed to between the Bank and the PDA as a means of keeping the rate low, provided a committed term (not subject to a "balloon payment"), and allowing the PDA/District to repay the Bond at any time without pre payment cost. It was somewhat assumed that once the PDA/District had establish a record of audit history and a clear capital facility plan, it would utilize an investment banking approach and issue long term fixed rate bonds.

The Bank is happy to continue to hold the Bond and is willing to work with the District on any other financing plans it may have as a capital facility plan is developed.

We appreciate the opportunity to work with the District.


Director, Municipal Services
cc: Renee Goodin, Treasurer Pacific County David Thompson, K\&L Preston Gates

## MEMORANDUM OF CLOSING

Issue: $\quad \$ 3,600,000$ North Beach Water District, Pacific County, Washington<br>Water Revenue and Refunding Bonds, 2013

## Date and Time of

Closing
Closing of the above referenced Bond issue will take place at $8: 30$ a.m. on Tuesday, June 25, 2013 by teleconference.

General: One Bond Certificate per maturity is being printed by K\&L Gates LLP ("Bond Counsel"). The Closing will be facilitated through DTC. Martin Nelson \& Co., Inc. (the "Underwriter") has ordered CUSIP numbers for the Bonds, received DTC approval, will complete and file Form DCD 101 with the State of Washington.

Par Amount of Bonds<br>Plus: Original Issue Premium<br>Less: Underwriter's Discount (0.555\%)<br>Total amount to be wired

| $\$ 3,600,000.00$ |
| ---: |
| $214,119.10$ |
| $\mathbf{( 1 9 , 9 8 0 . 0 0 )}$ |
| $\underline{ } \quad \underline{794,139.10}$ |

Wire
Instructions: On the morning of June 25, 2013 the Underwriter's wire transfer agent (Southwest Securities) will wire transfer the following:
(1) the sum of $\mathbf{\$ 2 , 6 3 1 , 7 4 6 . 4 6}$ for deposit into the account of Cashmere Valley Bank to ABA 125104603, Account Number 131910, Cashmere Valley Bank, Wenatchee, WA; Re: North Beach Water District, Water Revenue and Refunding Bonds to perform a current refunding of the District's outstanding Cashmere Valley Bank 2006 Loan. (Contact Ms. Ann Rankin, Credit Operations Supervisor to verify receipt of funds.)
(2) the sum of $\mathbf{\$ 1 , 1 6 2 , 3 9 2 . 6 4}$ for deposit into the account of Pacific County Treasurer to $\underline{\mathbf{A B A 1 2 5 1 0 0 6 0 7}}$ Account Number 1067007300, Security State Bank, South Bend, WA; Re: North Beach Water District, Water Revenue and Refunding Bonds to finance water system improvements, to add to the Debt Service Reserve Fund, and to pay the costs of issuance. (Contact Ms. Coni Ruddell, Accountant at the County to verify receipt of funds.) The proceeds of the Bonds will be used for the following purposes:

| Deposit to Project Fund | $\$ 1,135,752.64$ |  |
| :--- | ---: | ---: |
| Deposit to Debt Service Reserve Fund | 865.00 |  |
| Bond Counsel Fee (K\&L Gates LLP) | $14,900.00$ | $\$ 26,640.00$ |
| Document Costs (Martin Nelson \& Co., Inc.) | $1,500.00$ |  |
| Bond Rating Fee (Standard \& Poor's) | $9,375.00$ |  |

Distribution: Mr. Bill Neal, North Beach Water District, General Manager (360) 665-4144
Mr. Jack McCarty, North Beach Water District, Office Manager (360) 665-4144
Ms. Renee Goodin, Pacific County, Treasurer (360) 642-9421
Ms. Shelly Flemetis, Pacific County, Deputy Treasurer (360) 642-9421
Ms. Coni Ruddell, Pacific County, Accountant (360) 642-9421
Mr. David Thompson, K\&L Gates LLP, Bond Counsel (206) 623-7580
Ms. Kerry Salas, K\&L Gates LLP, Paralegal (206) 623-7580
Ms. Angela Robeson, Martin Nelson \& Co., Inc., Bond Analyst (206) 682-2763
Ms. Runda Prater, Southwest Securities, Wire Transfer Agent (214) 859-6029
Mr. Ed Souter, The Bank of New York Mellon (212) 815-5085
Ms. Joann LaBarbera, The Bank of New York Mellon (212) 815-5084
Mr. Santoshi Vyragaram, Standard \& Poor's Billing Department (800) 767-1896 EXT \#5

Any questions regarding the clearing of securities through Southwest Securities may be directed to Ms. Angela Robeson (phone (206) 682-2763, DTC Participant Number: 0279. The DTC phone number is (212) 855-3752. The Bank of New York Mellon phone number to coordinate the Bond Closing is (212) 815-5085. If you have any questions, please call Angela Robeson or Jim Blumenthal at (206) 682-2763.

The following firms should submit invoices to the District for payment from the Bond proceeds:
Mr. David Thompson, K\&L Gates LLP, Bond Counsel
925 Fourth Avenue, Suite 2900, Seattle, WA 98104, Phone (206) 623-7580
Re: North Beach Water District, Water Revenue \& Refunding Bonds, 2013 - Bond Counsel Fee
Amount: \$14,900.00
Ms. Angela Robeson, Martin Nelson \& Company, Inc., Bond Analyst
1500 Westlake Avenue North, Suite 200, Seattle, WA 98109, Phone (206) 682-2763
Re: North Beach Water District, Water Revenue \& Refunding Bonds, 2013 - Document Costs
Amount: \$1,500.00
Mr. Santoshi Vyragaram, Standard \& Poor's Billing Department
2542 Collection Center Drive, Chicago, IL 60693 (800) 767-1896 EXT 6
Re: North Beach Water District, Water Revenue \& Refunding Bonds, 2013- Rating Fee

Amount: \$9,375.00

## NEW ISSUE - "BANK QUALIFIED" BOOK-ENTRY ONLY

STANDARD AND POOR'S RATING: A+
In the opinion of K\&L Gates LLP of Seattle, Washington ("Bond Counsel"), assuming compliance with certain covenants of the District, interest on the Bonds is excludable from gross income for federal income tax purposes under existing law. Interest on the Bonds is not an item of tax preference for purposes of either individual or corporate alternative minimum tax. Interest on the Bonds may be indirectly subject to corporate alternative minimum tax and certain other taxes imposed on certain corporations. See "TAX MATTERS" herein for a discussion of the opinion of Bond Counsel.


## \$3,600,000

NORTH BEACH WATER DISTRICT PACIFIC COUNTY, WASHINGTON WATER REVENUE AND REFUNDING BONDS, 2013
DATED: Date of Initial Delivery
DUE: December 1, as shown below
North Beach Water District, Pacific County, Washington (the "District") is issuing its Water Revenue and Refunding Bonds, 2013 (the "Bonds") in fully registered form in the denomination of $\$ 5,000$ each or integral multiples thereof within a single maturity ("Authorized Denominations"). The Bonds will be registered in the name of Cede \& Co., as nominee for The Depository Trust Company ("DTC"). DTC will act as securities depository for the Bonds. Purchasers will not receive certificates representing their interest in the Bonds purchased. Interest on the Bonds will be paid on December 1, 2013 and semiannually thereafter on June 1 and December 1 of each year to the maturity or prior redemption of the Bonds. The Pacific County Treasurer, as ex officio treasurer of the District (the "Treasurer"), has appointed the fiscal agent of the State of Washington (the "State"), currently The Bank of New York Mellon in New York, New York, as the initial authenticating agent, paying agent and registrar for the Bonds (the "Registrar"). Principal of and interest on the Bonds will be payable by the Registrar. For so long as the Bonds remain in a "book-entry only" transfer system, the Registrar will make such payments only to DTC, which is obligated in turn to remit such principal and interest to the DTC participants for subsequent disbursement to the persons in whose names such Bonds are registered (the "Beneficial Owners") as further described herein in Appendix C.

| Due <br> Dec. 1 | Amount | Interest | Rate\% | Yield\% | CUSIP No. | Dec. 1 | Amount | Interest |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Rate\% | Yield\% | CUSIP No. |  |  |  |  |  |  |  |
| 2013 | $\$ 65,000$ | 0.50 | 0.50 | 657514 AA3 | 2017 | 150,000 | 1.20 | 1.20 | 657514 AE5 |
| 2014 | 145,000 | 0.60 | 0.60 | 657514 AB1 | 2018 | 150,000 | 1.55 | 1.55 | 657514 AF2 |
| 2015 | 150,000 | 0.75 | 0.75 | 657514 AC9 | 2019 | 155,000 | 2.50 | 1.95 | 657514 AG0 |
| 2016 | 150,000 | 1.00 | 1.00 | 657514 AD7 | 2020 | 160,000 | 2.25 | 2.25 | 657514 AH8 |

\$335,000 Term Bonds due December 1, 2022 at $4.00 \%$ (Yield 2.75\%) CUSIP No. 657514 AK1
\$750,000 Term Bonds due December 1, 2026 at $4.00 \%$ (Yield 3.25\%) CUSIP No. 657514 AP0
$\$ 645,000$ Term Bonds due December 1, 2029 at $4.70 \%$ (Yield 3.60\%) CUSIP No. 657514 AS4
$\$ 745,000$ Term Bonds due December 1, 2032 at 5.00\% (Yield 3.88\%) CUSIP No. 657514 AV7
The Bonds are subject to optional redemption prior to maturity at the redemption prices and on the dates described herein under the heading "DESCRIPTION OF THE BONDS -- Redemption of Bonds Prior to Maturity."

The District has designated the Bonds as "Qualified Tax-Exempt Obligations" for purposes of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended (the "Code"). See the caption "TAX MATTERS" herein for a discussion of this designation.

The Bonds are revenue obligations of the District payable from and secured solely by a pledge of Net Revenue of the District's domestic water supply and distribution system (the "System"). The amounts so pledged are a lien and charge on Net Revenue equal to the lien and charge thereon of any additional Parity Bond. The Bonds are limited obligations of the District and are not obligations of Pacific County (the "County"), the State or any political subdivision thereof other than the District. The Bonds are not general obligations, and neither the full faith and credit nor the taxing power of the District, the County, or the State or any political subdivision thereof is pledged to the payment of the Bonds. See the heading "SECURITY FOR THE BONDS" herein.

The Bonds are offered by Martin Nelson \& Co., Inc. (the "Underwriter") when, as and if issued, subject to the final approving legal opinion of Bond Counsel. It is anticipated that the Bonds will be ready for delivery through DTC by Fast Automated Securities Transfer on or about June 25, 2013.

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.


Martin
Nelson \& Company

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Comments received by the Business Office as of Friday 3/21/14 2:00 PM
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Bill Neal
$\begin{array}{ll}\text { From: } & \text { Gary McGrew <gmcgrew@lighthouseproperty.com> } \\ \text { Sent: } & \text { Wednesday, March 19, 2014 4:38 PM } \\ \text { To: } & \text { generalmanager@ northbeachwater.com } \\ \text { Subject: } & \text { For the Record }\end{array}$

Hi Bill,
I will be out of town Saturday when your public meeting is scheduled to discuss new office space for North Beach Water.

I respectfully request that this email be read into and made a part of the record.
North Beach Water and its presence is an asset to the core area of Ocean Park.
The core area of Ocean Park needs the water district office.
Re-locating to the vacant building across the street from North Beach Water would be an excellent investment for this utility and in our community.

Remaining in the core area provides easy access for the public. Quite often I send new residents, from our Lighthouse Realty Office, across the street to open a water service account

The core area of Ocean Park has many vacant buildings and has recently lost two more business, Sweet Williams and The Dunes Restaurant.

Please support our community by remaining in the core area of Ocean Park.
Thank you,
Gary McGrew
26215 Sandridge Road
Customer, North Beach Water
360-665-0095

Gary McGrew, Broker
Lighthouse Realty
PO Box 431
25810 Vernon Ave
Ocean Park, WA 98640

Cell (360) 783-2831
Office toll free (800) 854-0032
Fax (360) 665-6949

March 20, 2014
Board of Commissioners
North Beach Water District
P.O. Box 618

Ocean Park, WA 98640
Re: Location of North Beach Water District Office
Dear Commissioners:
The architect's feasibility study, by omission, is fatally flawed. Fundamental to any responsible evaluation are such things as comparisons of occupancy costs, the long-term effects of adding significantly to the fixed costs of the district, how the added cost will be borne, how a large expenditure will contribute (positively or negatively) to the broadening the District's customer base, and analytics associated with return on capital.

Public Utility District No. 2, in its Tokeland expansion folly, demonstrated a litany of shortcomings and inappropriate behaviors that severely damaged the public's confidence and support. Please take a moment to consider how the PUD responded to the public. Below are five questions for North Beach Water District that have parallels to concerns raised by PUD ratepayers:

1. Please make available the District's short term and long term plans, created through the formal planning processes and adopted by the District, that enumerate the goals of the utility.
2. The architect's proposals compute to $\$ 140,000$ to $\$ 160,000$ for each employee work space. Pacific County Fire District No. 1 recently constructed a new office building in Ocean Park at a cost of $\$ 50,000$ per employee work space. What would explain the cost multiple?
3. Explain how an outlay of $\$ 500,000$ to $\$ 1,000,000$ figures into the rate structure (past present, and future) and divide out the cost to show the average ratepayer contribution for this project.
4. Compare the expenditure in acquiring a new office to the fair market value of that asset. If it won't appraise for the cost of construction, please justify the expected loss.
5. Please provide your worksheets to show the calculations of financial advantage to owning office space. The comparison should include the cost of capital together with the loss of benefit that could have been derived from alternative uses of capital.

The District's Mission Statement and Goals are not met through the choices named in the feasibility study but they can be fulfilled through a low-cost alternative. Below is the outline of an idea that delivers all of the desired outcomes named in the feasibility without compromising the mission or any of the goals.

Please consider remaining in your current office location. The District enjoys a low cost of occupancy. There is additional office space available at the current location. It affords the opportunity to the expand office space for the telemetry project, and then vacate that space when the task has been completed.

There is 10,000 square feet of vacant land, zoned "commercial," that is proximate to the current office. That property is for sale and at a very reasonable price. The construction of a maintenance and storage facility at this location will remove the challenges of separation between management and staff while maintaining good visibility and a connection to the community. Concerns associated with building in proximity to the well field are erased. The addition of office space and parking on the site are options that would remain open for future consideration.

I would urge you to take the following actions:

- Secure a long-term lease on the existing office space. Coupling this with an option to purchase would be ideal.
- Secure a purchase agreement for the vacant land.
- Use bidder design for the maintenance and storage facility as a means of cost containment. The project cost will be below the amount that triggers the statutory requirement to retain an architect or bond counsel.
- Post the District's written plans to the website. The public will better understand and accept that a plan has been carefully considered and that needs are anticipated, clearly identified, prioritized, and aligned with the budget.
- Assess ratepayer priorities.
- Ask the public to test your plan for weaknesses before finalizing any major capital expenditure decision. Be open to criticism. If a proposal cannot stand on its merits, don't force it down the throats of ratepayers.

It is my firm belief that the top priority of the District is to maintain a focus on the diluting of fixed costs. That's the one and only way to deliver more service for less money. All stakeholders win when the cost of connecting to the system makes the District's value proposition more appealing than the private well alternative.

Thank you for considering these comments in deciding a course of action that best serves the needs and desires of ratepayers.

Sincerely,
Tom Downer

CALL IN SHEET
THURSDAY, MARCH 20, 2014 3:00 PM
ACCOUNT 77 - LARRY AND MARGRET SMITH
IN FAVOR OF CONSOLIDATING THE OFFICE AND NEW BUILDING TO THE 272 St. SITE. Makes more sense to keep things consolidated. Saves money. My vote is to move EVERYthing to the $272^{\text {nd }}$ Street property.

FRIDAY, MARCH 21, 2014 10:00 AM
ACCOUNT 3230 - PAUL AND NIKKI MAJKUT
IN FAVOR OF BUILDING ON LAND WE ALREADY OWN AND CONSOLIDATING
OPERATIONS. IS IN FAVOR OF MOVING TO THE 272ND STREET PROPERTY.
FRIDAY, MARCH 21, 2014 10:34 AM (WALK IN)
ACCOUNT 3230 - TED AND KATHY LAILER
IN FAVOR CONSTRUCTING A NEW BUILDING THAT FITS THE DISTRICT NEEDS, FEELS IT WOULD GREATLY BENEFIT THE "GUYS IN THE FIELD." IS IN FAVOR OF MOVING TO THE 272ND STREET PROPERTY.

