HIGHLINE WATER DISTRICT
King County, Washington

RESOLUTION 19-12-18F

RESOLUTION ACCEPTING AN EXTENSION TO THE WATER DISTRICT SYSTEM
COPPER RIVER PROJECT
192ND-193RD BETWEEN 28TH AVE S AND INTERNATIONAL BLVD

WHEREAS, the Board of Commissioners of Highline Water District has heretofore approved an application for the above-titled extension; and

WHEREAS, said extension has been found to have been constructed in accordance with the District’s standards; and

WHEREAS, pressure, bacteriological and other tests have been made and the results have proven satisfactory. The General Manager agrees with the recommendation for acceptance of said extension.

NOW, THEREFORE, BE IT RESOLVED:

1. The above-entitled extension to the District’s system is hereby accepted by the District, subject to the guarantee and other provisions of the Developer Extension Agreement on file at the District’s office.

2. The Bill of Sale, notarized on 11/12/19 and executed by Brandon S. Pedersen, Managing Member, is hereby accepted and attached as Exhibit A.

ADOPTED BY THE BOARD OF COMMISSIONERS of Highline Water District, King County, Washington, at an open public meeting held this 18th day of December 2019.

BOARD OF COMMISSIONERS

Kathleen Quong-Vermeire, President

Todd Fultz, Commissioner

George Landon, Commissioner

Vince Koester, Secretary

Daniel Johnson, Commissioner

19-12-18F_AcceptDE-CopperRiverProject.docx
HIGHLINE WATER DISTRICT

BILL OF SALE

EXHIBIT A

Know all men by these presents that for and in consideration of the sum of One Dollar ($1.00) and other good and sufficient consideration, receipt whereof is hereby acknowledged, the undersigned grantor,

AAG Real Property LLC

by the presents hereby convey, set over, assign, transfer and sell to HIGHLINE WATER DISTRICT, King County, Washington, a municipal corporation, the following described water mains and all appurtenances thereto, situated in King County, Washington.

LOCATION

19235 International Blvd. (OFFICE) 19220 28th Ave S. (GARAGE)

<table>
<thead>
<tr>
<th>ALONG:</th>
<th>FROM:</th>
<th>TO:</th>
</tr>
</thead>
<tbody>
<tr>
<td>International Blvd</td>
<td>ROW</td>
<td>Office Building Vault</td>
</tr>
<tr>
<td>28th Ave S.</td>
<td>ROW</td>
<td>Garage</td>
</tr>
</tbody>
</table>

DESCRIED WATER MAINS & APPURTENANCES

<table>
<thead>
<tr>
<th>Appurtenance</th>
<th>Size/Type</th>
<th>Amount Installed</th>
<th>Unit Cost</th>
<th>Total Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Water Main</td>
<td>4&quot; DI</td>
<td>33 LF</td>
<td>$48.00</td>
<td>$1,584</td>
</tr>
<tr>
<td>Water Main</td>
<td>6&quot; DI</td>
<td>64 LF</td>
<td>$52.00</td>
<td>$3,328</td>
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<tr>
<td>Water Main - Irrigation</td>
<td>2&quot; Copper</td>
<td>63 LF</td>
<td>$37.00</td>
<td>$2,331</td>
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<td>Gate Valve</td>
<td>6&quot;</td>
<td>3 LF</td>
<td>$723</td>
<td>$2,169</td>
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<tr>
<td>Hydrant</td>
<td>1</td>
<td></td>
<td>$800</td>
<td>$1,872</td>
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<tr>
<td>Gate Valve</td>
<td>4&quot;</td>
<td></td>
<td>$723</td>
<td>$1,446</td>
</tr>
<tr>
<td>Domestic Vault</td>
<td>3&quot;</td>
<td></td>
<td>$8,800</td>
<td>$8,800</td>
</tr>
</tbody>
</table>

Total Cost of Water Improvements $21,530

The said Grantor hereby certifies that it is the sole owner of all of the property above described; that it has full power to convey the same and that it will defend the said title of said water district against any and all persons lawfully making claim thereto. The total cost of installing the above described extension to the present water district system, including labor and materials is:
The Developer's Maintenance Bond will be for 50% of this amount.

IN WITNESS WHEREOF, the Grantor(s) has (have) executed these presents this

12th Day Of NOVEMBER 2019

Title: CFO / EVP Finance

CORPORATION ACKNOWLEDGEMENT

STATE OF WASHINGTON )
COUNTY OF KING )SS

On this 12th day of November 2019, before me the undersigned, a Notary Public, personally appeared Brandon S. Pedersen, to me known to be the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he (she or they) was (were) authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

Signature of Notary

Print or stamp name of Notary

Notary Public for the State of Washington, residing at Kent, WA

My appointment expires 12/27/24
INDIVIDUAL ACKNOWLEDGEMENT

STATE OF WASHINGTON )
COUNTY OF KING ) SS

On this __________ day of __________________, ______, before me the undersigned, A Notary Public, personally appeared ____________________, to me known to be the individual or individuals described in and who executed the within and foregoing Instrument, and acknowledged that it was signed as a free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

________________________________________
Signature of Notary

________________________________________
Print or stamp name of Notary

Notary Public for the State of Washington, residing at ____________________________.

My appointment expires ____________________________.
Highline Water District

Name of Project: Copper River Phase 1 Office Building

Maintenance Bond

KNOW ALL MEN BY THESE PRESENTS that whereas Highline Water District, King County, Washington, a Washington municipal corporation, hereinafter designated as "the District" has entered into a contract dated October 9, 2019, with AAG Real Property, LLC, hereinafter designated as "the developer", providing for construction of Copper River Phase 1 Office Building, which contract is on file at the District offices and by this reference is made a part hereof.

Whereas said contract and the "contract documents" composing it are on file at the water district office and are incorporated herein by reference, and made a part hereof as though fully set forth; and

Whereas said Developer is required under the terms of said contract to furnish a Maintenance Bond for 50% of the actual and total documented costs for the installation of water main and related appurtenances and faithful performance thereof for a period of two (2) years, or until the District inspects and releases said project.

Now Therefore we, the undersigned Developer, as principal, and Liberty Mutual Insurance Company, a corporation organized and existing under and by virtue of the laws of the State of MA and duly authorized to do a surety business in the State of Washington, as surety, are held and firmly bound unto said water district in the sum of Ten Thousand Seven Hundred Sixty-Five and 00/100 Dollars ($10,765.00) for the payment of which we do jointly and severally bind ourselves, our heirs, executors, administrators, successors and assigns by these presents.

The conditions of this obligation are such that the Developer, his heirs, representatives or successors or assigns shall well and truly keep and observe all of the covenants, conditions and agreements in said contract, and contract documents, and shall faithfully perform all of the provisions of the said contract and contract documents, and pay all contractors, laborers, mechanics, sub-contractors and material men and all persons who shall supply such person or subcontractors with provisions and supplies for carrying on such work, and shall pay all obligations arising under the said contract, including taxes, and shall indemnify and save harmless the District, its officers and agents, from any pecuniary loss, including legal fees and expense, resulting from the breach of any of the covenants, conditions or agreements to be performed by the developer.

No change, extension of time, alteration or addition to the work to be performed under
this contract shall in any way affect the Developer’s or Surety’s obligation on this bond, & Surety does hereby waive notice of any change, extension of time, alteration or additions to the work.

This bond is furnished in pursuance of the requirements of the said contract and contract documents, and is in accord with the provisions of Section 39.08.010 et. seq. of the Revised Code of Washington (RCW), and in addition to the other obligations herein contained, is made, executed and delivered by the Developer and Surety to the Owner for the laborers, mechanics, sub-contractors and material men, and all persons who supply such person(s) with provisions and supplies for the carrying on of the work covered by the said contract and contract documents.

IN WITNESS WHEREOF the said Developer and the said Surety caused this bond to be signed and sealed by their duly authorized officers or agents this 13th day of November, 2019.

AAG Real Property LLC
Developer

By
Jennifer C. Koons
Assistant Corporate Secretary
Title

Liberty Mutual Insurance Company
Surety

By
Simone Gerhard, Attorney-In-Fact
Title

Alaska Airlines, Inc., Member
Attorney-in-fact
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

On NOV 1 3 2019 before me, Marina Tapia, Notary Public, personally appeared Simone Gerhard who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Marina Tapia, Notary Public
This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

Liberty Mutual Insurance Company
The Ohio Casualty Insurance Company
West American Insurance Company

Certificate No: 8198054-024029

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS: That The Ohio Casualty Insurance Company is a corporation duly organized under the laws of the State of New Hampshire, that Liberty Mutual Insurance Company is a corporation duly organized under the laws of the State of Massachusetts, and West American Insurance Company is a corporation duly organized under the laws of the State of Indiana (herein collectively called the "Companies"), pursuant to and by authority herein set forth, does hereby name, constitute and appoint, B. Aleman, Tracy Aston, Thomas Bransig, Lisa K. Core, Ashraf Elmawy, Samantha Fazzini, Donna Garcia, Simone Gerhard, April Martinez, Rosa E. Rivas, Paul Rodriguez, Edward C. Spector, Marina Tapis, Nathan Varnold, KD Wapato

all of the city of Los Angeles state of California such individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents and shall be as binding upon the Companies as if they have been duly signed by the president and attested by the secretary of the Companies in their own proper persons.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Companies and the corporate seals of the Companies have been affixed thereto this 28th day of November, 2018.

Liberty Mutual Insurance Company
The Ohio Casualty Insurance Company
West American Insurance Company

By: David M. Carey, Assistant Secretary

State of PENNSYLVANIA
County of MONTGOMERY 55

On this 28th day of November 2018 before me personally appeared David M. Carey, who acknowledged himself to be the Assistant Secretary of Liberty Mutual Insurance Company, The Ohio Casualty Company, and West American Insurance Company, and that he, as such, being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at King of Prussia, Pennsylvania, on the day and year first above written.

COMMONWEALTH OF PENNSYLVANIA

Notarized Seal
Teresa Pastella, Notary Public
Upper Merion Township, Montgomery County
My Commission Expires March 28, 2021

Member, Pennsylvania Association of Notaries

By: Teresa Pastella, Notary Public

This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company:

Any officer or other officer of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act on behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of any such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary. Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

Any officer of the Corporation authorized for that purpose in writing by the chairman or the President, and subject to such limitations as the chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

Certificate of Designation – The President of the Company, acting pursuant to the Bylaws of the Company, authorizes David M. Carey, Assistant Secretary to appoint such attorneys-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

Authorization – By unanimous consent of the Company's Board of Directors, the Company consents that facsimile or mechanically reproduced signature of any assistant secretary of the Company, wherever appearing upon a certified copy of any power of attorney issued by the Company in connection with surety bonds, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

I, Renee C. Llewellyn, the undersigned, Assistant Secretary, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy of the Power of Attorney executed by said Companies, is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this day of NOV 13 2019.

By: Renee C. Llewellyn, Assistant Secretary

LMS-12973 LMOC OCIC WAIC Multi Co_062018
Subject: Developer Extension – Accept Project as Complete
Alaska Airlines-Copper River Project

ATTACHMENTS:
1. Resolution 19-12-18F
2. Map
3. Maintenance Bond
4. Bill of Sale

BACKGROUND:

Name of DE: Copper River Project
Name of Developer: AAG Real Property, LLC
Plat or Subdivision: 
Scope of Work: Remove 4 existing water services – cut, and cap at main. Relocate one existing fire hydrant and one 3” domestic water meter. Provide and install one 4” domestic service, two 6” fire devices, one 6” valve, and related appurtenances necessary to provide irrigation, domestic and fire suppression to the new Copper River office complex.

Resolution # Authorize DE: 10-10-17B

GENERAL LOCATION OF DE: 192nd – 193rd between 28th Ave S and International Blvd
Bill of Sale Dated: 11-12-19
Signed by: Brandon S. Pedersen, Managing Member
Requesting Latecomers: No
Payback Agreement?: Yes [ ] No [x] N/A [ ]
Deposit Paid?: Yes [x] No [ ] N/A [ ]

Amt. of Deposit: $10,000.00
Explanation: This is the final step in the developer extension process. This resolution authorizes acceptance of the developer extension, and staff has verified that it is complete in accordance with the District’s standards.