This Preliminary Official Statement and the information contained herein are subject to completion, revision and amendment without notice. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY OFFICIAL STATEMENT DATED OCTOBER 29, 2004

SALE DATE: NOVEMBER 9, 2004 **Moody's Rating: Aa2**
NEW ISSUE, BOOK-ENTRY ONLY **(See "Other Certificate Information—Rating.")**

In the opinion of Orrick, Herrington & Sutcliffe LLP, Certificate Counsel, based upon an analysis of existing laws, regulations, rulings, and court decisions and assuming, among other matters, compliance with certain covenants, interest represented by the Certificates is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended. In the further opinion of Certificate Counsel, interest represented by the Certificates is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Certificate Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Certificate Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of the interest represented by, the Certificates. See "Tax Matters" herein.

$8,530,000*
STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION
STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES, SERIES 2004F
(Columbia Basin Community College Project)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in Base Rent Payments to be Made by the State of Washington Pursuant to the State Agency Financing Lease

DATED: DATE OF INITIAL DELIVERY (EXPECTED TO BE NOVEMBER 24, 2004) **DUE: JULY 1, AS SHOWN ON PAGE i HEREOF**

The State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2004F (Columbia Basin Community College Project) (the "Certificates") will be executed and delivered in fully registered form and, when executed and delivered, will be registered initially in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Certificates. Individual purchases of the Certificates will be made in book-entry form only, in denominations of $5,000 and any integral multiple thereof. Purchasers will not receive certificates representing their beneficial ownership interests in the Certificates purchased, except as described herein.

The interest component of Base Rent Payments is payable semiannually on each January 1 and July 1, beginning on July 1, 2005. Principal and interest evidenced and represented by the Certificates is payable directly to DTC by The Bank of New York, as Fiscal Agent for the Certificates (the "Fiscal Agent"). Upon receipt of payments of principal and interest represented by the Certificates, DTC in turn is obligated to remit such payments to the DTC Participants (as described herein) for subsequent disbursement to the purchasers of beneficial ownership interests in the Certificates.

The Certificates are subject to prepayment prior to their respective scheduled Principal Payment Dates. See "The Certificates—Prepayment."

The Certificates are being executed and delivered to finance acquisition or construction of a real property project for the benefit of the State Board for Community and Technical Colleges (the "State Agency"), acting for and on behalf of Columbia Basin Community College, to capitalize a portion of the interest represented by the Certificates through January 1, 2006, and to fund issuance costs with respect to the Certificates. The Certificates are being executed and delivered by the Fiscal Agent pursuant to a Trust Agreement among the Fiscal Agent, the State Treasurer and the Washington Finance Officers Association ("WFOA"), a Washington non-profit corporation. The Certificates represent undivided proportionate interests in Base Rent Payments to be made by the State of Washington (the "state") under a State Agency Financing Lease (the "Lease") between WFOA and the state.

Payments by the state of Base Rent Payments are subject to appropriation by the State Legislature and Executive Order reduction by the Governor and may be terminated as provided in the Lease.

THE CERTIFICATES DO NOT CONSTITUTE A DEBT OR GENERAL OBLIGATION OF THE STATE OR OF THE STATE AGENCY, THE CONTRACTING OF AN INDEBTEDNESS BY THE STATE OR BY THE STATE AGENCY, OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OR OF THE STATE AGENCY, FOR PURPOSES OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION UPON DEBT OR THE CONTRACTING OF INDEBTEDNESS. THE CERTIFICATES REPRESENT UNDIVIDED PROPORTIONATE INTERESTS IN BASE RENT PAYMENTS TO BE MADE UNDER THE LEASE. THE BASE RENT PAYMENTS TO BE MADE UNDER THE LEASE ARE PAYABLE SOLELY FROM THE SOURCES IDENTIFIED HEREIN, AND ARE SUBJECT TO TERMINATION UPON THE OCCURRENCE OF CERTAIN EVENTS SPECIFIED IN THE LEASE. NOTHING IN THE CERTIFICATES OR THE LEASE SHOULD BE CONSIDERED OR CONSTRUED TO IMPLY A MORAL OBLIGATION ON THE PART OF THE STATE OR THE STATE AGENCY TO MAKE THE PAYMENTS DUE.

This cover page contains certain information for quick reference only, and 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.

The Certificates are offered when, as and if executed and delivered, and are subject to receipt of the legal opinion of Orrick, Herrington & Sutcliffe LLP, Seattle, Washington, Certificate Counsel to the state, and certain other conditions. It is expected that the Certificates will be available for delivery through the facilities of DTC in New York, New York, or to the Fiscal Agent on behalf of DTC by Fast Automated Securities Transfer on or about November 24, 2004.

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* Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale

No dealer, broker, sales representative, or other person has been authorized to give any information or make any representations other than those contained in this Preliminary Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the state. This Preliminary Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Certificates by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from sources which are believed to be current and reliable but is not guaranteed as to its accuracy or completeness. The statements and information herein are subject to change without notice, and neither the delivery of this Preliminary Official Statement nor any sale of the securities offered hereby shall under any circumstances create an implication that there has been no change in the affairs of the state of Washington, or any other party described herein, since the date hereof. Neither this Preliminary Official Statement nor any statement made herein is to be construed as a contract with the purchasers of any of the Certificates.

Certain statements included or incorporated by reference in this Official Statement, including but not limited to Appendix A, constitute "forward looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended. Such statements are generally identifiable by the terminology used such as "plan," "expect," "forecast," "estimate," "budget," or other similar words. The achievement of certain results or other expectations contained in such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. The state does not plan to issue any updates or revisions to those forward looking statements if or when its expectations or events, conditions or circumstances on which such statements are based occur.

This Preliminary Official Statement is in a form deemed final by the state for the purpose of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, but is subject to revision, amendment and completion in a final Official Statement, which the state will deliver, at the state's expense, to the successful bidder through its designated representative not later than seven business days after the date of the award of the Certificates.

$8,530,000*

STATE OF WASHINGTON

CERTIFICATES OF PARTICIPATION

STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES, SERIES 2004F

(Columbia Basin Community College Project)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in Base Rent Payments to be Made by the State of Washington Pursuant to the State Agency Financing Lease

PRINCIPAL PAYMENT SCHEDULE

Principal Payment Date (July 1)	Principal Component**	Interest Rate	Yield	Price	CUSIP Number
2006	$ 455,000				
2007	465,000				
2008	475,000				
2009	485,000				
2010	500,000				
2011	515,000				
2012	535,000				
2013	555,000				
2014	575,000				
2015	595,000				
2016	620,000				
2017	645,000				
2018	675,000				
2019	700,000				
2020	735,000				
Total	$ 8,530,000				

* Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale.

** Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale. These amounts will constitute principal components of the Certificates unless Term Certificates are specified by the successful bidder, in which case these amounts will constitute mandatory sinking fund prepayments of Term Certificates.

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STATE FINANCE COMMITTEE
of the
STATE OF WASHINGTON

Michael J. Murphy ..... State Treasurer and Chairman
Gary Locke ..... Governor and Member
Brad Owen..... Lieutenant Governor and Member

Allan J. Martin.....Deputy State Treasurer

Christine Gregoire .....Attorney General

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This publication will be available in alternative formats upon request to the Office of the State Treasurer. This publication is available in PDF format via the Internet at the Office of the State Treasurer's Home Page:

http://www.tre.wa.gov

The availability of this publication via the Internet will not under any circumstances create any implication that there has been no change in the affairs of the state since the date hereof, or that the statements and information herein are current as of any date after the date hereof.

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

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Information set forth in this summary is qualified by the entire Official Statement.
A full review of the entire Official Statement should be made by potential investors.

SUMMARY DESCRIPTION OF THE CERTIFICATES

Certificates:	The State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2004F (Columbia Basin Community College Project) (the "Certificates"), represent undivided proportionate interests in Base Rent Payments to be made by the State of Washington (the "state") pursuant to a State Agency Financing Lease (the "Lease") between the Washington Finance Officers Association ("WFOA"), which is a Washington nonprofit corporation, and the state, acting by and through the State Board for Community and Technical Colleges (the "State Agency") on behalf of Columbia Basin Community College (the "College"). The Certificates are dated their date of initial delivery, which is expected to be November 24, 2004.
Bidding Details:	Bids for the Certificates will be received until **8:30 A.M., PACIFIC TIME, ON NOVEMBER 9, 2004,** at the Office of the State Treasurer, 3200 Capitol Boulevard South, Tumwater, Washington 98501, attention: Allan J. Martin, unless postponed as provided in the Official Notice of Sale. Electronic bids may be submitted only through Parity as provided in the Official Notice of Sale. Bids also may be submitted by telefax to (360) 902-9045.
Interest Payments:	The interest component of Base Rent Payments is payable semiannually on each January 1 and July 1, beginning on July 1, 2005.
Principal Payments:	The principal component of Base Rent Payments is payable annually on July 1, beginning July 1, 2006, through and including July 1, 2020.
Prepayment:	The Certificates are subject to optional prepayment prior to their respective Principal Payment Dates. The Certificates may be subject to mandatory sinking fund prepayment prior to their respective Principal Payment Dates if Term Certificates are specified, as further described herein. See "The Certificates—Prepayment."
Form of Certificates:	The Certificates will be executed and delivered in fully registered, book-entry only form in denominations of $5,000 or any integral multiple thereof.
Fiscal Agent:	The Bank of New York will act as Fiscal Agent for the Certificates (the "Fiscal Agent"). Payments of principal and interest represented by the Certificates will be paid to the Fiscal Agent which in turn will be obligated to remit such payments to the Depository Trust Company ("DTC"). DTC will be obligated to remit payments to its Participants, who in turn will be obligated to remit such payments to the beneficial owners in accordance with the operational arrangements then in effect at DTC.

Security:	Except as otherwise described herein, Base Rent Payments are due from the state on behalf of the State Agency, acting for and on behalf of the College, under the Lease between WFOA and the State Agency. Payments by the state of Base Rent Payments are subject to appropriation by the State Legislature and Executive Order reduction by the Governor. Upon a failure of the State Legislature to appropriate or Executive Order reduction by the Governor, the State Agency is permitted to terminate the Lease as provided therein. THE CERTIFICATES DO NOT CONSTITUTE A DEBT OR GENERAL OBLIGATION OF THE STATE OF WASHINGTON OR OF THE STATE AGENCY, THE CONTRACTING OF AN INDEBTEDNESS BY THE STATE OR BY THE STATE AGENCY, OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OR OF THE STATE AGENCY, FOR PURPOSES OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION UPON DEBT OR THE CONTRACTING OF INDEBTEDNESS. THE CERTIFICATES REPRESENT UNDIVIDED PROPORTIONATE INTERESTS IN BASE RENT PAYMENTS TO BE MADE UNDER THE LEASE. THE BASE RENT PAYMENTS TO BE MADE UNDER THE LEASE ARE PAYABLE SOLELY FROM THE SOURCES IDENTIFIED HEREIN, AND ARE SUBJECT TO TERMINATION UPON THE OCCURRENCE OF CERTAIN EVENTS SPECIFIED IN THE LEASE. NOTHING IN THE CERTIFICATES OR THE LEASE SHOULD BE CONSIDERED OR CONSTRUED TO IMPLY A MORAL OBLIGATION ON THE PART OF THE STATE OR THE STATE AGENCY TO MAKE THE PAYMENTS DUE. WFOA has assigned and transferred to the Fiscal Agent all of its right, title and interest in, to and under the Lease and the State Agency Site Lease, dated as of the Dated Date, pursuant to an Assignment between WFOA and the Fiscal Agent.
Purpose:	The Certificates are being executed and delivered to finance acquisition and construction of a real property project for the benefit of the State Agency, to capitalize a portion of the interest represented by the Certificates through January 1, 2006, and to fund issuance costs with respect to the Certificates. See "The Project" and "Sources and Uses of Funds."
Legal Opinion:	The Certificates are offered when, as and if executed and delivered, subject to the approving legal opinion of Orrick, Herrington & Sutcliffe LLP, Seattle, Washington, Certificate Counsel, and certain other conditions. The proposed form of such opinion is set forth in Appendix C.
Certificate Ratings:	The Certificates have been rated "Aa2" by Moody's Investors Service. See "Other Certificate Information—Rating."
Continuing Disclosure:	The state will enter into an undertaking for the benefit of the holders of the Certificates to provide certain financial information and operating data to certain information repositories annually and to provide notice to each of those repositories or to the Municipal Securities Rulemaking Board and to a state information depository for the state, if one is created, of certain events pursuant to the requirements of Section (b)(5)(i) of Securities and Exchange Commission Rule 15c2-12 (the "Rule"). See "Continuing Disclosure Undertaking."

OFFICIAL NOTICE OF SALE

$8,530,000*
STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION

STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES, SERIES 2004F
(Columbia Basin Community College Project)

ELECTRONIC BIDS, BIDS SUBMITTED BY FACSIMILE TRANSMISSION AND SEALED BIDS will be received by the State Finance Committee (the "Committee") on behalf of the State of Washington (the "state") for the purchase of the above-referenced certificates (the "Certificates") at

8:30 A.M., PACIFIC TIME, ON NOVEMBER 9, 2004.

The Certificates will be sold on an all-or-none basis. Bids must be submitted either electronically via the Qualified Electronic Bid Provider or on the Official Bid Form, which is contained in the Preliminary Official Statement. See "Bidding Detail."

All bids received on behalf of the state by the bid time set forth above on such date will be opened and verified (but not read publicly) beginning at that time, by staff acting for the Designated Treasurer's Representative. Bids received after the bid time will not be considered. Bids will be announced and considered subsequently.

Bidders are referred to the Preliminary Official Statement for additional information regarding the state, the Certificates, the security therefor, and other matters. See "Preliminary Official Statement" hereinafter.

Warnings regarding facsimile bids: A bid submitted by facsimile transmission will not be considered timely unless, at the deadline for submission of bids, the entire Official Bid Form has been received by the receiving fax machine. Neither the state nor Certificate Counsel shall be responsible for, and the bidder expressly assumes the risk of, any incomplete, illegible or untimely bid submitted by facsimile transmission by such bidder, including, without limitation, by reason of garbled transmissions, mechanical failure, engaged telephone or telecommunications lines, or any other cause arising from delivery by facsimile transmission rather than by hand.

Modification; Cancellation; Postponement. Bidders are advised that the Designated Treasurer's Representative may modify the terms of sale of the Certificates prior to the bidding. If such modification occurs, supplemental information with respect to the sale of the Certificates will be placed on The Bond Buyer Wire and Bloomberg Business News (the "News Services") prior to 8:30 a.m., Pacific Time, on the date bids are to be received. In addition, the Designated Treasurer's Representative may cancel or postpone the date and time for the receipt of bids at any time prior to the opening of the bids. Notice of such cancellation or postponement shall be communicated by the Designated Treasurer's Representative through the News Services as soon as practicable following such cancellation or postponement. If a postponement occurs, bids will be received at the hours and place set forth above on any weekday on or prior to January 10, 2005, as the Designated Treasurer's Representative shall determine. Notice of the

* Preliminary, subject to adjustment by the state as provided in this Official Notice of Sale.

new sale date, if any, will be given through the News Services not less than 48 hours prior to the time bids are to be received. As an accommodation to bidders, telephonic or facsimile notice of the postponement of the sale date and of the new sale date will be given to any bidder requesting such notice from Allan Martin, Deputy State Treasurer, telephone: (360) 902-9007. Failure of any bidder to receive such notice by telephone, facsimile or the News Services shall not affect the legality of the sale.

Description of the Certificates

The Certificates represent undivided proportionate interests in Base Rent Payments to be made by the state pursuant to the State Agency Financing Lease, dated as of the Dated Date (the "Lease"), between the Washington Finance Officers Association ("WFOA"), which is a Washington non-profit corporation, and the state, acting by and through the State Board for Community and Technical Colleges (the "State Agency") on behalf of Columbia Basin Community College (the "College").

The Certificates, evidencing and representing principal in the amount of $8,530,000*, will be dated as of their date of initial delivery, which is expected to be November 24, 2004, and will be executed and delivered in fully registered form in denominations of $5,000 or any integral multiple thereof. The Certificates will evidence and represent interest at such rate or rates as shall be fixed at the time of sale, payable semiannually on each January 1 and July 1, beginning on July 1, 2005.

The Certificates. The principal component of Base Rent Payments will be payable on July 1 of each year as follows:

Principal Payment Date (July 1)	**Principal Component****
2006	$ 455,000
2007	465,000
2008	475,000
2009	485,000
2010	500,000
2011	515,000
2012	535,000
2013	555,000
2014	575,000
2015	595,000
2016	620,000
2017	645,000
2018	675,000
2019	700,000
2020	735,000
Total	$ 8,530,000

Adjustment of Principal. The Designated Treasurer's Representative has reserved the right to adjust the foregoing principal components upward or downward. However, the principal component due on any Principal Payment Date may not be adjusted by more than ten percent of each principal component, and

* Preliminary, subject to adjustment by the state as provided in this Official Notice of Sale.

** Preliminary, subject to adjustment by the state as provided in this Official Notice of Sale. These amounts will constitute principal components of Certificates unless Term Certificates are specified by the successful bidder, in which case these amounts will constitute mandatory sinking fund prepayments of Term Certificates

the aggregate of such upward and downward adjustments will not exceed ten percent of the total principal component. Notice of any adjustment will be provided by the Designated Treasurer's Representative to the successful bidders no later than 1:00 p.m., Pacific Time, on the sale date. The state shall not be responsible in the event and to the extent that any such adjustment affects the net compensation to be realized by the successful bidder.

Optional Prepayment. The Certificates with principal payment dates on and after July 1, 2015, are subject to optional prepayment prior to their respective principal payment dates, beginning July 1, 2014, upon the exercise by the state of its option to prepay the principal components evidenced and represented by those Certificates, at par plus accrued interest, if any, evidenced and represented thereby to the prepayment date, without premium.

Extraordinary Mandatory Prepayment. The Certificates are subject to prepayment on any date prior to their respective Principal Payment Dates, as a whole, or in part by lot in Authorized Denominations, upon certain governmental takings, loss of title and casualty loss, from amounts deposited in the Prepayment Account in the amount of the Principal Component evidenced and represented thereby being prepaid, plus accrued interest evidenced and represented thereby to the Prepayment Date, without premium.

Mandatory Prepayment. If any of the Certificates are designated as Term Certificates by the successful bidder, those Certificates will be subject to mandatory sinking fund prepayment prior to their respective Principal Payment Dates on July 1, as applicable, at par plus accrued interest evidenced and represented thereby to the Prepayment Date. See "Term Certificates."

Book-Entry Only. The Certificates will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the Certificates. Individual purchases will be made in book-entry form only, and purchasers will not receive physical certificates representing their interests in the Certificates purchased.

Purpose

The Certificates are being executed and delivered to finance acquisition or construction of a real property project for the benefit of the State Agency, acting for and on behalf of the College, to capitalize a portion of the interest represented by the Certificates through January 1, 2006, and to fund issuance costs with respect to the Certificates.

Security

Except as otherwise described herein, Base Rent Payments are due from the state on behalf of the State Agency, acting for and on behalf of the College, under the Lease between WFOA and the State Agency. The Certificates will evidence and represent undivided proportionate interests in the Base Rent Payments payable by the state on behalf of the State Agency pursuant to the Lease. Payments by the state of Base Rent Payments are subject to appropriation by the State Legislature and Executive Order reduction by the Governor. Upon a failure of the State Legislature to appropriate or Executive Order reduction by the Governor, the State Agency is permitted to terminate the Lease as provided therein.

THE CERTIFICATES DO NOT CONSTITUTE A DEBT OR GENERAL OBLIGATION OF THE STATE OF WASHINGTON OR OF THE STATE AGENCY, THE CONTRACTING OF AN INDEBTEDNESS BY THE STATE OR BY THE STATE AGENCY, OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OR OF THE STATE AGENCY, FOR PURPOSES OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION UPON DEBT OR THE CONTRACTING OF INDEBTEDNESS. THE CERTIFICATES REPRESENT UNDIVIDED PROPORTIONATE INTERESTS IN BASE RENT PAYMENTS TO BE MADE UNDER THE LEASE. THE BASE RENT PAYMENTS TO BE

MADE UNDER THE LEASE ARE PAYABLE SOLELY FROM THE SOURCES IDENTIFIED HEREIN, AND ARE SUBJECT TO TERMINATION UPON THE OCCURRENCE OF CERTAIN EVENTS SPECIFIED IN THE LEASE. NOTHING IN THE CERTIFICATES OR THE LEASE SHOULD BE CONSIDERED OR CONSTRUED TO IMPLY A MORAL OBLIGATION ON THE PART OF THE STATE OR THE STATE AGENCY TO MAKE THE PAYMENTS DUE.

WFOA has assigned and transferred to the Fiscal Agent all of its right, title and interest in, to and under the Lease and the State Agency Site Lease, dated as of the Dated Date (the "Site Lease"), pursuant to an Assignment between WFOA and the Fiscal Agent.

Bidding Detail

Electronic Bids. Bids for the Certificates may be submitted electronically via a Qualified Electronic Bid Provider only. The state has deemed Parity as the Qualified Electronic Bid Provider for purposes of receiving electronic bids for the Certificates. By designating a bidding service as the Qualified Electronic Bid Provider, the state does not endorse or encourage the use of such bidding service.

If a bidder submits an electronic bid for the Certificates, such bidder thereby agrees to the following terms and conditions:

(i) If any provision in this Official Notice of Sale with respect to the Certificates conflicts with information or terms provided or required by the Qualified Electronic Bid Provider, this Official Notice of Sale, including any amendments issued through the News Services, shall control.

(ii) Each bidder shall be solely responsible for making necessary arrangements to access the Qualified Electronic Bid Provider for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale.

(iii) The state shall not have any duty or obligation to provide or assure access to the Qualified Electronic Bid Provider to any bidder, and the state shall not be responsible for proper operation of, or have any liability for, any delays, interruptions or damages caused by use of the Qualified Electronic Bid Provider or any incomplete, inaccurate or untimely bid submitted by any bidder through the Qualified Electronic Bid Provider.

(iv) The state is permitting use of the Qualified Electronic Bid Provider as a communication mechanism, and not as the state's agent, to conduct the electronic bidding for the Certificates. The Qualified Electronic Bid Provider is acting as an independent contractor, and is not acting for or on behalf of the state.

(v) The state is not responsible for ensuring or verifying bidder compliance with the Qualified Electronic Bid Provider's procedures.

(vi) The state may regard the electronic transmission of a bid through the Qualified Electronic Bid Provider (including information regarding the purchase price for the Certificates and interest rates for any maturity of the Certificates) as though the information were submitted on the Official Bid Form and executed on the bidder's behalf by a duly authorized signatory.

(vii) If the bidder's bid is accepted by the Committee, the Official Bid Form, this Official Notice of Sale and the information that is transmitted electronically through the Qualified Electronic Bid Provider shall form a contract, and the bidder shall be bound by the terms of such contract.

(viii) Information provided by the Qualified Electronic Bid Provider to bidders shall form no part of any bid or of any contract between the successful bidder and the state unless that information is included in this Official Notice of Sale or in the Official Bid Form provided by the state.

Further information about the Qualified Electronic Bid Provider, including any fees charged, may be obtained by calling Bidcomp/Parity at 212-404-8102.

Faxed Bids. The Official Bid Form, which is contained in the Preliminary Official Statement, may be submitted via facsimile transmission to (360) 902-9045.

Sealed Bids. Sealed bids for the purchase of the Certificates may be submitted on the Official Bid Form for the Certificates in a sealed envelope to the Office of the State Treasurer, 3200 Capitol Boulevard South, Tumwater, Washington, attention: Allan J. Martin. The Official Bid Form is contained in the Preliminary Official Statement.

Terms of Bids. Bids for the Certificates must be unconditional, and for not less than all of the Certificates. By submitting a bid, each bidder agrees to all of the terms and conditions of this Official Notice of Sale, as they may be modified in accordance herewith. Bids for the Certificates must be submitted on the Official Bid Form attached to this Official Notice of Sale or electronically via the Qualified Electronic Bid Provider. Bids may not be withdrawn or revised after the time that bids are due.

Interest Rates Bid. Bidders for the Certificates may specify any number of interest rates in multiples of one-eighth or one-twentieth of one percent (1/8 or 1/20 of 1%), or both. Bidders may not specify more than one interest rate with respect to Certificates with a common Principal Payment Date. The interest rate with respect to the Certificates payable on any Principal Payment Date may not be less than the interest rate with respect to such Certificates payable on any prior Principal Payment Date. Each Certificate must evidence and represent interest from its date to its respective Principal Payment Date.

Premium and Discount. No bid will be considered that offers to pay an amount less than 98 percent nor more than 105 percent of the aggregate principal component evidenced and represented by the Certificates.

Basis of Award

The Certificates will be sold to the bidder submitting a bid in conformance with this Official Notice of Sale that produces the lowest true interest cost ("TIC") to the state, based on the bid price, the interest rates specified in the Official Bid Form and the principal components identified in this Official Notice of Sale. The lowest TIC will be the rate necessary, when using semiannual compounding on a 360-day basis, to discount the principal and interest components with respect to the Certificates from the respective Principal Payment Dates to the date of the Certificates and to the price bid.

The successful bidder shall be bound to purchase the Certificates with the principal components specified in this Official Notice of Sale, with adjustments, if any, as permitted herein, at such price, and with such interest rates, as are specified in its bid. If the aggregate total of the principal components of the Certificates is adjusted, any aggregate premium or discount bid by the successful bidder for such Certificates shall be adjusted proportionately. If there is no adjustment to the aggregate total of the principal components of the Certificates, there shall be no adjustment to the aggregate premium or discount bid by the successful bidder for such Certificates, regardless of any adjustments that may be made to the principal components payable on individual principal payment dates.

Right of Rejection

The State Treasurer reserves the right to reject any or all bids and to waive any irregularity or informality in any bid. In the event that two or more bidders submit bids at the same lowest TIC, the Designated

Treasurer's Representative will determine which bidder will be awarded the Certificates in his sole discretion.

Term Certificates

Bidders have the option to designate the total principal component payable on any two or more consecutive Principal Payment Dates for the Certificates as mandatory sinking fund prepayments with respect to the Term Certificates. If no Term Certificates are designated, the principal components represented by Certificates payable on each Principal Payment Date will be as set forth on page i of the Preliminary Official Statement, subject to adjustment as provided in this Official Notice of Sale.

Good Faith Deposit

To secure the state from any loss, a good faith deposit in the form of a financial surety bond or a certified or cashier's check in the amount of $175,000 with respect to the Certificates, payable to the order of the State Treasurer, is required for each bid to be considered. If a financial surety bond is used, it must be from an insurance company licensed to issue such a bond in the state whose claims-paying ability is rated in the highest rating category by Moody's Investors Service and Standard & Poor's, and such bond must be submitted to the Designated Treasurer's Representative, Allan J. Martin, Deputy State Treasurer, telephone: (360) 902-9007, fax: (360) 902-9045, prior to the opening of the bids. The financial surety bond must identify each bidder whose deposit is guaranteed by such financial surety bond. The state has no responsibility if any financial surety bond fails to list any bidder, or if the financial surety bond is not delivered to the Designated Treasurer's Representative on a timely basis. It is understood and agreed by each bidder using such a surety bond that the bidder must make its own arrangements with the provider of the surety bond. If a certified or cashier's check is used, it must accompany each bid.

If the Certificates are awarded to a bidder utilizing a financial surety bond, then that bidder is required to submit its deposit to the state in the form of a wire transfer or a certified or cashier's check (in such amount as instructed by the state) not later than 12:00 noon, Pacific Time, on the next business day following the award. If such deposit is not received by that time, the financial surety bond may be drawn by the state to satisfy the deposit requirement. The deposit will be applied to the purchase price of the Certificates upon delivery.

When the Certificates have been awarded to the successful bidder, any certified or cashier's checks of the unsuccessful bidders will be made available for return to each unsuccessful bidder. The deposit of the successful bidder will be retained by the state as liquidated damages should such bidder fail to pay the purchase price in full upon tender of the Certificates. Such retention shall constitute a full release and discharge of all claims by the state against the successful bidder. The state's actual damages may be higher or lower than the amount of such good faith deposit. Such amount represents a good faith estimate of the state's actual damages. Each bidder waives the right to claim that actual damages arising from such default are less than such amount.

The state reserves the right to invest the deposit of the successful bidder pending payment for the related Certificates and the successful bidder will not receive credit for any earnings on such investment.

Insurance

The State Treasurer may provide information to certain municipal bond insurance companies insuring bonds in the primary market in order to pre-qualify the Certificates for municipal bond insurance. Bids for the Certificates shall not be conditioned upon obtaining municipal bond insurance or any other credit enhancement. If the Certificates qualify for issuance of any policy of municipal bond insurance or commitment therefor, *any purchase of such insurance or commitment therefor shall be at the sole option and expense of the successful bidder* and any increased costs of issuance of the Certificates resulting by reason of such insurance shall be paid by the bidder and shall not, in any event, be paid by the state. Any failure of such Certificates to be so insured or of any such policy of insurance to be issued shall not in any way relieve the successful bidder of its obligation to purchase such Certificates. Payment of any insurance premium and satisfaction of any conditions to the issuance of a municipal bond insurance policy shall be the sole responsibility of the successful bidder. In particular, the state will neither amend nor supplement the financing documents in any way nor will it enter into any additional agreements with respect to the provision of any such policy.

FAILURE OF THE INSURANCE PROVIDER TO ISSUE ITS POLICY SHALL NOT CONSTITUTE CAUSE FOR A FAILURE OR REFUSAL BY THE SUCCESSFUL BIDDER TO ACCEPT DELIVERY OF OR PAY FOR THE CERTIFICATES.

The successful bidder must provide the state with the municipal bond insurance commitment and information with respect to the municipal bond insurance policy and the insurance provider for inclusion in the final Official Statement within two business days following the award of the bid by the state. The state will require delivery, on or prior to the date of delivery of the Certificates, of:

(i) a certificate from the insurance provider regarding the accuracy and completeness of the information provided for inclusion in the Official Statement,

(ii) an opinion of counsel to the insurance provider regarding the enforceability of the municipal bond insurance policy, and

(iii) a certificate with respect to certain tax matters,

each in form reasonably satisfactory to the state, Certificate Counsel and the successful bidder.

Delivery of Certificates

General. On or about November 24, 2004, the Certificates will be delivered to DTC, or to the Fiscal Agent on behalf of DTC through Fast Automated Securities Transfer, against payment of the purchase price to the state in immediately available federal funds less the amount of the good faith deposit.

On or before the date of delivery of and payment for the Certificates, the successful bidder shall provide to the state such information and certifications as Certificate Counsel to the state deems necessary to determine the yield with respect to the Certificates for purposes of Section 148 of the Internal Revenue Code of 1986, as amended.

The successful bidder for the Certificates must actually reoffer all of the Certificates to the general public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers).

The Certificates will be executed and delivered in book-entry form only in accordance with the letter of representations from the state to DTC. As of the date of award of the Certificates, the successful bidder

must either participate in DTC or must clear through or maintain a custodial relationship with an entity that participates in DTC.

The state will furnish to the successful bidder one transcript of proceedings; additional transcripts will be furnished at the successful bidder's expense.

If, prior to the delivery of any of the Certificates, the interest component evidenced and represented thereby shall become includable in the gross income of the recipients thereof for federal income tax purposes, or if legislation which would have the same effect if adopted into law is passed by either House of Congress or proposed by a joint conference committee, the successful bidder, at its option, may be relieved of the obligation to purchase the Certificates, and the state, at its option, may be relieved of the obligation to deliver the Certificates.

Cancellation of Sale. The successful bidder has the right, at its option, to cancel its obligation to purchase the Certificates for which it submitted the winning bid if the state fails to cause the execution and delivery of such Certificates within 45 days from the award to the successful bidder, and in such event the successful bidder will be entitled only to the return of the principal amount of the good faith deposit.

CUSIP Numbers

It is anticipated that CUSIP identification numbers will be printed on the Certificates. Neither the failure to print CUSIP numbers on any Certificate nor any error with respect thereto will constitute cause for failure or refusal by the successful bidder therefor to accept delivery of and pay for the Certificates. The state is responsible for obtaining CUSIP numbers, and all expenses for printing CUSIP numbers on the Certificates shall be paid for by the state, but the CUSIP Service Bureau charge for assignment of those numbers shall be the responsibility of and shall be paid for by the successful bidder.

Tax Matters

The Preliminary Official Statement provides information regarding the treatment of interest evidenced and represented by the Certificates for federal income tax purposes. See "Tax Matters" in the Preliminary Official Statement.

Legal Opinion

The state will furnish to the successful bidder for the Certificates the legal opinion of Orrick, Herrington & Sutcliffe LLP, Certificate Counsel, substantially in the form set forth in Appendix C to the Preliminary Official Statement, which opinion will not address the accuracy or completeness of the Official Statement.

Litigation

No litigation is pending or, to the knowledge of the Designated Treasurer's Representative, threatened that seeks to restrain or enjoin the sale, execution or delivery of the Certificates or in any other manner affects the validity of the Certificates or the proceedings or authority pursuant to which they are to be sold, executed and delivered, or the validity or enforceability of the Trust Agreement, the Lease or the Assignment, and the Designated Treasurer's Representative will furnish a certificate to the foregoing effect on and as of the date of delivery of the Certificates.

Closing Documents

As a condition to the obligations of the successful bidder to accept delivery of and pay for the Certificates, the successful bidder will be furnished as of the date of closing a certificate of the Designated Treasurer's Representative, certifying that:

(i) as of the date of the Official Statement furnished concerning the Certificates, the Official Statement (other than the information therein regarding DTC and its book-entry only system and regarding any municipal bond insurer and its municipal bond insurance policy, and information provided by the successful bidder regarding reoffering prices and yields) did not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading, and

(ii) to his knowledge, since the date of the Official Statement, there has been no material adverse change in the financial condition or affairs of the state other than as disclosed or contemplated in the Official Statement.

Continuing Disclosure

The state will enter into an undertaking for the benefit of the holders of the Certificates to provide certain financial information and operating data to certain information repositories annually and to provide notice to each of those repositories or to the Municipal Securities Rulemaking Board and to a state information depository for the state, if any is created, of certain events pursuant to the requirements of Section (b)(5)(i) of Securities and Exchange Commission Rule 15c2-12 (the "Rule"). See "Continuing Disclosure Agreement" in this Preliminary Official Statement. The state has never failed to comply in any material respect with any previous undertakings entered into pursuant to the Rule.

Preliminary Official Statement

A copy of the Preliminary Official Statement dated October 29, 2004, may be obtained by contacting the Deputy State Treasurer, whose address and telephone number are listed below. The Preliminary Official Statement is in a form deemed final by the state for the purpose of the Rule, but is subject to revision, amendment and completion in a final Official Statement, which the state will deliver at its own expense, to the successful bidder (in a quantity not to exceed 250 copies) not later than seven business days after the state's acceptance of such bidder's proposal.

The successful bidder agrees to file, or cause to be filed, the final Official Statement with a nationally recognized municipal securities information repository designated by the Securities and Exchange Commission within one business day following the receipt of the Official Statement from the state.

The successful bidder also agrees:

(i) to provide to the State Treasurer, in writing, promptly after the acceptance of the bid, pricing and other related information necessary for completion of the final Official Statement,

(ii) to disseminate to all members of the underwriting syndicate, if any, copies of the final Official Statement, including any supplements prepared by the state, and

(iii) to take any and all actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Certificates to ultimate purchasers, including without limitation, the delivery of a final Official Statement to each investor who purchases Certificates.

Additional information and a reasonable number of copies of the Preliminary Official Statement (with Official Bid Form included) may be obtained from the undersigned at the Office of the State Treasurer, 3200 Capitol Boulevard, Tumwater, Washington 98501 (telephone: (360) 902-9007).

STATE FINANCE COMMITTEE
STATE OF WASHINGTON

By: /s/_____
Allan J. Martin
Deputy State Treasurer

OFFICIAL BID FORM

$8,530,000*

STATE OF WASHINGTON

CERTIFICATES OF PARTICIPATION

STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES, SERIES 2004F

(Columbia Basin Community College Project)

State Finance Committee, State Treasurer
Office of the State Treasurer
3200 Capitol Boulevard South
Tumwater, Washington 98501

For $8,530,000* aggregate principal component evidenced and represented by the State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2004F (Columbia Basin Community College Project), dated as of their date of initial delivery (expected to be November 24, 2004), payable on July 1 from 2006 through 2020, inclusive, in the principal amounts shown herein, and with interest evidenced and represented thereby payable semiannually on January 1 and July 1, beginning on July 1, 2005, from the Dated Date at the rate or rates specified herein,

we will pay $_____

(must be no less than $8,359,400* and no more than $8,956,500*).

The schedule of payment dates of the principal component of Base Rent Payments (the "Principal Payment Dates") and the interest rate or rates upon which this bid is based, with the interest computed from their date of initial delivery, to the Principal Payment Dates of the Certificates, is as follows:

Principal Payment Date (July 1)	Principal Component**	Interest Rate	Principal Payment Date (July 1)	Principal Component**	Interest Rate
2006	$ 455,000	_____%	2014	$ 575,000	_____%
2007	465,000	_____	2015	595,000	_____
2008	475,000	_____	2016	620,000	_____
2009	485,000	_____	2017	645,000	_____
2010	500,000	_____	2018	675,000	_____
2011	515,000	_____	2019	700,000	_____
2012	535,000	_____	2020	735,000	_____
2013	555,000	_____			

* Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale.

** Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale. These amounts will constitute principal components of the Certificates unless Term Certificates are specified by the successful bidder, in which case these amounts will constitute mandatory sinking fund prepayments of Term Certificates.

We hereby specify that the following Principal Payment Dates shall be aggregated into Term Certificates payable on July 1 of the following years in the following principal components (leave blank if no Term Certificates are specified):

Principal Payment Dates (Month/Year) Aggregated	**Term Certificate Payment Date (Month/Year)**	**Total Principal Component**
_____ through _____	_____	_____
_____ through _____	_____	_____

The following is submitted for informational purposes only and is not a part of the bid:

Total Coupon Interest ..... $_____

Plus Discount/Less Premium..... $_____

Net Interest ..... $_____

Net Effective Rate ..... _____%

True Interest Cost* ..... _____%

* *Calculated to the date of initial delivery, expected to be November 24, 2004.*

This bid is submitted in accordance with and subject to all provisions contained in the Official Notice of Sale for the Certificates, which provisions are incorporated herein and made a part hereof by this reference.

We have made provision for a financial surety bond as provided for in the Official Notice of Sale, which financial surety bond is for liquidated damages in the event that we fail to accept said Certificates when ready for delivery or fail to complete payment therefor in accordance with the terms of this bid. If this bid is accepted, we shall wire the sum of $175,000 to the Treasurer of the State of Washington, which wire will be deposited by the State Treasurer and applied to the purchase price of the Certificates when the same are delivered and paid for under the terms of this bid, or shall be retained as and for liquidated damages in case we fail to accept said Certificates when ready for delivery or fail to complete payment therefor in accordance with the terms of this bid.

Alternatively, we enclose herewith a certified or cashier's check in the sum of $175,000 payable to the Treasurer of the State of Washington, which check is to be returned to us if this bid is not accepted. If this bid is accepted, said check shall be deposited and used as set forth in the preceding paragraph.

Certificate Insurer (if any): _____

Certificate Insurance Premium (if any): _____

Respectfully submitted this 9th day of November, 2004,

_____

PRELIMINARY OFFICIAL STATEMENT

$8,530,000*

STATE OF WASHINGTON
CERTIFICATES OF PARTICIPATION

STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES, SERIES 2004F

(Columbia Basin Community College Project)

Evidencing and Representing Undivided Proportionate Interests of the Owners Thereof in Base Rent Payments to be Made by the State of Washington Pursuant to the State Agency Financing Lease

INTRODUCTION

This Preliminary Official Statement, including the cover hereof and the appendices hereto, was prepared to provide certain information relating to the sale and delivery by the State of Washington (the "state") of the above-captioned certificates of participation (the "Certificates"). Capitalized terms used herein, if not specifically defined, are used as defined in Appendix I to the Trust Agreement, referred to below.

The proceeds of the Certificates will be used to finance acquisition or construction of a real property project (the "Project") for the benefit of the State Board for Community and Technical Colleges (the "State Agency"), acting for and on behalf of Columbia Basin Community College (the "College") and to fund issuance costs with respect to the Certificates.

The Certificates are being executed and delivered by the Fiscal Agent pursuant to a Trust Agreement with respect to the Certificates (the "Trust Agreement"), dated as of the Dated Date, among the Fiscal Agent, the State Treasurer and the Washington Finance Officers Association ("WFOA"), a Washington nonprofit corporation. The Certificates represent undivided proportionate interests in Base Rent Payments to be made by the state under a State Agency Financing Lease, dated as of the Dated Date, between WFOA and the state (the "Lease"). The Bank of New York will act as Fiscal Agent for the Certificates (the "Fiscal Agent").

WFOA and the state, acting by and through the State Agency and the State Treasurer, have entered into a State Agency Site Lease, dated as of the Dated Date (the "Site Lease"), for the lease of the site of the Project (the "Site") to WFOA. Pursuant to the Lease, the state is further subleasing the Site and the Project (collectively, the "Property") from WFOA for the benefit of the State Agency. The Site is a portion of a parcel of real property that is subject to the terms and conditions of an outstanding certificates of participation financing. See "The Project—The Site."

Pursuant to the Assignment dated as of the Dated Date (the "Assignment"), WFOA is assigning and transferring to the Fiscal Agent, without recourse, all of its rights to the Site pursuant to the Site Lease, all of its rights to receive the Base Rent Payments from the state pursuant to the Lease; its right to take all actions, exercise all remedies and give all consents under and pursuant to the Site Lease and the Lease, and all of its remaining right, title and interest in, to and under the Site Lease and the Lease, and in and to the Property. For summaries of the Trust Agreement, the Lease, the Assignment, and the Site Lease, see Appendix B—"Definitions and Summary of Certain Legal Documents."

* Preliminary, subject to adjustment by the state as provided in the Official Notice of Sale.

The Lease constitutes a special, limited obligation of the state payable solely from the sources and subject to the limitations set forth therein. Neither the Base Rent Payments nor the Certificates constitute or represent debt or general obligations of the state, and neither the full faith and credit nor the taxing power of the state is pledged to the payment of any Base Rent Payments or the principal or interest evidenced and represented by the Certificates. Payments by the State Treasurer of any Base Rent Payments are subject to appropriation by the State Legislature and Executive Order reduction by the Governor. An election by the State Legislature not to appropriate, or any Executive Order reduction by the Governor, would not constitute an event of default under the Trust Agreement or the Lease.

Numerous state agencies including, in particular, the Office of the State Treasurer, the Department of Revenue, the State Attorney General, the Office of Economic and Revenue Forecast Council, the Department of Retirement Systems, and the Office of Financial Management, have assisted the State Finance Committee (the "Committee") in assembling the information contained herein.

Certain financial information regarding the state has been taken or derived from the audited financial statements and other financial reports of the state. Reference should be made to said audited financial statements and other financial reports, and their accompanying notes, for complete information. Copies thereof are available for inspection at the Office of the State Treasurer upon request.

The summaries and descriptions herein of the Certificates, the Trust Agreement, the Lease, the Assignment, the Site Lease, the Committee's authorizing resolutions, and certain provisions of state law do not purport to be complete and are qualified in their entirety by reference to the complete provisions thereof, copies of which are available for inspection at the Office of the State Treasurer upon request. Any statements herein involving estimates, projections or forecasts are to be construed as such, rather than as statements of fact or representations that such estimates, projections or forecasts will be realized.

State Finance Committee

The Committee is composed of the Governor, Lieutenant Governor and State Treasurer, the latter being designated by law as Chairman. Pursuant to Chapter 3, Laws of 1981 (RCW 43.33.030), the Office of the State Treasurer provides administrative support to the Committee. By statutory provision, the Committee is delegated authority to supervise and control the issuance of all state bonds and approve all financing contracts and certificate of participation issues. A Deputy State Treasurer acts as recording officer for the Committee and is responsible for the administration of its official duties in accordance with prescribed policies of the Committee.

THE CERTIFICATES

Authorization

The state is authorized by chapter 39.94 RCW, as amended (the "Act"), to enter into financing contracts, for the state and its agencies or on behalf of certain local agencies specified in the Act, to acquire real and personal property to be used by the state or its agencies or such local agencies, and to issue certificates of participation in those contracts. Financing contracts may include, but are not limited to, conditional sales contracts, financing leases, lease purchase contracts, and refinancing contracts that provide for payment by the state over a term of more than one year.

All financing contracts of the state must be approved by the Committee, and financing contracts for the acquisition of real property by the state must receive the prior approval of the State Legislature. The Washington Supreme Court in *State Department of Ecology v. State Finance Committee*, 116 Wn.2d 246, 804 P.2d 1241 (1991), held that a financing contract for the state's Department of Ecology did not create debt within the meaning of Article 8, Section 1, of the Washington State Constitution.

By Resolution No. 923, adopted on July 17, 2000, and Resolution No. 1005, adopted on July 13, 2004, the Committee authorized and approved the execution and delivery of certificates of participation (including the Certificates) in series from time to time in payments to be made by the state pursuant to (among other things) the state agency financing leases. On July 22, 2003, the Committee approved a Finance Plan under which the aggregate principal amount for certificates of participation issued for the state during the 2003-05 Biennium was set at $196,000,000, including certificates expected to be issued to finance acquisition of equipment for state agencies and local governments.

Pursuant to Chapter 277, Laws of 2004, Sections 904-6(m), the State Legislature authorized the State Agency to enter into a financing contract for the Project on behalf of the College.

General Description

The Certificates represent undivided proportionate interests in Base Rent Payments to be made by the state, on behalf of the State Agency, pursuant to the Lease. The Certificates will be dated as of their date of initial delivery. The principal components of Base Rent Payments (the "Principal Components") evidenced and represented by the Certificates will be payable on the dates (each a "Principal Payment Date") and in the amounts as shown on page i of this Official Statement. The Certificates will be executed and delivered as fully registered certificates without coupons in denominations of $5,000 or any integral multiple thereof.

The interest component of Base Rent Payments will be payable semiannually on January 1 and July 1 of each year (each an "Interest Payment Date" and together with Principal Payment Dates, "Certificate Payment Dates"), beginning on July 1, 2005, at the rates shown on page i of this Official Statement. Such interest will be computed using a 360-day year comprised of twelve 30-day months. The interest component of the Base Rent Payments will be payable to the person whose name appears on the certificate register of the Fiscal Agent as of the close of business on the 15th day of the month immediately preceding the month in which the Interest Payment Date occurs (the "Record Date"), whether or not such day is a business day. Interest is to be paid by check or draft mailed by first class mail on each Interest Payment Date to each Owner at the address as it appears on the certificate register of the Fiscal Agent, or at the request of any Owner of at least $1,000,000 in aggregate principal amount of Certificates, by wire transfer within the United States of America of immediately available funds to the bank account specified in writing by such Owner to the Fiscal Agent no later than the applicable Record Date.

Payment of the Principal Component or Prepayment Price evidenced and represented by each Certificate is required to be made on the Principal Payment Date upon presentation and surrender thereof at the principal corporate trust office of the Fiscal Agent.

So long as the Depository Trust Company ("DTC") book-entry system is used for the Certificates, principal and interest represented by the Certificates will be paid to DTC for distribution to its Participants and payment to the beneficial owners of the Certificates. See Appendix E—Book-Entry System.

Prepayment

Optional Prepayment. The Certificates with principal payment dates on and after July 1, 2015, are subject to optional prepayment prior to their respective principal payment dates, beginning July 1, 2014, upon the exercise by the state of its option to prepay the principal components evidenced and represented by those Certificates, at par plus accrued interest, if any, evidenced and represented thereby to the prepayment date, without premium.

Extraordinary Mandatory Prepayment. The Certificates are subject to prepayment on any date prior to their respective Principal Payment Dates, as a whole, or in part by lot in Authorized Denominations, upon certain governmental takings, loss of title and casualty loss, from amounts deposited in the Prepayment Account in the amount of the Principal Component evidenced and represented thereby being prepaid, plus accrued interest evidenced and represented thereby to the Prepayment Date, without premium.

Mandatory Prepayment. The Term Certificates with a Principal Payment Date of July 1, 20__, are subject to mandatory prepayment prior to their stated Principal Payment Date, in part by lot, from Base Rent Payments on the Principal Payment Dates on and after July 1, 20__, in the amount of the Principal Component evidenced and represented thereby being prepaid, plus accrued interest evidenced and represented thereby to the Prepayment Date, without premium, as follows:

Mandatory Prepayment Date	Principal Component	Mandatory Prepayment Date	Principal Component
	$		$

The amount of each prepayment will be reduced as provided in the Trust Agreement in the event and to the extent of any extraordinary mandatory prepayment.

Selection of Certificates for Prepayment. If the Certificates are in book-entry form at the time of prepayment, and less than all of the State Payments are being prepaid, the Fiscal Agent will direct DTC to instruct the DTC Participants to select such Certificates for prepayment *pro rata* among all Owners of the Principal Payment Date being prepaid. Neither the state nor the Fiscal Agent will have responsibility to insure that DTC or its participants properly select such Certificates for prepayment. If the Certificates are not then in book-entry form at the time of mandatory prepayment, the Fiscal Agent shall select such Certificates for prepayment, *pro rata* among Owners, to the greatest extent possible, subject to maintaining Authorized Denominations.

Notice of Prepayment. Notice of prepayment is required to be given by the Fiscal Agent not less than thirty (30) nor more than sixty (60) days prior to the Prepayment Date, to the State Treasurer, the Owner of each Certificate affected at the address shown on the Certificate Register on the date such notice is mailed, the Securities Depositories and one or more Information Services. Each notice of prepayment must state the date of such notice, the date of execution and delivery of the Certificates, the Prepayment

Date, the Prepayment Prices, the place or places of prepayment (including the name and appropriate address or addresses of the Fiscal Agent), the CUSIP number of the Certificates being prepaid, the source of the funds to be used for such prepayment, the Principal Component due evidenced and represented by the Certificates, the distinctive certificate numbers of the Certificates or portions thereof to be prepaid, the rate or rates of interest evidenced and represented by the Certificates to be prepaid, and the Principal Payment Dates of the Certificates to be prepaid. The notice also must state that the interest evidenced and represented by the Certificates designated for prepayment will cease to accrue from and after such Prepayment Date, and that on said date there will become due and payable with respect to each of the prepaid Certificates the Prepayment Price of the Certificate to be prepaid, and interest, if any, accrued thereon to the Prepayment Date. Such notice will require that such Certificates be then surrendered at the address or addresses of the Fiscal Agent specified in the prepayment notice.

Partial Prepayment. Upon surrender of any Certificate prepaid in part only, the Fiscal Agent is required to provide a replacement Certificate or Certificates evidencing and representing a principal amount equal to the portion of the Principal Component evidenced and represented by such Certificate not prepaid, and deliver it to the Owner thereof. The Certificate so surrendered is required to be cancelled by the Fiscal Agent.

Book-Entry System

The Certificates initially will be delivered under a book-entry only system, registered in the name of Cede & Co., as nominee of DTC, acting as depository for the Certificates. Individual purchases of the Certificates will be made in book-entry form only. Purchasers will not receive certificates representing their beneficial ownership interests in the Certificates. For information about the DTC book-entry system, see Appendix E—Book-Entry System.

Defeasance

If money and/or certain types of securities maturing at such times and bearing interest to be earned thereon in amounts sufficient to prepay the principal and interest evidenced and represented by any or all of the Certificates in accordance with their terms and the terms of the Trust Agreement and the Leases are set aside irrevocably in a special trust account to effect such prepayment and are pledged for such purpose, then no further payments are required to be made to pay or secure the payment of such principal and interest evidenced and represented by such Certificates, and such Certificates will be deemed thereafter not to be outstanding. See Appendix B—Definitions and Summary of Certain Legal Documents.

THE PROJECT

Proceeds of the Certificates will be used to acquire or construct the following real property project, capitalize a portion of the interest represented by the Certificates through January 1, 2006, and fund issuance costs with respect to the Certificates.

The Project

Proceeds of the Certificates will be used to construct a medical technology and science education addition (the Washington Institute for Science Education ("WISE") project) as a part of a larger project to connect the College's technology and sciences buildings, to capitalize interest through January 1, 2006, and to fund issuance costs with respect to the Certificates. The estimated cost for the entire project is $23 million, of which $17 million is for the WISE project, which will be funded with $8 million of COP proceeds, $6 million of state capital funds and the remainder through state matching funds, private money and other funds to be raised by the College's Foundation. A construction contract has been signed, and

construction is underway. The project is being constructed in phases and expected to be completed by summer 2006.

The Site

The Site is located on a portion of the College's Pasco campus that has been leased by the State Agency to WFOA in connection with the execution and delivery of $5,275,000 State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2000A. Pursuant to the terms of a Ground Lease dated as of June 15, 2000 (the "2000 Ground Lease"), the Site and much of the rest of the College's Pasco campus (the "2000 Parcel") has been leased by the State Agency to WFOA for a term of 25 years. The 2000 Parcel, including the Site, has also been subleased by WFOA to the State pursuant to an Agency Financing Contract dated as of June 15, 2000 (the "2000 Financing Contract") for a term of approximately 20 years. Both the 2000 Ground Lease and the 2000 Financing Contract remain in effect as of the date of this Official Statement.

The terms of the 2000 Financing Contract allow the State Agency to finance additional improvements on all or a portion of the 2000 Parcel. The 2000 Financing Contract provides that in the event the State Agency elects to execute an additional agency financing contract (such as the Lease), the Owners of the Certificates may be granted an interest in the 2000 Parcel through a sublease of all or any portion of the 2000 Parcel. Accordingly, the Site Lease functions as a sublease of the Site to WFOA during the term of the 2000 Ground Lease and as a direct lease of the Site to WFOA in the event the 2000 Ground Lease expires pursuant to its terms or for any other reason is not in effect or does not cover the Site. See "The Site Lease" in Appendix B.

The College

Columbia Basin Community College is a two-year comprehensive community college that has served Benton and Franklin Counties since 1955. The College moved to its current campus in 1957 and has since added 17 permanent buildings. The enrollment of the College has grown from 299 students in 1955 to more than 7,000 students per quarter in 2004 at two locations, the main campus in Pasco, Washington, and a branch campus in Richland, Washington.

SOURCES AND USES OF FUNDS

The following table shows the sources and uses of funds:

Sources of Funds	
Principal Component of Certificates	$_____
Total Sources	$_____
Uses of Funds	
Deposit to Project Fund	$
Deposit to Capitalized Interest Account	
Estimated Costs of Issuance and Underwriting	_____
Total Uses	$_____

SOURCES OF PAYMENT AND SECURITY FOR THE CERTIFICATES

Base Rent Payments

The Certificates will evidence and represent undivided proportionate interests in the Base Rent Payments payable by the state on behalf of the State Agency pursuant to the Lease. Pursuant to the Lease, WFOA will sublease the Site and Project to the state, and in consideration thereof the state is required to make Base Rent Payments to the Fiscal Agent, as assignee of WFOA, during the term of the Lease. Base Rent Payments are composed of Principal Components and Interest Components represented by the Certificates. Base Rent Payments are due on each Certificate Payment Date. Base Rent Payments are payable solely from appropriated funds of the State Agency.

The Lease (including any right of WFOA to receive Base Rent Payments thereunder) has been assigned to the Fiscal Agent pursuant to the Assignment.

The obligation of the state to make Base Rent Payments under the Lease is subject to appropriation from time to time by the State Legislature and does not constitute a debt of the state or the State Agency within the meaning of any constitutional or statutory debt limit or restriction, and does not constitute an obligation for which the state or the State Agency has levied or pledged any form of taxation. If at any time during the fiscal period the Governor projects a cash deficit, the Governor, by Executive Order, is authorized to make across-the-board reductions by fund source in allotments in order to prevent a cash deficit, unless the State Legislature has directed the liquidation of the cash deficit over one or more fiscal periods. The Governor may place any portion of an across-the-board reduction in reserve status and remove these amounts from reserve status if the across-the-board reduction is modified.

Upon a failure of the State Legislature to appropriate or Executive Order reduction, the State Agency is permitted to terminate the Lease as provided therein. See "Permitted Termination Events" below under this caption.

PAYMENTS BY THE STATE AND THE STATE AGENCY OF BASE RENT PAYMENTS ARE SUBJECT TO APPROPRIATION BY THE STATE LEGISLATURE AND EXECUTIVE ORDER REDUCTION BY THE GOVERNOR AND MAY BE TERMINATED AS PROVIDED IN THE LEASE.

Permitted Termination Events; Remedies

Under the Lease, each of the following constitutes a "Permitted Termination Event":

(i) the State Legislature elects not to appropriate sufficient funds within any biennial budget for the purpose of paying the Base Rent Payments due thereunder during the next occurring biennium; or

(ii) the Governor of the state issues an Executive Order mandating an emergency reduction in state funding;

provided, that the State Agency delivers written notice thereof to the State Treasurer as required by the Lease.

If, as of five (5) Business Days following (i) the enactment of each biennial budget by the State Legislature, or (ii) an Executive Order reduction in funding, the State Agency determines as a result of such legislation or Executive Order that sufficient funds will not be available to make its scheduled Base Rent Payments for the Project in the next occurring biennium or upon a reduction in funding in the manner as set forth above, the State Agency is required to deliver not less than 45 days' prior written notice to the State Treasurer, which notice must describe the Permitted Termination Event, state the Permitted Termination Date and state that the State Agency has determined that such Permitted Termination Event will result in the cancellation of the Lease.

Upon the occurrence of a Permitted Termination Event, the State Treasurer is required to immediately deliver written notice thereof to WFOA, which notice is required to identify the election not to appropriate the necessary funds or the Executive Order reduction as the reason for cancellation thereof. The State Treasurer must, if practicable, request a supplemental appropriation in the event that an appropriation has not been made to the State Agency. In the event of an Executive Order reduction, the State Treasurer is required to determine whether or not the Project and the Site and the obligations of the State Agency under the Lease may be transferred to the Office of the State Treasurer or to another agency or department of the state authorized under the Act to enter into financing agreements. No Permitted Termination Event following an Executive Order reduction in funding will be effective unless or until the State Treasurer has determined that neither the State Treasurer nor any other agency or department of the state authorized under the Act to enter into financing agreements is willing and able to assume the rights and obligations of the State Agency under the Lease.

Upon the occurrence and effectiveness of a Permitted Termination Event, the State Treasurer and the State Agency must vacate the Project and the Site at the beginning of the period for which funds have not been appropriated or for which funding has been reduced and deliver possession and control thereof to WFOA for the remaining term of the Site Lease and thereupon be released of its obligations to make payments in an amount equal to the then unpaid balance of Base Rent Payments with respect to the Project; *provided*, that the state and the State Agency deliver the Project in good repair, working order and condition, ordinary wear and tear excepted, as of the end of the last month for which funding has been provided, or the end of the last month for which funding is available in the event of an Executive Order reduction in funding, and written notice is provided by the State Agency directly to the State Treasurer as set forth above. Upon the occurrence and effectiveness of a Permitted Termination Event, WFOA would be entitled to retain all sums theretofore transmitted to WFOA (or to the Fiscal Agent as assignee of WFOA) by or on behalf of the State Treasurer or the State Agency for the benefit of the Owners of the Certificates.

The occurrence of a Permitted Termination Event does not constitute an Event of Default and the remedies described above relating to the return of the Project are the sole remedies available to the State Treasurer and WFOA upon such occurrence. If the State Legislature provides a supplemental appropriation or the Executive Order is withdrawn prior to the expiration of the notice period specified above and the State Treasurer or WFOA has not yet re-let or otherwise disposed of the Project, the State Agency and the State Treasurer may, by written notice to WFOA, revoke the notice of termination and continue their obligations under the Lease.

Cross-Default With the 2000 Financing Contract

The 2000 Financing Contract conditions the sublease of the Site in connection with the execution and delivery of the Certificates on, among other things, the inclusion of any default under the 2000 Financing Contract as an Event of Default under the Lease. Events of default under the 2000 Financing Contract include (i) a failure by the State Agency to make any payment of rent at the time and manner required to be paid under the 2000 Financing Contract; (ii) a failure by the State Agency to make any payment of its financial obligations under the Lease; and (iii) a failure by the State Agency to observe and perform any covenant, condition or agreement on its part set forth in the 2000 Financing Contract (except for clauses (i) and (ii) above) for a period of 30 days after written notice of such failure is given to the State Agency. See "The Lease—Events of Default" in Appendix B for a discussion of Events of Default under the Lease.

Limited Obligations of the State and the State Agency

THE CERTIFICATES DO NOT CONSTITUTE A DEBT OR GENERAL OBLIGATION OF THE STATE OF WASHINGTON OR OF THE STATE AGENCY, THE CONTRACTING OF AN INDEBTEDNESS BY THE STATE OR BY THE STATE AGENCY, OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OR OF

THE STATE AGENCY, FOR PURPOSES OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION UPON DEBT OR THE CONTRACTING OF INDEBTEDNESS. THE CERTIFICATES REPRESENT AN UNDIVIDED PROPORTIONATE INTEREST IN BASE RENT PAYMENTS TO BE MADE UNDER THE LEASE. THE BASE RENT PAYMENTS TO BE MADE UNDER THE LEASE ARE PAYABLE SOLELY FROM THE SOURCES IDENTIFIED HEREIN, AND ARE SUBJECT TO TERMINATION UPON THE OCCURRENCE OF CERTAIN EVENTS SPECIFIED IN THE LEASE. NOTHING IN THE CERTIFICATES OR THE LEASE SHOULD BE CONSIDERED OR CONSTRUED TO IMPLY A MORAL OBLIGATION ON THE PART OF THE STATE OR THE STATE AGENCY TO MAKE THE PAYMENTS DUE.

Substitution and Release of Property

Under the Lease, the State Agency is permitted to substitute or release all or a portion of the Project and the Site. See Appendix B—Definitions and Summary of Certain Legal Documents.

Rent Payments Not Subject to Abatement

The Base Rent Payments payable by the state pursuant to the Lease are *not* subject to abatement upon damage to or destruction of the Project, nor are such payments otherwise subject to diminution, reduction, postponement, counterclaim, defense, or set-off as a result of any dispute, claim or right of action by, against or among the state, WFOA, the Fiscal Agent, the State Agency, and/or any other Person, or for any other reason.

Acceleration

All or a portion of the Certificates may be subject to acceleration upon the occurrence of an Event of Default under the Lease.

Limitation on Exercise of Remedies

Upon the occurrence of an Event of Default under the Lease, the Fiscal Agent, as assignee of WFOA, may pursue any available legal or equitable remedy, which may include suing for rent as the same becomes due, re-entering and re-letting the Project for the benefit of the owners of the Certificates, terminating the Lease, as appropriate, and accelerating the unpaid rent or suing for damages.

However, the remedies provided in the Lease and/or the Trust Agreement may be unenforceable under certain circumstances due to the application of principles of equity, or due to state or federal laws relating to bankruptcy, moratorium, reorganization, and creditors' rights generally and to limitations on remedies against the state and its agencies under the laws of the State of Washington. Moreover, due to the essential governmental nature of the Project or portions thereof, it is not certain whether a court would permit the exercise of the remedies of repossession and re-letting with respect thereto. In addition, the enforcement of remedies provided in the Lease and the Trust Agreement could prove both expensive and time consuming. In any event, although the Fiscal Agent has the right, upon the occurrence of an Event of Default, to re-enter and re-let the Project during the terms of the Site Lease, it is unknown whether any such re-entry, re-letting or other disposition would result in the collection of amounts sufficient to make the Base Rent Payments. Moreover, the Fiscal Agent would not be obligated to re-let the Project in a manner so as to preserve the tax-exempt nature of interest represented by the Certificates.

Additional Certificates

The State Agency may make additions or improvements to or alterations of the Project so long as such additional improvements are constructed and installed in accordance with applicable laws and regulations and do not diminish the value or usefulness of the Property.

The State Agency may enter into Additional State Agency Financing Leases with WFOA to finance all or any portion of the costs of such additions or improvements so long as such leases do not reduce the obligation of the state to make Base Rent Payments under the Lease and will not, in the opinion of

Certificate Counsel, adversely affect the tax-exempt status of the Interest Component of Base Rent Payments evidenced and represented by the Certificates. The owners of certificates of participation in any Additional State Agency Financing Lease will be secured proportionally, without preference, with the Owners with respect to any payments received by the Fiscal Agent in regards to the Property following the occurrence of an Event of Default or Permitted Termination Event.

Payment History

The principal and interest represented by certificates of participation in lease or other payment obligations that are payable by the state always have been paid when due. The state has never failed to appropriate funds to meet its lease, installment sale or other payment obligations with respect to outstanding certificates of participation therein.

STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES

General

In 1967, the State Legislature created a system of community colleges in Washington and established a State Board of Community College Education, with members appointed by the Governor representing the state's eight congressional districts at the time. The State Legislature also established local boards governing the colleges with board members appointed by the Governor.

In 1991, the State Legislature made significant changes to the two-year college system. In an effort to enhance the delivery of occupational/technical programs, the State Legislature charged the two-year colleges with delivering workforce training to all adults in the state and merged five existing vocational technical institutes governed by the K-12 system into the community college system. The vocational-technical institutes became technical colleges and subject to accreditation. The composition of the board was changed to nine members, adding a business and labor appointment, and the title of the board was changed to the State Board for Community and Technical Colleges (defined in this section as the "State Board").

The State Board was given responsibility for all adult literacy programs (this responsibility previously had been split between the Office of the Superintendent of Public Instruction and the State Board). The State Legislature created the Office of Adult Literacy within the State Board, responsible for oversight of all literacy programs (including those administered by community-based organizations).

The State Board's primary responsibility is to submit single system operating and capital budget requests to the Governor and the State Legislature, to represent the two-year colleges on state-level policy issues, to allocate funds to the colleges, to provide research and information about the two-year college system, and to provide policy guidance to the colleges.

The State Board's office is located in Olympia and is divided into three divisions: administrative services, educational services and financial services.

Administrative Services Division

This division is responsible for internal and external relationships (State Board, presidents, trustees, Governor's office, State Legislature, media, state government, business, and labor, among others). The division also is responsible for policy issues related to human resources, retirement, student services, diversity issues, and system governance.

Educational Services Division

The educational services division is responsible for educational policy and initiatives that reflect the mission of the colleges: academic transfer, workforce training and basic skills instruction. This division also is responsible for the distribution of special funding activities related to federal adult basic education funds, dislocated worker funds, WorkFirst funds, and federal vocational funds, and has responsibility for system performance measures, system research, system assessment activities, and the coordination of the delivery of online instruction.

Financial Services Division

The financial services division is responsible for requesting the system's operating and capital budgets, allocating funds to the colleges, monitoring the system's financial resources, advising the colleges on capital facility projects, providing technical assistance on the system's administrative information systems, and providing policy advice on financial issues such as tuition, tuition waivers, compensation issues, and alternative funding for capital projects.

Administration

The State Board office is administered by an executive director, who is appointed by the State Board. Three division directors lead the divisions and report directly to the executive director.

Earl Hale was appointed as Executive Director by the State Board in 1987. He previously served as the Deputy Director of the State Board and has been with the agency in a variety of roles since 1970.

Appropriations

Biennium	State Appropriations
1995-1997	$ 704,003,000
1997-1999	801,495,000
1999-2001	945,968,000
2001-2003	1,050,517,000
2003-2005	1,025,814,000

Full-Time Equivalents—Employment

Biennium	Full-Time Equivalents
1995-1997	10,229
1997-1999	10,876
1999-2001	11,169
2001-2003	11,743
2003-2005	11,297

Source: The State Board for Community and Technical Colleges

WASHINGTON FINANCE OFFICERS ASSOCIATION

The Washington Finance Officers Association is a Washington nonprofit corporation the members of which consist of state and local government finance officials in the state. WFOA was formed primarily for educational purposes, including promoting the improvement of government finance in the state. WFOA acts as the nominal purchaser, seller, lessee, and sublessor in connection with various certificate of participation financings undertaken by the State Treasurer for the benefit of state and local government agencies. In connection with the Certificates, WFOA is acting as the lessee under the Site Lease, and as lessor under the Lease. As of the closing, WFOA will irrevocably assign and transfer all of its right, title

and interest in and to the Site Lease and the Lease to the Fiscal Agent, and will thereafter have no rights or interest with respect to the Certificates, the Project, the Lease, the State Agency Financing Contract, or the Site Lease. WFOA has not participated in the preparation of this Preliminary Official Statement, and is not responsible for any of the statements or information herein.

INITIATIVE AND REFERENDUM

Under the State Constitution, the voters of the state have the ability to initiate legislation and to modify, approve and reject existing statutes through the powers of initiative and referendum. Initiatives and referenda are submitted to the voters upon receipt of a petition signed by at least eight percent (initiatives) and four percent (referenda) of the number of voters registered and voting for the office of Governor at the preceding regular gubernatorial election. Any law approved in this manner by a majority of the voters may not be amended or repealed by the 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 or referendum.

Initiative 776

Initiative Measure No. 776 ("I-776") was approved by voters on November 5, 2002. I-776 reduced combined license tab fees for light trucks from between $37 and $55 per year, depending upon vehicle weight, to $30 per year. I-776 also repealed certain government-imposed excise taxes and fees levied on motor vehicles, including, among others, (i) local option vehicle license fees of up to $15 per year imposed by counties or qualified cities or towns with voter approval, and (ii) voter-approved high capacity transportation motor vehicle excise taxes ("high capacity transportation MVET") imposed by regional transit authorities (including the high capacity transportation MVET of 0.3 percent of vehicle value currently imposed by Sound Transit). Pierce County, the City of Tacoma, King County, and several individual voters challenged I-776 as a violation of two state constitutional provisions: the single subject rule and the prohibition on passage of laws impairing existing contracts. The latter claim arose from certain general obligation bonds issued by King County that included a specific pledge of revenues repealed by I-776. On December 4, 2002, the superior court granted the plaintiffs' request for preliminary injunction against implementing I-776. On October 30, 2003, the Washington State Supreme Court ruled that I-776 did not violate either state constitutional provision. I-776 went into effect thereafter. The case has been remanded back to the Superior Court for determination of issues remaining in the case. While the precise impact of I-776 cannot be predicted, the state does not expect the provisions of I-776 to affect adversely its ability to make payments on the Certificates in the amounts and at the times required under the Lease.

Initiative 790

Initiative Measure No. 790 ("I-790") was approved by voters on November 5, 2002. As written, I-790 changes the Law Enforcement Officers' and Firefighters' Retirement System Plan 2 ("LEOFF 2") by transferring program administration authority to an 11-member rule-making board to be appointed by the Governor ("LEOFF 2 Board") and institutes three levels of benefits for members, which may increase levels of contribution by local government employers and the state to the LEOFF 2 retirement system. The LEOFF 2 Board can act to (i) increase statutory contribution rates of local government employers and the state up to six percent and four percent, respectively, unless the State Legislature, in its next session, passes a bill to repeal the LEOFF 2 Board action to authorize such increase, or (ii) increase statutory contribution rates of local government employers and the state beyond six percent and four percent, respectively, with approval of the State Legislature. While the precise impact of I-790 cannot be predicted, the state does not expect the provisions of I-790 to affect adversely its ability to make payments on the Certificates in the amounts and at the times required under the Lease.

Future Initiative Legislation

Other tax and fee initiative measures may be filed, but it cannot be predicted whether any such initiatives might gain sufficient signatures to qualify for submission to the State Legislature and/or the voters, or, if submitted, would ultimately be approved.

ECONOMIC AND REVENUE FORECASTS

Revenue, budgetary and economic information concerning the state government and Washington State as a whole is contained in Appendix A. Pursuant to state law the Office of Economic and Revenue Forecast Council (the "Council") provides state economic and tax revenue results and forecasts on a quarterly basis. The most recent release of data occurred on September 16, 2004. A press release summarizing portions of the September 16, 2004, report is available on the state's website (*www.erfc.wa.gov)*. The next forecast will be released on or about November 16, 2004. Copies of the report and subsequent reports are available from the Office of Economic and Revenue Forecast Council, P.O. Box 40912, Olympia, Washington 98504-0912. See Appendix A—General and Economic Information—Revenues, Expenditures and Fiscal Controls—State Economic and Revenue Forecasting Process.

CERTAIN STATEMENTS INCLUDED OR INCORPORATED BY REFERENCE IN THIS OFFICIAL STATEMENT, INCLUDING BUT NOT LIMITED TO APPENDIX A, CONSTITUTE "FORWARD LOOKING STATEMENTS" WITHIN THE MEANING OF THE UNITED STATES PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, SECTION 21E OF THE UNITED STATES SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND SECTION 27A OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED. SUCH STATEMENTS ARE GENERALLY IDENTIFIABLE BY THE TERMINOLOGY USED SUCH AS "PLAN," "EXPECT," "FORECAST," "ESTIMATE," "BUDGET," OR OTHER SIMILAR WORDS. THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD LOOKING STATEMENTS. THE STATE DOES NOT PLAN TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED OCCUR.

LITIGATION

There is no litigation now pending against the state to the knowledge of the Deputy State Treasurer based on an inquiry with the Attorney General's Office in any way restraining or enjoining the sale, issuance, execution, or delivery of the Certificates or in any other manner affecting the validity of the Certificates, the Trust Agreement, the Site Lease or the Lease or of the proceedings or authority pursuant to which they are to be executed and delivered.

The state and its agencies are parties to numerous routine legal proceedings that normally occur in governmental operations. At any given point in time, there may be numerous lawsuits involving state agencies which could impact expenditures. There is a recurring volume of tort and other claims for compensation and damages against the state and some specific state agencies, including the Departments of Transportation, Corrections, and Social and Health Services, and the University of Washington. There are risk management funds reserved by the state for these claims and insurance is available to pay a portion of damages for certain types of claims. There has been a trend over the past two years of higher jury verdicts on certain types of damage claims. The collective impact of these claims, however, is not likely to have a material impact on state revenues or expenditures.

During the reporting period, there were a number of lawsuits challenging the management and administration of state programs. Some lawsuits seek an expansion of program social services for certain constituents. In *Allen v. Western State Hospital*, for instance, the Washington Protection and Advocacy System has filed a class action lawsuit on behalf of patients with developmental disabilities at Western State Hospital alleging that the state programs are inadequate and the state has failed to provide community-based services when appropriate. The trial has been stayed pending further review of whether program changes and funding requests to the State Legislature by the Department of Social and Health Services will resolve claims. A similar lawsuit has been filed on behalf of patients at Eastern State Hospital. *Marr v. Eastern State Hospital*. Two actions filed on behalf of persons with developmental disabilities that are seeking access to Medicaid-funded services, *Arc, et al. v. Quasim* and *Boyle v. Braddock*, were denied class certification and dismissed at the trial court level. Both actions are on appeal to the United States Court of Appeals in the Ninth Circuit. If these claims are not resolved on appeal and the cases are remanded for trial, it is difficult to estimate with any certainty the potential amount of damages that might be recovered. These lawsuits, however, are not expected to have a material impact on state revenues or expenditures. If relief is granted, there would be a need to reprioritize agency program expenditures in the budget process to provide program support for individuals in these classes.

Over the past ten years, the state has reported on the recurring litigation challenging the state's business and occupation tax structure (referred to as the interstate manufacturers litigation). This litigation represents the claims of corporate taxpayers for business and occupation tax refunds from periods from 1980 to the present. In the most recent round of this litigation, the United States Supreme Court denied *certiorari* review of an April 1999 decision by the State Supreme Court. *W.R. Grace & Co. - Conn. and Chrysler Motors Corporation v. State of Washington, Department of Rev., and Buffelen Woodworking Co., et al. v. State of Washington, Department of Rev.* The State Supreme Court denied claims for a refund except to the extent the taxpayers could demonstrate entitlement to credits against their state tax liability measured by gross receipt of taxes paid to other taxing jurisdictions outside of the state. The taxpayers continue to use other refund claims to try to re-present the issue to the United States Supreme Court. Sizeable refund awards, however, are considered remote.

In a pending class action, several thousand estates in Washington are seeking refunds from the Department of Revenue of estate taxes previously paid. The plaintiffs assert that the June 2001 changes to the federal Internal Revenue Code which phase out of the federal credit allowed to state death taxes also amended the state's estate tax provisions. The estates seek refunds and a declaration that the state estate tax will be completely phased out in January 2005. The Superior Court granted summary judgment in favor of the Department. The court held that the state law was not amended by the June 2001 federal legislation because the state law incorporates by reference the provisions in the IRS code that existed prior to the June 2001 legislation. The case was appealed directly to the Washington State Supreme Court where it was argued on September 30, 2004. Should the Department not prevail, the state could face refunds of approximately $200 million and an approximately $100 million loss of annual tax revenue, absent legislation to reinstate the tax. If the estate tax revenues are lost and the State Legislature does not reinstate the tax, it would have to reprioritize program expenditures in the budget process. The state does not believe any budgetary reprioritization would adversely affect the state's ability to make state payments under the Lease.

In the past there has been periodic litigation involving Medicaid reimbursement issues. Currently, there is one lawsuit which raises issues such as eligibility for Medicaid benefits and the proper formula for cost reimbursement. In the previous cases, these types of claims have been limited and focused by courts through motion practice and eventually resolved through settlement agreements and legislative appropriation. It is difficult to predict whether the current case, *Spokane County v. DSHS*, might result in any significant amount of reimbursement under the theories presented. The plaintiffs allege that mental health services were provided to individuals who were improperly terminated and should have been

included in the applicable formula for payments to the Regional Support Networks. The amount of damages claimed is uncertain, although the damage claim is likely to be in the millions of dollars. If substantial costs are recovered, there may be a need to reprioritize agency program expenditures in the budget process.

In the school funding arena, *School Districts' Alliance For Adequate Funding of Special Education v. State* was recently filed in Thurston County Superior Court by a coalition of eleven school districts. The case alleges that the State Legislature underfunded special education by approximately $178 million dollars during the 2001-03 Biennium. The districts have requested a declaration from the court that the formula and process the state uses to fund special education is flawed and an order directing the State Legislature to meet its constitutional requirement to fully fund special education. A case schedule has not been established. If the state is unsuccessful in the litigation and the court grants the plaintiffs' requested relief, the State Legislature would have to perform a review of the costs of special education and potentially have to reprioritize program expenditures in the budget process. The state does not believe any such reprioritization would adversely affect the state's ability to make state payments under the Lease.

APPROVAL OF LEGAL PROCEEDINGS

Certain legal matters incident to the authorization, issuance and sale by the state of the Certificates are subject to the approval of legality by Orrick, Herrington & Sutcliffe LLP ("Certificate Counsel"), and certain other conditions. The proposed form of the legal opinion of Certificate Counsel is set forth in Appendix C hereto.

Certificate Counsel will deliver a legal opinion to the state to the effect that the statements in the section of the Preliminary Official Statement entitled "The Certificates" and "Sources of Payment and Security for the Certificates," but only insofar as such statements summarize or describe the terms of the Certificates, the Trust Agreement, the Leases, and the Assignment, are accurate in all material aspects. Certificate Counsel does not assume any responsibility or liability for the accuracy or completeness of this Preliminary Official Statement. The payment of compensation to Certificate Counsel is contingent upon the successful delivery of the Certificates to, and full payment for the Certificates by, the successful bidders.

TAX MATTERS

In the opinion of Orrick, Herrington & Sutcliffe LLP, Certificate Counsel, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest represented by the Certificates is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code"). Certificate Counsel is of the further opinion that such interest is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Certificate Counsel observes that such interest is included in adjusted current earnings when calculating federal corporate alternative minimum taxable income. A complete copy of the proposed form of opinion of Certificate Counsel is set forth in Appendix C hereto.

To the extent the issue price of the Certificates payable on any given Principal Payment Date is less than the amount to be paid with respect to such Certificate on such date (excluding amounts stated to be interest and payable at least annually over the term of such Certificates), the difference constitutes "original issue discount," the accrual of which, to the extent properly allocable to each Beneficial Owner thereof, is treated as interest with respect to the Certificates which is excluded from gross income for federal income tax purposes. For this purpose, the issue price of Certificates of a particular Principal Payment Date is the first price at which a substantial amount of the Certificates of such Principal Payment

Date is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). The original issue discount with respect to Certificates of a particular Principal Payment Date accrues daily over the term to such payment date on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such Certificates to determine taxable gain or loss upon disposition (including sale, prepayment or payment on the final Principal Payment Date) of such Certificates. Beneficial Owners of the Certificates should consult their own tax advisors with respect to the tax consequences of ownership of Certificates with original issue discount, including the treatment of Beneficial Owners who do not purchase such Certificates in the original offering to the public at the first price at which a substantial amount of such Certificates is sold to the public.

Certificates purchased, whether at original issuance or otherwise, for an amount greater than their final principal amount (or, in some cases, at their earlier call date) ("Premium Certificates") will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of obligations, like the Premium Certificates, the interest with respect to which is excluded from gross income for federal income tax purposes. However, the amount of tax-exempt interest received, and a Beneficial Owner's basis in a Premium Certificate, will be reduced by the amount of amortizable bond premium properly allocable to such Beneficial Owner. Beneficial Owners of Premium Certificates should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

The Code imposes various restrictions, conditions and requirements relating the exclusion from gross income for federal income tax purposes of interest with respect to obligations such as the Certificates. The state and the State Agency have covenanted to comply with certain restrictions, conditions and requirements designed to insure that interest with respect to the Certificates will not be included in federal gross income. Inaccuracy of these representations or failure to comply with these covenants may result in interest with respect to the Certificates being included in gross income for federal income tax purposes, possibly from the date of original delivery of the Certificates. The opinion of Certificate Counsel assumes the accuracy of these representations and compliance with these covenants. Certificate Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring), or any other matters coming to Certificate Counsel's attention after the date of delivery of the Certificates may adversely affect the value of, or the tax status of interest represented by, the Certificates.

Certain requirements and procedures contained or referred to in the Leases, the Trust Agreement, the Tax Certificate, and other relevant documents may be changed and certain actions (including, without limitation, defeasance of the Certificates) may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents. Certificate Counsel expresses no opinion as to any Certificate or the interest represented thereby if any such change occurs or action is taken or omitted upon the advice or approval of Certificate Counsel other than Orrick, Herrington & Sutcliffe LLP.

Although Certificate Counsel is of the opinion that interest represented by the Certificates is excluded from gross income for federal income tax purposes, the ownership or disposition of, or the accrual or receipt of interest represented by, the Certificates may otherwise affect a Beneficial Owner's federal, state or local tax liability. The nature and extent of these other tax consequences depends upon the particular tax status of the Beneficial Owner or the Beneficial Owner's other items of income or deduction. Certificate Counsel expresses no opinion regarding any such other tax consequences.

Future legislation, if enacted into law, or clarification of the Code may cause interest represented by the Certificates to be subject, directly or indirectly, to federal income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. The

introduction or enactment of any such future legislation or clarification of the Code may also affect the market price for, or marketability of, the Certificates. Prospective purchasers of the Certificates should consult their own tax advisers regarding any pending or proposed federal tax legislation, as to which Certificate Counsel expresses no opinion.

The opinion of Certificate Counsel is based on current legal authority, covers certain matters not directly addressed by such authorities, and represents Certificate Counsel's judgment as to the proper treatment of the Certificates for federal income tax purposes. It is not binding on the Internal Revenue Service ("IRS") or the courts. Furthermore, Certificate Counsel cannot give and has not given any opinion or assurance about the future activities of the state or State Agency, or about the effect of future changes in the Code, the applicable regulations, the interpretation thereof or the enforcement thereof by the IRS. The state and the State Agency have covenanted, however, to comply with the requirements of the Code.

Certificate Counsel's engagement with respect to the Certificates ends with the delivery of the Certificates, and, unless separately engaged, Certificate Counsel is not obligated to defend the state, the State Agency or the Beneficial Owners regarding the tax-exempt status of the Certificates in the event of an audit examination by the IRS. Under current procedures, parties other than the state and the State Agency and their appointed counsel, including the Beneficial Owners, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt Certificates is difficult, obtaining an independent review of IRS positions with which the state and the State Agency legitimately disagrees may not be practicable. Any action of the IRS, including but not limited to selection of the Certificates for audit, or the course or result of such audit, or an audit of bonds or other obligations presenting similar tax issues may affect the market price for, or the marketability of, the Certificates, and may cause the state, the State Agency or the Beneficial Owners to incur significant expense.

CONTINUING DISCLOSURE UNDERTAKING

In accordance with paragraph (b)(5) of Securities and Exchange Commission (the "SEC") Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"), the State Treasurer, on behalf of the Committee, has agreed in the Leases to enter into a written undertaking in the form of a Disclosure Agreement for the benefit of the holders of the Certificates (the "Undertaking").

Annual Disclosure Report. The state covenants and agrees that not later than seven months after the end of each fiscal year (the "Submission Date"), beginning January 31, 2005, for the fiscal year ending June 30, 2004, the state will provide or cause to be provided to each then existing nationally recognized municipal securities information repository ("NRMSIR") and to the state information depository for the state of Washington, if one is created ("SID"), an annual report (the "Annual Disclosure Report"), which will consist of the following:

(i) audited financial statements of the state prepared (except as noted in the financial statements) in accordance with generally accepted accounting principles as promulgated by the Governmental Accounting Standards Board, as such principles may be changed from time to time, except that if the audited financial statements are not available by the Submission Date, the Annual Disclosure Report will contain unaudited financial statements in a format similar to the audited financial statements most recently prepared for the state, and the state's audited financial statements will be filed in the same manner as the Annual Disclosure Report when and if they become available;

(ii) financial and operating data for the state as set forth in Appendix A to this Preliminary Official Statement;

(iii) a summary of the state debt structure by revenue pledge; and

(iv) a narrative explanation of any reasons for any amendments to this Undertaking made during the previous fiscal year and the effect of such amendments on the Annual Disclosure Report being provided.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the state, or of any related entity, that have been submitted to each of the NRMSIRs and the SID, if any, or to the SEC. If the document included by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board ("MSRB"). The state will identify clearly each document so included by reference.

The Annual Disclosure Report may be submitted as a single document or as separate documents comprising a package and may include by reference other information as provided herein; provided, that any audited financial statements may be submitted separately from the balance of the Annual Disclosure Report and later than the Submission Date if such statements are not available by the Submission Date.

If the state's fiscal year changes, the state may adjust the Submission Date by giving notice of such change in the same manner as notice is given of the occurrence of a Material Event.

The state agrees to provide or cause to be provided, in a timely manner, to each NRMSIR or to the MSRB and to the SID, if any, notice of its failure to provide the Annual Disclosure Report on or prior to the Submission Date.

Material Events. The state agrees to provide or cause to be provided to the SID, if any, and to each NRMSIR or to the MSRB, timely notice of the occurrence of any of the following events with respect to the Certificates, if material (the "Material Events"):

(i) principal and interest payment delinquencies;

(ii) nonpayment-related defaults;

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

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

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

(vi) adverse tax opinions or events affecting the tax-exempt status of the Certificates;

(vii) modifications to rights of holders of the Certificates;

(viii) optional, contingent or unscheduled Certificate calls (other than scheduled mandatory sinking fund redemptions for which notice is given pursuant to Exchange Act Release 34-23856);

(ix) defeasances;

(x) release, substitution or sale of property securing the repayment of the Certificates; and

(xi) rating changes.

Termination or Modification of Undertaking. The state's obligations under the Undertaking will terminate upon the legal defeasance, prior prepayment or payment in full of all of the Certificates. The Undertaking, or any provision hereof, will be null and void if the state:

(i) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require the Undertaking, or any such provision, have been repealed retroactively or otherwise do not apply to the Certificates; and

(ii) notifies each then existing NRMSIR and the SID, if any, of such opinion and the cancellation of the Undertaking.

The state may amend the Undertaking without the consent of any holder of any Certificate or any other person or entity under the circumstances and in the manner permitted by the Rule. The State Treasurer will give notice to each NRMSIR or the MSRB and the SID, if any, of the substance of any such amendment, including a brief statement of the reasons therefor.

If the amendment changes the type of Annual Disclosure Report to be provided, the Annual Disclosure Report containing the amended financial information will include a narrative explanation of the effect of that change on the type of information to be provided (or in the case of a change of accounting principles, the presentation of such information). In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements:

(i) notice of such change will be given in the same manner as for a Material Event, and

(ii) the Annual Disclosure Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Remedies; Beneficiaries. The right to enforce the provisions of the Undertaking will be limited to a right to obtain specific enforcement of the state's obligations thereunder, and any failure by the state to comply with the provisions of the Undertaking will not be a default with respect to the Certificates. The Undertaking inures to the benefit of the State Treasurer and any holder of the Certificates, and does not inure to the benefit of or create any rights in any other person.

Additional Information. Nothing in the Undertaking will be deemed to prevent the state from disseminating any other information, using the means of dissemination set forth in the Undertaking or any other means of communication, or including any other information in any Annual Disclosure Report or notice of occurrence of a Material Event, in addition to that which is required by the Undertaking. If the state chooses to include any information in any Annual Disclosure Report or notice of the occurrence of a Material Event in addition to that specifically required by the Undertaking, the state will have no obligation to update such information or to include it in any future Annual Disclosure Report or notice of occurrence of a Material Event.

Prior Compliance. The state has complied in all material respects with all prior written undertakings under the Rule.

OTHER CERTIFICATE INFORMATION

Financial Advisor

Susan D. Musselman, Inc. has served as financial advisor to the state relative to the preparation of the Certificates for sale, timing of the sale and other factors relating to the Certificates. The financial advisor has not audited, authenticated or otherwise verified the information set forth in this Official Statement or other information provided relative to the Certificates. Susan D. Musselman, Inc. makes no guaranty, warranty or other representation on any matter related to the information contained in the Official Statement. The financial advisor is an independent financial advisory firm and is not engaged in the business of underwriting, marketing, trading, or distributing municipal securities.

The payment of compensation to the financial advisor is contingent upon the successful delivery of the Certificates to, and full payment for the Certificates by, the underwriter.

Rating

The Certificates have been rated "Aa2" by Moody's Investors Service ("Moody's"), as noted on the cover of this Official Statement. The state has furnished certain information and materials to Moody's regarding the Certificates and the state. Such rating reflects only the view of such rating agency and is not be a recommendation to buy, sell or hold the Certificates. Generally, rating agencies base their ratings on the information and materials furnished to them and on their own investigations, studies and assumptions. An explanation of the significance of such rating may be obtained from Moody's Investors Service, located at 99 Church Street, New York, New York 10007-2296.

There is no assurance that such rating will be maintained for any given period of time or that it may not be raised, lowered, suspended, or withdrawn entirely by the rating agency if, in its judgment, circumstances warrant. Any such downward change in or suspension or withdrawal of such rating may have an adverse effect on the market price of the Certificates. The state undertakes no responsibility to oppose any such change or withdrawal.

Underwriter of the Certificates

The Certificates are being purchased by _____ (the "Underwriter") at a price of $_____. The Underwriter has represented that the Certificates will be reoffered at the prices or yields set forth on page i of this Official Statement. The Underwriter may offer and sell the Certificates to certain dealers (including dealers depositing Certificates into investment trusts) and others at prices lower than the initial offering prices set forth on the cover hereof, and such initial offering prices may be changed from time to time by the Underwriter. After the initial public offering, the public offering prices may be varied from time to time.

Official Statement

Upon delivery of the Certificates to the successful bidder, the State Finance Committee by its Chairman, the State Treasurer, or his authorized representative, will approve or have approved the Official Statement, and also will deliver a certificate to the effect that the Preliminary Official Statement did not as of its date, and the Official Statement does not as of the date of such delivery, contain any untrue statement of a material fact required to be stated therein or necessary to make the statements therein, in the light of circumstances under which they were made, not misleading, and no event affecting the Certificates has occurred since the date of the Official Statement which should be disclosed in the Official Statement for the purpose for which it is to be used or which it is necessary to disclose therein in order to make the statements and information therein not misleading in any material respect (except that in no event will any representation be made with respect to information herein regarding DTC and its book-entry only system).

Excerpts from the state's 2003 Comprehensive Annual Financial Report ("CAFR") are attached as Appendix D. Copies of the state's entire 2003 CAFR are available on the Office of Financial Management's website at *http://www.ofm.wa.gov/accounting/financial.htm* or upon request from the Office of the State Treasurer.

THE STATE OF WASHINGTON

_____

Deputy Treasurer

APPENDIX A

GENERAL AND ECONOMIC INFORMATION

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INTRODUCTION

State Overview

The state of Washington (the "state") is located in the northwest corner of the contiguous 48 states and is the 20th largest state by land area and the 15th largest state by population. Based on the U.S. Census Bureau's 2000 Census, the state's resident population is 5,894,121, an increase of 21.1 percent over 1990.

The state capital is Olympia, and its largest city is Seattle. Seattle is situated on Puget Sound and is part of the international trade, manufacturing, high technology, and business service corridor that extends from Everett to Tacoma. The Pacific Coast/Puget Sound region of the state includes approximately 75 percent of the population, the bulk of industrial activity and most of the state's forests, which are important to the timber and paper industries. The balance of the state includes agricultural areas primarily devoted to grain, apple and other fruit orchards and dairy operations.

In recent years the state's economy has diversified, with employment in the trade and service sectors representing an increasing percentage of total employment relative to the manufacturing sector.

For an assessment of the current economic and budgetary outlook of the state, see "Outlook for the 2003-05 and 2005-07 Biennia." For certain economic and demographic information with respect to the state, see "Economic Information."

State Finance Committee

The State Finance Committee (the "Committee") is composed of the Governor, Lieutenant Governor and State Treasurer, the latter being designated by law as Chairman. The Office of the State Treasurer provides administrative support to the Committee. By statutory provision, the Committee is delegated authority to supervise and control the issuance of all state bonds. A Deputy State Treasurer acts as recording officer for the Committee and is responsible for the administration of official duties in accordance with prescribed policies of the Committee.

REVENUES, EXPENDITURES AND FISCAL CONTROLS

Revenues

The state's tax revenues are comprised primarily of excise and *ad valorem* taxes. By constitutional provision, the aggregate of all regular (nonvoted) tax levies upon real and personal property by the state and local taxing districts may not exceed one percent of the true and fair value of such property. Excess levies are subject to voter approval.

Excise Taxes. Certain select sales and gross receipts taxes accounted for approximately 53.02 percent of total state tax revenues for the fiscal year ending June 30, 2003.

The retail sales tax and its companion use tax represent the largest source of state tax revenue, accounting for 48.96 percent of total collections. The retail sales and use tax is applied to a broad base of tangible personal property and selected services purchased by consumers, including construction (labor and materials), some machinery and supplies used by businesses, services and repair of real and personal property, and other transactions not taxed in many other states. Among the various items not subject to this tax are most personal services, motor vehicle fuel, food for off-premises consumption, trade-ins, manufacturing machinery, and purchases for resale. The current state retail sales and use tax rate is 6.5 percent.

Business and occupation tax collections represented approximately 15.9 percent of total state taxes for the fiscal year ending June 2003. The business and occupation tax is applied to gross receipts of all business activities conducted within the state. Business and occupation tax rates include a principal rate of

0.484 percent of gross income for manufacturing and wholesaling businesses. Retail firms pay 0.471 percent, and services pay 1.5 percent.

The motor vehicle fuel tax represented approximately 6.2 percent of all state taxes for Fiscal Year 2003. The 2003 tax rate is 28 cents per gallon.

Property Taxes. The state's property tax is levied against the true and fair value of property as determined by the Department of Revenue. The property tax for local taxing districts is levied against the assessed value as determined by county assessors. For property taxes payable in 2003, assessed value averaged 89.9 percent of fair market value.

The state property tax levy represented approximately 12.15 percent of all state tax revenues for Fiscal Year 2003. The state property tax levy is limited to the lesser of 101 percent or 100 percent plus the percentage change in inflation (as measured by the Implicit Price Deflator for Personal Consumption (the "IPD")) of the dollar amount of property taxes levied in the highest of the three most recent years plus an additional dollar amount calculated by multiplying the increase in assessed value resulting from new construction and improvements by the property tax rate for the preceding year. The state levy rate for taxes due in 2003 was $2.930 per $1,000 of true and fair property value.

By statute, all of the state's property tax levy is dedicated to the support of public schools.

Income Tax. The State Constitution, as interpreted by the State Supreme Court, prohibits the imposition of a graduated tax on net income.

Tax Collection. Four state agencies are responsible for administering the major state taxes: the Department of Revenue, the Department of Licensing, the Liquor Control Board, and the Office of the Insurance Commissioner. The State Treasurer receives the revenues from the collecting agencies and deposits and distributes the funds as required by law. Almost all state agencies collect some form of revenue. For state budget purposes, however, the definition of tax generally excludes such revenue sources as license fees, liquor profits, lottery receipts, charges for service such as tuition, federal grants and revenue sharing, and proceeds of bond issues.

State Expenditure and Revenue Limitation—Initiative 601. Initiative 601, passed by the voters in November 1993, places limits on state taxation and General Fund-State government expenditures and sets forth a series of guidelines for limiting revenue and expenditure increases and stabilizing long-range budget planning.

Under Initiative 601, the state generally is prohibited from increasing expenditures from the General Fund-State during any fiscal year by more than the fiscal growth factor, which is calculated annually and is defined as the average of the sum of inflation and population change for each of the three prior fiscal years. The inflation index used for the computation of the fiscal growth factor is the IPD, which is determined from the same data used to establish the U.S. gross national product. This growth factor is used to determine a state spending limit for programs and expenditures supported by the General Fund-State. The spending limit became operational on July 1, 1995, based on the population and inflation growth factor determined in November 1994, which is based upon data accumulated for Fiscal Years 1992, 1993 and 1994. Annual adjustments to the expenditure limit are made by the Expenditure Limit Committee ("ELC"), which is comprised of members from the Office of Financial Management ("OFM"), legislative fiscal committees and the Office of the Attorney General. The annual adjustment to the limit is based on the previous year's actual General Fund-State expenditure and changes in population and inflation growth. The fiscal growth factors for the 1997-99 Biennium were 4.05 percent for Fiscal Year 1998 and 4.18 percent for Fiscal Year 1999. The fiscal growth factors for the 1999-01 Biennium are 3.32 percent for Fiscal Year 2000 and 2.87 percent for Fiscal Year 2001. The fiscal growth factors for the 2001-03 Biennium are 2.79 percent for Fiscal Year 2002 and 3.29 percent for Fiscal Year 2003. However, statutory changes to the expenditure limit

adopted in the 2000 Legislative Session make it possible for the effective rate of increase in expenditures to be higher than the fiscal growth factors (Engrossed House Bill 3169 ("EHB 3169")).

Initiative 601 also directs the ELC to make downward adjustments in the expenditure limit for costs of any state program or function that is shifted from the General Fund-State to another funding source, or for moneys that are transferred from the General Fund-State to another fund or account. In the event costs of a federal, state or local government program are transferred to or from the state by court order or legislative enactment, under the Initiative the expenditure limit may be increased or decreased accordingly by the ELC. Restrictions are placed on the addition or transfer of functions to local governments unless there is reimbursement.

The statutory changes to the expenditure limit adopted in the 2000 Legislative Session (EHB 3169) now allow the spending limit to be increased when revenues from another fund or account are transferred to the General Fund-State. As a result of this change, growth in General Fund-State expenditures can exceed the Initiative 601 fiscal growth factors to the extent that surplus revenues in other accounts are available for transfer to the General Fund-State.

Initiative 601 in its original form also limited revenue increases. It required that any action by the Legislature to raise state revenues be taken only if approved by a two-thirds vote of both houses of the Legislature. In the 2002 Legislative Session, a change to this provision was adopted (as a part of the Supplemental Budget Bill) which allows revenues to be increased with a simple majority vote. This provision applied to actions taken through June 30, 2003.

Initiative 601 abolished the Budget Stabilization Account and created two new reserve funds (the Emergency Reserve Fund and the Education Construction Fund) for depositing revenues in excess of the spending limit. Initiative 728, adopted by voters in November 2000, added a third fund, the Student Achievement Fund, which captures a portion of revenues in excess of the spending limit. Ending balances in the Budget Stabilization Account were transferred to the General Fund-State ($100 million) and the Pension Reserve Account ($25 million) in the fiscal year ending June 1996.

Initiative 601 in its original form allowed the Legislature to access and appropriate money from the Emergency Reserve Fund ("ERF") based on a two-thirds majority. A measure adopted in the 2002 Legislative Session temporarily allows access to money in the ERF based on a simple majority. EHB 3169, adopted in the 2000 Legislative Session, provides the Office of the State Treasurer with the authority to transfer monies between the General Fund-State and the ERF at the conclusion of each fiscal year, to ensure that revenues deposited in the ERF for that year are exactly equal to the amount of revenues collected in excess of the expenditure limit for that year. During the 2003 special session, the Legislature authorized the transfer of the ERF balance to the General Fund-State in Fiscal Year 2004.

Most of Initiative 601, including the General Fund-State expenditure limit, became effective July 1, 1995. Two provisions of the initiative became effective on December 1, 1993: the requirement for supermajority legislative approval of fee increases beyond the fiscal year growth factor, and a restriction on new taxes being imposed without voter approval. At the beginning of Fiscal Year 1996 (July 1, 1995), the requirement for voter approval for new tax measures expired. Taxes now can be enacted with a two-thirds majority of both houses of the Legislature if resulting General Fund-State expenditures do not exceed the spending limit. Voter approval still would be required to exceed the spending limit. However, the Supplemental Budget Bill passed in the 2002 Legislative Session allows revenue increases to occur based on a simple majority vote for any action taken through June 30, 2003.

Finally, EHB 3169 changes the threshold for spillover of money from the Emergency Reserve Fund to the Education Construction Fund from five percent of biennial revenues to five percent of annual revenues and gives the State Treasurer the authority to make the appropriate end-of-year reconciliations between the funds.

State Nontax Revenue. The largest components of state nontax revenue include such items as revenues derived from the sale of supplies, materials and services, fines and forfeitures, income from property, transfer of lottery proceeds, and income from liquor sales.

Federal Grants. Legislative appropriations for federal programs are designated specifically from federal revenue sources. To the extent that federal funds are not received, the appropriated expenditures may not be incurred.

Expenditures

Expenditures of general state revenues are made pursuant to constitutional and statutory mandates. Most general state revenue is deposited in the General Fund-State. For a breakdown of expenditures by function, see the table titled "Washington State Expenditures" below.

State Funding of Basic Education. The state's expenditures for public schools are mandated by the state constitutional requirement for support of the common schools. In 1976, Seattle School District No. 1 brought suit against the state to require the state, under the State Constitution, to make "ample provision for common schools." The decision, upheld by the State Supreme Court in 1978, required the state to ensure that each public school district would receive the funds needed to provide a basic education. The Court ordered the Legislature to decide the level of program funding and the funding mechanism.

The Legislature has passed four major pieces of legislation to further ensure stability and predictability for school funding.

(i) *The Basic Education Act* was passed in 1977, before the Supreme Court ruling, and describes course offerings, teacher contract hours, and core student/staff ratios. The Supreme Court recognized the passage of this Act in its opinion, but specifically declined to comment upon its adequacy.

(ii) *The Levy Lid Act*, also passed in 1977 and last amended in 1992, addresses property tax issues affecting basic education funding by limiting local property tax levies and providing for the gradual equalization of levy capacity per student throughout the state.

(iii) In 1981, legislation limiting local compensation increases to those authorized by the state was passed. Since personnel costs comprise over 80 percent of the public school budget, this legislation provides state financial decision-makers with an important cost containment tool.

(iv) *The School Financial Improvement Act* amended the Levy Lid Act in 1987. The amended act provided for state assistance to equalize tax rates for local levies, established a state-wide salary allocation schedule with mandated minimum salaries for teachers and required school districts to maintain minimum teacher/student ratios.

Social and Health Services. The Department of Social and Health Services ("DSHS") is the primary human service agency in the state; its expenditures account for the second largest category of state budget expenditures. DSHS provides services that are essential for the physical safety, security and survival of individuals and families, including protective services for children, the aged and mentally disabled people, as well as for people in institutions and other residential care facilities.

The largest expenditure within DSHS is the Medical Assistance program. Through this program, necessary medical care is made available to recipients of cash assistance programs, beneficiaries of Supplemental Security Income and other eligible people with low incomes who do not qualify for income assistance. In addition to support from the General Fund-State, funding is received from the federal government for those people and services covered under Medicaid (Title XIX of the Social Security Act). The Medical Assistance budget has grown significantly in recent years. Growth in the number of eligible recipient groups, such as pregnant women and children, and growth in other eligible populations, such as

disabled people, has resulted in increased expenditures. Rising health care costs and requirements to provide higher payments to hospitals also have added to the increase in this budget.

The Economic Services program provides support to families with limited incomes and disabled people who cannot work. The federal government is providing funds for the Temporary Assistance for Needy Families program and in several other smaller programs.

DSHS also provides other social service programs. It is responsible for supporting community mental health programs and operating state psychiatric hospitals, institutions for the developmentally disabled, nursing homes, institutions for juvenile rehabilitation, child welfare service programs, child support enforcement activities, drug and substance abuse treatment programs, and vocational rehabilitation services.

Corrections. The Department of Corrections operates 15 correctional institutions, including two prerelease facilities and 15 work-training release facilities. The rapid growth in inmate population (the primary cost driver) is, in part, the result of various crime initiatives enacted in the state. These include the Omnibus Drug Act of 1989, the Community Protection Act of 1990, Initiative 593—"Three Strikes and You're Out," approved by Washington voters in November 1993, and the Violence Prevention Act of 1994. Over the past several years the Department of Corrections has constructed nearly 5,000 new prison beds. The newest prison, Stafford Creek Corrections Center, is a 1,936-bed, multi-custody facility that opened in April 2000 near Aberdeen, approximately 50 miles west of Olympia. Even with the additional prison beds, the Department of Corrections has had overcrowding issues, and has begun renting prison beds from out-of-state. As of the end of May 2003 approximately 250 inmates have been transported to the High Desert State Prison in Indian Springs, Nevada.

Budgeting, Accounting and Fiscal Controls

Budgeting. The state operates on a July 1 to June 30 fiscal year and on a biennial budget basis, the constitutionally prescribed period. Formulation of the state's operating budget is initiated by OFM, the Governor's budget agency, with the distribution of instructions to all state agencies establishing guidelines and information requirements. Development of agency budgets begins approximately nine months prior to the regular legislative sessions, which convene in odd-numbered years. Formal budget requests are forwarded by each agency to the Director of the OFM in the summer. The budget requests are revised and evaluated by the Director of the OFM and his or her staff, and alternative methods of delivering services are examined and evaluated. Following this evaluation, recommended budget levels are prepared for the Governor by the Director of the OFM. These recommendations, based on the goals and objectives of the administration, are the result of an examination of the relative merits of each program, projections of caseload, enrollment and population statistics, an assessment of the state's overall priorities, and the availability of revenue. The OFM has the responsibility for calculation of the expenditure limit each November.

Budget tables and statistics provided by the OFM for inclusion in this Official Statement are based on generally accepted accounting principles ("GAAP"). GAAP provides that the recognition and inclusion of revenues occur when they are measurable and earned, regardless of when the funds are received. Given the nature of the state's revenue collection, on an accrual basis revenues are available for expenditure prior to receipt. Recognizing that the expenditure of funds prior to receipt of offsetting revenue would erode the state's cash balance, the Legislature enacted laws which limited the expenditure of funds to the amount of revenue actually received or money on deposit over the course of the biennium. These limitations do not apply to the state's general obligation bonds.

The Governor reviews the OFM's operating budget recommendations and accepts or modifies them. Following final decisions by the Governor the budget document is published as the Governor's budget and presented to the Legislature for consideration in December of even-numbered years. The formal budget

presentation to the Legislature is delivered by the Governor the following January during the first week of the legislative session. This presentation outlines the administration's primary goals and offers recommendations for the adoption of the budget to achieve those objectives.

Subsequent to the introduction of revenue and expenditure measures that embody the Governor's proposed operating budget, the Legislature engages in extensive budget deliberations and committee hearings. Legislative authorizations of long-term debt also are considered to finance a portion of the capital budget. Upon adoption of revenue and expenditure legislation by the House of Representatives and the Senate, the bills are transmitted to the Governor, who has constitutional authority to veto sections of the bills and append in writing the reasons therefor.

During a biennium, supplemental budget requests may be submitted to the Legislature during either the regular annual session or any extraordinary session, subject to the approval of the Governor.

Accounting. The state's accounting records are maintained in conformance with GAAP, as promulgated by the Governmental Accounting Standards Board ("GASB"). GAAP accounting is mandated by RCW 43.88.037. The state's Comprehensive Annual Financial Report ("CAFR") is accounted on a GAAP basis. The accounting system produces monthly financial statements at the state-wide combined level and at the agency level, which are used in the preparation of the state's fiscal year CAFR, including its 2003 CAFR. The state's fiscal 2003 CAFR contains Annual Financial Statements prepared in accordance with GAAP as promulgated by GASB (the "2003 Annual Financial Statements"), a copy of which has been filed with each nationally recognized municipal securities information repository ("NRMSIR"). Excerpts from the state's 2003 CAFR are attached as Appendix E. Copies of the state's entire 2003 CAFR are available on the Office of Financial Management's website at *http://www.ofm.wa.gov/cafr/2003/cafr03toc.htm* or upon request from the Office of the State Treasurer.

The Government Finance Officers Association of the United States and Canada awarded a Certificate of Achievement for Excellence in Financial Reporting to the state for its CAFR for each of the Fiscal Years 1987 through 2002. To be awarded a Certificate of Achievement, a government must publish an easily readable and efficiently organized comprehensive annual financial report, the content of which conforms to program standards. Such reports must satisfy both GAAP and applicable legal requirements.

Fiscal Controls. To ensure that the budget remains in balance, fiscal controls are exercised during the biennium through an allotment process, which requires each agency to submit a monthly expenditure plan. This expenditure plan must be approved by the OFM and provides the authority for agencies to spend funds within statutory maximums specified in the legislatively adopted budget. Reports are available that compare actual agency expenditures to estimates.

The current biennium began July 1, 2003. State law requires a balanced biennial budget. If at any time during the fiscal period the Governor projects a cash deficit because disbursements will exceed the aggregate of estimated receipts plus beginning cash surplus, the Governor is required to make across-the-board reductions in allotments in order to prevent a cash deficit, thereby reducing expenditures of appropriated funds, unless the Legislature has directed the liquidation of the cash deficit over one or more fiscal periods. Across-the-board reductions occur only in those funds estimated to have a cash deficit. For example, if the General Fund-State were projected to have a deficit, the portion of an agency's budget provided by the General Fund-State would be subject to reduction. Across-the-board reductions are placed in reserve status until needed to avert a budget deficit; if the deficit does not materialize, the across-the-board reductions are returned to the agencies.

Debt Issuance Policy

All state general obligation debt and other evidence of indebtedness is authorized by the Legislature and issued under the authority granted to the Committee by the Legislature.

In May 1996, the Committee adopted a Debt Issuance Policy that, among other things, addresses the roles and responsibilities of the Committee and the State Treasurer, standards of conduct and appointment of professional service providers. The Debt Issuance Policy also addresses methods of sale, appointments of underwriters, pricing and allocation of negotiated sales, and refunding savings thresholds.

Under "Conditions of Sale," the Debt Issuance Policy generally calls for (i) level debt service, i.e. approximately equal amounts per year, (ii) fixed interest rates and (iii) debt life shorter than or equal to estimated useful life of the facility financed. These conditions may not apply in all cases.

State Investment Programs

The State Treasurer's Office is responsible for the investment management of the state's operating funds totaling approximately $2 billion to $3 billion from time to time through its Treasurer's Cash Management Account (the "CMA"). The Treasurer also is responsible for administering the Washington State Local Government Investment Pool (the "LGIP"), an approximately $5 billion fund that invests money on behalf of more than 400 cities, counties and special municipal districts.

Permissible investments for both funds include U.S. government and agency securities, bankers acceptances, high quality commercial paper, repurchase and reverse repurchase agreements, and certificates of deposits with qualified state depositories.

Treasurer's Cash Management Account. The CMA is a nonvoluntary pool of state agency funds; agencies are not permitted to make discretionary withdrawals for alternative investment purposes. The CMA may invest in securities with maturities out to ten years. The average life of the CMA generally ranges from one to two years.

In its management of the CMA pursuant to the Investment Policy adopted by the State Treasurer in January 2001, the State Treasurer sets its investment objectives pursuant to modern portfolio theory. To manage state funds more efficiently and effectively, the State Treasurer's CMA investments are separated into two portfolios, each with its own risk objectives. The policy sets forth, *inter alia*, the practices, procedures and restrictions applicable to the investment of funds and specifically denominates eligible investments and certain restrictions on portfolio composition. Internal controls and reporting requirements are mandated by the Investment Policy to allow for oversight and monitoring of performance.

Local Government Investment Pool. The LGIP, authorized by chapter 43.250 RCW, is a voluntary pool which provides its participants the opportunity to take advantage of the economies of scale inherent in pooling. It also is intended to offer participants increased safety of principal and the ability to achieve a higher investment yield than otherwise would be available to them. The LGIP is a conservatively managed, highly liquid pool comparable to a SEC Rule 2a-7 money market fund, restricted to investments with maturities of 397 days or less. The average life generally ranges from 30 to 60 days.

The LGIP adheres to the traditional principles applicable to the prudent investment of public funds, which are, in order of priority: (i) the safety of principal, (ii) the assurance of sufficient liquidity to meet cash flow demands and (iii) the attainment of the highest possible yield within the constraints of the first two goals. Historically, both the CMA and the LGIP have had sufficient liquidity to meet all cash flow demands.

Asset Liability Management

Up to ten percent of the state's total general obligation debt may be in variable rate form under a policy adopted by the Committee in July 1995. The purpose of this feature of debt management policy is to coordinate state debt and investment practices through asset liability management, which is defined as the management of the exposure to interest rate risk through active management of certain financial elements of

the state's balance sheet. Coordinating the management of state debt and state investment is expected to reduce the volatility and the impact of interest rate changes in the General Fund-State.

Historically, state debt has been issued in long-term, fixed-rate form, while state investments have been made on a short-term basis. The issuance of some variable rate debt is intended to provide a closer match of interest expense to interest income.

State Economic and Revenue Forecasting Process

To assist in its financial planning, the state prepares quarterly economic forecasts derived from national econometric models. The Legislature, through enactment of Chapter 138, Laws of 1984 (RCW 82.01.130), established the Office of Forecast Council (the "Forecast Council") in the Department of Revenue, and in 1990, the Legislature established the Forecast Council as an independent body. The Forecast Council consists of six members, two appointed by the Governor and two appointed from each of the political caucuses of the Senate and House of Representatives. The Forecast Council approves the official revenue forecast for the state. The Forecast Council law requires a review of financial performance eight times during the biennium and requires action if changing economic conditions affect the budget. This "early warning" system gives policy makers time to reduce expenditures or raise taxes during economic downturns and provides the option of increasing financial reserves or dealing with emergent spending needs in periods of economic growth.

In mid-February (or March in odd-numbered years), June, September, and November, subject to the approval of the Forecast Council, the forecast supervisor uses forecasts of the U.S. economy to prepare an official state economic and revenue forecast and two unofficial forecasts, one based upon optimistic economic and revenue assumptions and one based upon pessimistic economic and revenue assumptions. The groundwork for these quarterly forecasts is undertaken in conjunction with the results of monthly state revenue collections, using a formally created economic and revenue forecast workgroup. This group consists of lead staff members representing the Department of Revenue and the OFM, as well as staff representatives of the legislative fiscal committees.

The quarterly forecast process starts with a preliminary review of the Forecast Council's findings by the workgroup. At approximately the same time, the Governor's Council of Economic Advisors is convened to provide a view of the state and national economy from outside state government. These views and cumulative and recent revenue performance are taken into account in the preparation of forecast scenarios. The Forecast Council meets to consider the economic outlook and, after a two-week interval, considers the revenue forecast and pessimistic and optimistic projections.

The state forecast by the Forecast Council that is discussed and analyzed in this Appendix A is the state forecast that was released in September 2004. This forecast is the basis for the projections described under "Summary of Recent and Projected Operating Results" and "Outlook for the 2003-05 and 2005-07 Biennia." The next forecast will be released on or about November 18, 2004. Copies of the report and subsequent reports may be obtained from the Office of Economic and Revenue Forecast Council (*www.erfc.wa.gov)*.

SUMMARY OF RECENT AND PROJECTED OPERATING RESULTS

The following tables display projected revenues and expenditures for the 2001-03 and 2003-05 Biennia. Revenues and expenditures for the 2001-03 Biennium are based on actual revenues and expenditures.

Revenues for the 2003-05 Biennium are based on the September 2004 Forecast. Expenditures for the 2003-05 Biennium are based on the 2004 Supplemental Operating Budget passed by the Legislature in March 2004 and signed by the Governor on April 1, 2004. The outlook for the 2003-05 Biennium immediately follows the tables.

WASHINGTON STATE REVENUE
MODIFIED ACCRUAL BASIS
(in Millions)

	2001-03 Biennium Actual	2003-05 Biennium Estimate [1]
Beginning General Fund-State Balance	$ 599	$ 405
GENERAL FUND-STATE REVENUE		
Retail Sales and Use Taxes	$ 11,740	$ 12,632
Real Estate Excise	873	1,153
Business and Occupation	3,791	4,118
Property Tax	2,645	2,763
Other Taxes	1,775	2,072
Subtotal Tax Revenue	**$ 20,824**	**$ 22,738**
Other Nontax Revenue	375	381
Other Financing	(57)	(17)
Transfers from Other Funds into State General Fund	1,064	201
Federal Fiscal Relief (Grant Portion)	100	90
Changes in Reserves/Other Adjustments	49	19
TOTAL GENERAL FUND-STATE REVENUE [2]	**$ 22,953**	**$ 23,817**
Federal Revenue	$ 9,749	$ 10,453
Private/Local Revenue	501	558
TOTAL GENERAL FUND-STATE REVENUE	**$ 33,204**	**$ 34,828**

(1) Based on the September 2004 General Fund-State Revenue Forecast.
(2) Including balance from previous biennium.

Note: Totals may not add due to rounding.

Source: Office of Financial Management

WASHINGTON STATE EXPENDITURES
MODIFIED ACCRUAL BASIS
(in Millions)

GENERAL FUND-STATE EXPENDITURES	2001-03 Biennium Actual[1]	2003-05 Biennium Estimate [2]
Education		
Public Schools	$ 9,872	$ 10,165
Higher Education	2,733	2,696
Other Education	52	40
Total Education	**$ 12,657**	**$ 12,901**
Human Services		
Department of Social and Health Services	$ 6,264	$ 6,656
Federal Fiscal Relief—FMAP	(38)	(108)
Department of Corrections	1,110	1,236
Other Human Services	163	166
Total Human Services	**$ 7,500**	**$ 7,950**
Natural Resources and Recreation	$ 336	$ 332
Governmental Operations	476	420
Other Expenditures [3]		
Debt Service	$ 1,210	$ 1,237
Other Expenditures	370	406
Total Other Expenditures	**$ 1,580**	**$ 1,643**
TOTAL GENERAL FUND-STATE EXPENDITURES	**$ 22,549**	**$ 23,246**
Federal	$ 9,749	$ 10,453
Private/Local	501	558
TOTAL GENERAL FUND-STATE EXPENDITURES	**$ 32,799**	**$ 34,257**
Ending General Fund-State Balance	**$ 405**	**$ 571571**
Emergency Reserve Fund Account Including Investment Earnings Not Reflected in the Revenue Forecast	**$ 58**	**$ 0**
Total Ending General Fund-State Balance plus Emergency Reserve Account	**$ 462**	**$**

(1) Based on the 2001-03 Budget as amended by the 2002 and 2003 Supplemental Budgets that were passed by the Legislature and signed by the Governor.

(2) Based on the 2003-05 and 2004 Supplemental Budgets as passed by the Legislature and signed by the Governor.

(3) Includes legislative, judicial and transportation agencies, as well as Debt Service and Retirement Contributions to LEOFF and Judges and Judicial Retirement System.

Note: Totals may not add due to rounding.

Source: Office of Financial Management

OUTLOOK FOR THE 2003-05 AND 2005-07 BIENNIA

U.S. Economic Forecast

The September 2004 economic and revenue forecast incorporated the advance Gross Domestic Product ("GDP") estimate for the second quarter of 2004. According to the advance estimate, real GDP grew at a 3.0 percent rate in the second quarter of 2004, down from 4.5 percent in the first quarter. Final sales growth was slightly weaker, at 2.8 percent, as the pace of inventory reductions eased slightly. Consumer spending was especially weak in the second quarter, rising at a 1.0 percent rate, due in large part to slumping auto sales. Fixed investment spending rose at by 11.1 percent. Residential fixed investment increased 15.4 percent and business spending on equipment and software rose 10.0 percent, while nonresidential construction grew at a 5.2 percent rate.

U.S. payroll employment growth accelerated to 2.3 percent in the second quarter from 1.1 percent in the first quarter, but the slowdown in July doesn't bode well for the third quarter. The unemployment rate was virtually unchanged in the second quarter at 5.60 percent, compared to 5.63 percent in the first quarter. Inflation, as measured by the Consumer Price Index ("CPI"), jumped to 4.7 percent in the second quarter of 2004 from 3.6 percent in the first quarter. Surging energy costs have boosted CPI growth this year, but core inflation (excluding food and energy) also increased, from 1.8 percent to 3.0 percent. Housing starts fell 6.3 percent to 1.912 million units in the second quarter, following a 16.8 percent drop in the first quarter, while the mortgage rate rose from 5.61 percent to 6.13 percent. The forecast correctly assumed the Federal Open Market Committee ("FOMC") would raise its target rate 25 basis points to 1.50 percent in August; however, it failed to anticipate another 25 basis point increase in September.

The economy hit a "soft patch" in the second quarter, with growth slowing from 4.5 percent to 3.0 percent. While production held up across most of the economy—the automotive sector was a notable exception—growth of final demand slipped from 3.3 percent to 2.8 percent. Consumers were largely responsible for the decline, holding back on spending across the board. As the third quarter began, gasoline prices were in modest retreat, but employment gains were meager and vacation weather was little improved. The assumption of the baseline forecast is that the second quarter was an aberration. That forecast assumes that employment gains will accelerate over the rest of the summer and fall, and that consumer spending will pick up along with employment. Investment, in both equipment and structures, remains a bright spot, but it cannot continue in that role for long if consumer spending lags. Light-vehicle sales bounced back in July, but only with the aid of expanded incentives. However, consumer confidence is strong, while various industry and anecdotal reports still reflect active expansion.

The forecast assumes employment growth will improve from -0.3 percent in 2003 to 1.0 percent in 2004 and 1.7 percent in 2005, slowing to 1.4 percent in 2006 and 1.2 percent in 2007. The unemployment rate, which rose from 3.98 percent in 2000 to 5.99 percent in 2003, is expected to decline to 5.57 percent this year and 5.40 percent next year. Unemployment is expected to be little changed during the next two years with rates of 5.50 percent and 5.46 percent in 2006 and 2007. Inflation, as measured by the implicit price deflator for personal consumption expenditures, accelerated to 1.9 percent in 2003 from 1.4 percent in 2002. The increase in 2003 was entirely the result of higher energy costs. Core inflation fell from 1.8 percent in 2002 to 1.3 percent in 2003. Rising energy costs are expected to boost inflation again this year, but the opposite is expected in 2005, 2006 and 2007, when easing energy prices will help restrain overall inflation. The forecast expects inflation rates of 2.3 percent in 2004, 1.7 percent in 2005 and 2006 and 2.1 percent in 2007. The forecast assumes that the FOMC will continue to raise its target interest rate very gradually, reaching 3.50 percent by the end of next year.

Washington State Economic Forecast

Washington's payroll employment growth rate accelerated to 3.4 percent in the second quarter of 2004 from 1.4 percent in the first quarter. This was the fourth consecutive increase in overall employment and the strongest quarterly gain since 1999. Manufacturing employment rose by 1.8 percent in the second

quarter, following a 1.9 percent decline in the first quarter. This was the first quarterly increase in manufacturing employment in six years (excluding the temporary impact of the February 2000 aerospace labor dispute). Aerospace employment declined only 2.2 percent in the second quarter, which was the smallest decline since 2001. Washington aerospace employment is now down 30.9 percent since September 11, 2001, and 46.1 percent since the 1998 peak. Manufacturing employment other than aerospace increased by 3.0 percent rate in the second quarter of 2004. This was the first quarterly increase in non-aerospace manufacturing employment in more than four years. Nearly every nonmanufacturing sector expanded in the second quarter. Construction employment grew by 9.1 percent in the second quarter, following a 9.4 percent jump in the first quarter. Professional and business services employment was also very strong, rising at a 4.9 percent rate. Trade, transportation and utilities employment grew at a 4.5 percent rate and information employment rose at a 4.4 percent rate, in spite of a 2.5 percent decline in software employment. Financial activities employment rose 4.1 percent, primarily due to a 7.5 percent surge in credit intermediation and related activities. Leisure and hospitality, education and health services and other services grew 3.5 percent, 2.8 percent and 2.8 percent respectively. State and local government employment increased only 1.1 percent, though, and federal government employment fell by 3.0 percent.

Washington's personal income in the first quarter of 2004 was $0.865 billion (0.4 percent) lower than the estimate made in June. First quarter wages were $0.517 billion (0.4 percent) lower than expected in June. Software wages were on target, just $0.075 billion (1.6 percent) higher than expected. Non-software wages, however, were $0.592 billion (0.5 percent) lower. Nonwage personal income was $0.348 billion (0.4 percent) lower than what was expected in June.

The number of housing units authorized by building permit jumped by 4,400 to 46,500 in the second quarter from 42,000 in the first quarter. The increase was entirely in the single family market, where permits rose 5,400 to 37,800. Single family activity has not been this strong since the 1970s. Multi-family permits fell by 900 to 8,700, however.

The forecast also reflects Seattle consumer price data through June, which shows local inflation running well below the national average. Seattle's year-over-year core inflation was a negative 0.3 percent, compared to a positive 1.8 percent for the U.S. city average.

The Washington State forecast reflects the slightly weaker growth in the new U.S. forecast. The Washington aerospace employment forecast reflects the recent Boeing announcement that it will hire up to 3,000 by the end of the year. The economic forecast assumed that 2,000 would in fact be hired by December. Since the previous forecast anticipated a declining trend through the end of the year, the net change to the forecast is an increase of 2,700 by December. The pattern of growth after December is essentially unchanged, but the higher starting level carries forward. The forecast expects an increase of 11,900 each year in 2005, 2006 and 2007. The software wage assumptions are similar to those in June. Microsoft stock options are expected to continue to decline, but income from stock grants will grow. The software employment forecast has been lowered from an increase of about 3,000 employees per year through 2007 to an increase of about 2,000 per year.

Washington nonfarm payroll employment stabilized in 2003, rising 0.2 percent following declines of 0.5 percent and 1.6 percent in 2001 and 2002, respectively. After four quarterly increases, the turnaround in Washington employment seems firmly established. The recovery is expected to be relatively weak due to the sluggish U.S. economy and only a modest upturn in aerospace. The forecast calls for an employment growth rate of 1.8 percent in 2004, improving to 2.3 percent in 2005. Employment growth is expected to retreat slightly to 1.9 percent per year in the final two years of the forecast. Washington personal income growth increased from 2.4 percent in 2002 to 3.2 percent in 2003. Personal income growth is expected to continue to improve to 4.8 percent this year and 5.8 percent, 6.0 percent and 6.5 percent during the next three years as the recovery gains momentum.

Housing activity remains very strong. Housing permits increased by 2,600 in 2003 to 42,800, and the monthly data through July suggest an increase of 2,000 to 44,800 in 2004. The strength in housing has been in the single family market, which continues to benefit from low mortgage rates. While stronger population growth in the next three years should boost multi-family activity, higher mortgage rates will lead to similar declines in the single family market. As a result, overall housing is expected to remain relatively stable. The forecast expects housing permits to decline slightly to 44,700 in 2005, 43,900 in 2006 and 43,800 in 2007. The weak Washington economy has slowed inflation in the area in spite of soaring energy costs. Inflation, as measured by the Seattle CPI, slowed in 2003 to 1.6 percent from 2.0 percent in 2002 and 3.6 percent in 2001. The forecast expects another decline to 1.4 percent this year. After that, the strengthening economy will result in gradual increases to 1.5 percent in 2005, 1.7 percent in 2006 and 2.2 percent in 2007.

Alternative Economic Forecasts

The Washington State Economic and Revenue Forecast Council also provided an optimistic forecast and a pessimistic forecast in September 2004.

Optimistic Forecast. Productivity growth is stronger in the optimistic scenario. Underlying this assumption is the view that the information-driven technology boom, which appears to have accelerated in recent quarters, continues. Productivity is a panacea that makes economic problems such as inflation, budget deficits and slow growth go away. In the optimistic scenario, it is the main reason why economic growth and employment gains are higher and inflation and budget deficits are lower than in the baseline. It is also partly the reason why the dollar is stronger. And the stronger currency, in addition to the productivity gains, helps keep inflation contained. Although it can have a few side effects, such as commodity price inflation, foreign economic growth is also potent medicine. A stronger world economy boosts U.S. exports and strengthens manufacturing. These assumptions produce a rosier outlook in the optimistic scenario, with the economy growing at a 4.5 percent annual rate in the second half of 2004 (0.9 percentage point above the baseline rate) and 4.3 percent in 2005 (0.7 percentage point above the baseline). Although economic growth and labor markets are stronger, inflation is lower because of the stronger dollar and the higher productivity gains. For Washington, the optimistic forecast assumes a more typical, vigorous aerospace employment expansion than the modest growth assumed in the baseline. Washington's wages also grow faster than in the baseline. The strong economy puts upward pressure on the Seattle CPI in the optimistic scenario, but strong productivity growth keeps inflation in check. The initial level of Washington personal income is also higher in the optimistic scenario, and population growth and construction employment growth are stronger. By the end of the 2003-05 Biennium, Washington nonagricultural employment is higher by 28,500 jobs than in the baseline forecast, and Washington personal income is $4.8 billion higher. The optimistic scenario generated $227 million (1.0 percent) more revenue in the 2003-05 Biennium than did the baseline forecast.

Pessimistic Forecast. The pessimistic alternative assumes that there is less spare capacity than assumed, both globally (with respect to commodities, and oil in particular) and in the United States (generally). Rapid technological advances may have rendered obsolete much of the idled capacity that theoretically remains on the books for purposes of the FOMC's capacity calculations. High oil prices dampen growth in Asia, while European economies suffer from their adherence to anti-growth regulatory and social policies. Although global growth slows, the dollar weakens as higher commodity prices cause the U.S. import bill to rise and the current account deficit to widen. Between higher interest rates and persistently high energy prices, consumer confidence begins to waver. Consumers rein in discretionary spending and the U.S. economy begins to slow. At the same time, hiring lags, causing the unemployment rate to rise. The FOMC, forced to choose between fighting inflation and encouraging economic and employment growth, focuses on the long-term consequences of its policy and chooses inflation. After pursuing a "measured" tightening, the FOMC decides to step up the pressure. The economy does not sink into recession in the pessimistic alternative, but merely fails to come as close to its potential as in the baseline, with GDP growth coming in nearly 1.5 percentage points lower than the baseline rates in 2005 and 2006.

At the state level, aerospace employment is essentially flat this year and next year, rather than rebounding as in the baseline. When the upturn does come, it is much more subdued than the baseline. Data revisions show that the initial level of Washington personal income is lower than was assumed in the baseline. Population growth is also slower in this scenario. Construction employment begins to decline again in 2005, rather than continuing to rise as in the baseline. Because of the weak economy, Washington wage growth and Seattle inflation are weak relative to the U.S. but still higher than in the baseline, due to the higher inflation assumption in the national forecast. By the end of the 2003-05 Biennium, Washington nonagricultural employment is lower by 25,900 jobs than the baseline forecast and Washington personal income is $4.0 billion lower. The pessimistic scenario produced $214 million (0.9 percent) less General Fund-State revenue in the 2003-05 Biennium than did the baseline forecast.

Budgetary Outlook

For the 2001-03 Biennium, General Fund-State revenues were $21.141 billion, a decrease of less than one percent from the 1999-01 Biennium, plus a carry-forward of $599 million. This figure included $25 million in tax reductions that are the result of the passage by the state's voters of Initiative 747, which limits property tax increases. Another $9 million of revenue shifted from the General Fund-State to other funds based upon the voters' passage of Initiative 773, which earmarks tobacco taxes for low-income health programs. The 2002 Supplemental Budget included additional net revenue of $88 million, including $24 million for the new Mega-Millions multi-state lottery, recovery of $46 million of existing taxes owed to the state by hiring additional tax auditors, $27 million in additional use taxes, and several small revenue reductions. The 2003 Supplemental Budget added an additional $9 million in transfers from other accounts. The balance sheet has also been updated to add $49 million in adjustments, which are mostly prior biennium recoveries.

With the passage of the 2003 Supplemental Budget, the operating budget for the 2001-03 Biennium calls for an overall expenditure level of $22.6 billion for General Fund-State, which is an increase of $1.8 billion or 8.9 percent over the 1999-01 Biennium. This is among the smallest of the biennial growth rates in the past decade, and is within the $23.22 billion expenditure limit imposed by Initiative 601.

For the 2003-05 Biennium, General Fund-State revenues are projected to be $23.103 billion, an increase of 8.5 percent from the 2001-03 Biennium, plus a carry-forward of $405 million. This figure includes $78 million in a new nursing home quality fee, $237 million in property tax diversion kept in the General Fund, rather than being deposited in the Student Achievement Account, $25 million in aerospace industry tax reductions, $52 million in budget-driven revenue realized by the addition of revenue auditors in the Department of Revenue, and another $104 million for other revenue legislation, including $59 million in penalties, and $35 million in unclaimed property. Another $292 million shift of revenue from other funds was deposited into the General Fund. The balance sheet has also been updated for $19 million in adjustments, which again are attributable to prior biennium recoveries.

The operating budget for the 2003-05 Biennium calls for an overall expenditure level of $23.2 billion for General Fund-State, which is an increase of $697 million or 3.4 percent over the 2001-03 Biennium. This is among the smallest of the biennial growth rates in the past decade, and is within the $23.67 billion expenditure limit imposed by Initiative 601.

In the 2003-05 Biennium, 56 percent of the General Fund-State budget will go to support public schools and higher education. Most of the $250 million increase in public school funding covers the increased cost of teacher and staff health benefits, with about $29 million provided for beginning teacher salary increases and $29 million for increases in K-12 enrollment. The budget includes an increase of nearly a billion dollars in total funding (all funds) for higher education. The funding provides for at least 1,800 student enrollment increases in public universities and colleges, and a $26 million increase in need grants. Also in the budget is an increase of $15 million for salary adjustments to university and college faculty and staff, including funding for faculty retention pay increases, and to part-time faculty at the

community and technical colleges intended to address pay disparities. An additional $38 million is provided to cover the increased cost of employee health benefits.

The spending for human service delivery systems provided by the Department of Social and Health Services makes up approximately 28 percent of the state budget. Washington's WorkFirst program has helped more than 132,000 people get off and stay off welfare since the program began in 1997. Welfare caseloads have dropped by 42 percent and the percentage of the state's population on welfare is at the lowest point in more than 30 years. Most program participants who go to work earn between $7 and $8 an hour. The largest increase in the Human Services budget was made in the Medical Assistance Program, where $244 million in funding was added to cover medical inflation and the increasing caseload and per capita costs.

There is no funding in the budget for an across-the-board salary increase for state employees, but $47 million is provided to cover health benefit increases for state employees. Funding for Initiative 732 (K-12 teacher and staff salary increases) and Initiative 728 (K-12 class size) was suspended for the 2003-05 Biennium in light of the budget deficit that had to be resolved to bring the budget into balance.

The following tables provide the General Fund-State budget for the 2001-03 and 2003-05 Biennia.

2001-03 BIENNIUM
GENERAL FUND-STATE BUDGET
(Modified Accrual Basis)
(in Millions)

Beginning Fund Balance	$ 599
Revenue	
June 2001 Forecast	$ 22,099
September 2001 Forecast Change	(95)
2001 Legislative Changes	18
November 2001 Forecast Change	(779)
Initiative 747 Limits on Property Tax Increases	(25)
Initiative 773 Tobacco Taxes for Low Income Health and Other Programs	(9)
February 2002 Forecast Update	(266)
Estate Tax, Legal Interpretation	19
2002 Legislative Changes	93
June 2002 Forecast	85
September 2002 Forecast	(34)
November 2002 Forecast	20
March 2003 Forecast	37
June 2003 Forecast	(1)
September 2003 Forecast	(20)
November 2003 Forecast	(1)
Total Revenue	$ 21,141
Transfers to General Fund from Health Services Account and Other Accounts	1,164
Changes in Reserves and Other Adjustments	49
Total Sources	**$ 22,953**
Total Expenditures	**$ 22,549**
Ending General Fund-State Balance	**$ 405**
Emergency Reserve Fund Account Balance	**58**
Ending 2001-03 Balance Including Emergency Reserve Account	**$ 462**

Source: Office of Financial Management

Note: Totals may not add due to rounding.

2003-05 BIENNIUM
GENERAL FUND-STATE BUDGET
(Modified Accrual Basis)
(in Millions)

Beginning Fund Balance	$ 405
Revenue	
June 2003 Forecast	$ 22,295
2003 Legislative Changes	587
September 2003 Forecast	15
November 2003 Forecast	65
February 2004 Forecast	76
2004 Legislative Changes	(25)
June 2004 Forecast	186
September 2004 Forecast	106
Changes in Reserves and Other Adjustments	18
Total Sources	**$ 23,728**
Total Expenditures	**$ 23,246**
Ending General Fund-State Balance	**$ 482**
Emergency Reserve Fund Account Balance	**0**
Additional Federal Funding (Assumed to Replace General Fund-State Appropriations)	**$ 99**
Less Local Government Assistance Appropriations	**$ (10)**
Revised Ending General Fund-State Balance	**$ 571**

Source: Office of Financial Management

Note: Totals may not add due to rounding.

State Transportation Budget

The Legislature passed the state transportation budget for the 2003-05 Biennium on April 26, 2003, and the Governor signed the bill on May 19, 2003. The total $4.8 billion budget bill contained funding for $2.9 billion in capital expenditures, including $2.6 billion for the Department of Transportation capital funding for roads, bridges, ferries, rail, and transit improvements. The bill also contained funding for the Washington State Patrol, the Department of Licensing and other transportation agencies.

The state gas tax historically has been pledged for debt service retirement of transportation bonds. An increase in the state gas tax to 28 cents per gallon went into effect on July 1, 2003.

CAPITAL BUDGET AND STATE DEBT

State Capital Budget

The state's 2003-05 biennial capital budget adopted by the 2003 Legislature provided for $2.57 billion expenditures in new projects. Of this total, $1.35 billion in expenditures are to be funded from the sale of general obligation bonds that are subject to the state's statutory debt limit.

The 2003-05 biennial capital budget provides for $798 million for higher education projects, $540 million for K-12 education and $386 million for natural resource projects. Other capital funds are divided across the remaining state governmental functions. The 2004 Supplemental Capital Budget provided another

$150 million in funding, primarily for higher education facilities and for projects that protect the state's water resources.

General Obligation Debt

General Obligation Debt Authority. The State Constitution and enabling statutes authorize by three different means the incurrence of state general obligation debt, the payment of which is secured by a pledge of the state's full faith, credit and taxing power:

(i) by the affirmative vote of 60 percent of both houses of the Legislature, without voter consent (in which case the amount of such debt is generally but not always subject to both constitutional and statutory limitations; see "General Obligation Debt Limitations" below);

(ii) by the affirmative vote of 50 percent of both houses of the Legislature and a majority of the voters voting thereon (in which case the amount of the debt so approved is not subject to other constitutional limitations, but is subject to statutory limitations; see "General Obligation Debt Limitations" below); or

(iii) by a body designated by statute (currently the Committee) without limitation as to amount, without approval of the Legislature (except as to appropriation of the sums borrowed) and without the approval of the voters; however, such debt:

  (a) may be incurred only to meet temporary deficiencies of the State Treasury, to preserve the best interests of the state in the conduct of the various state institutions, departments, bureaus, and agencies during each fiscal year;

  (b) must be discharged, other than by refunding, within 12 months of the date of incurrence;

  (c) may be incurred only to provide for appropriations already made by the Legislature; or

  (d) may be incurred to refund outstanding obligations of the state.

The State Constitution also permits the state to incur additional debt to repel invasion, suppress insurrection or to defend the state in war.

General Obligation Debt Limitations. With certain exceptions noted below, the amount of state general obligation debt which may be incurred by the means described in the section entitled "General Obligation Debt Authority" above is limited by constitutional and statutory restrictions. The limitations in both cases are imposed by prohibiting the issuance of new debt if the new debt would cause the maximum annual debt service on all thereafter outstanding general obligation debt to exceed a specified percentage of the arithmetic mean of general state revenues for the preceding three fiscal years. These are limitations on the incurrence of new debt and are not limitations on the amount of debt service which may be paid by the state in future years.

"General state revenues" is defined for purposes of the constitutional limitation as including all state money received in the State Treasury from each and every source whatsoever, with certain exceptions that include (i) fees and revenues derived from the operation of any facility; (ii) earmarked gifts, grants, donations, and aid; (iii) money for retirement system funds and performance bonds; (iv) money from trust funds, proceeds from sale of bonds or other indebtedness; and (v) taxes levied for specific purposes. For purposes of the statutory debt limitation, "general state revenues" also includes (i) revenues deposited in the state general fund that are derived from the state real estate excise tax in support of the common schools, (ii) the state lottery revenues, and (iii) revenues deposited in the state general fund and the student achievement fund that are derived from property taxes levied by the state for the support of common schools.

The constitutional and statutory limitations, which are overlapping, are summarized as follows:

(i) *The Constitutional Limitation*. Under Article VIII, Section 1 of the State Constitution, new general obligation debt may not be issued if the new debt would cause maximum annual debt service on all thereafter outstanding general obligation debt to exceed nine percent of the arithmetic mean of general state revenues for the preceding three fiscal years. Excluded from the calculation are the following types of general obligation debt:

(a) debt payable primarily from excise taxes levied on motor vehicle fuels, income received from the investment of the permanent common school fund and revenue received from license fees on motor vehicles;

(b) debt which has been refunded;

(c) debt issued after approval of both houses of the Legislature and a majority of those voting in a general or special election;

(d) debt issued to meet temporary deficiencies in the State Treasury (described in "General Obligation Debt Authority" above);

(e) debt issued in the form of bond anticipation notes;

(f) debt issued to fund or refund debt of the State Building Authority (no longer in existence);

(g) debt issued to pay "current expenses of [S]tate government;"

(h) debt payable solely from the revenues of particular public improvements (revenue debt of the state), and

(i) any state guarantee of voter-approved general obligation debt of school districts in the state.

(ii) *The Statutory Limitation*. Under chapter 39.42 RCW, new general obligation debt may not be issued if the new debt would cause maximum annual debt service on all thereafter outstanding general obligation debt to exceed seven percent (as contrasted with the nine percent limitation in the State Constitution) of the arithmetic mean of general state revenues for the preceding three fiscal years.

The percentage limitation and the general obligation debt excluded from calculation of the limitation under this state statute have changed from time to time. The types of general obligation debt currently excluded from the calculation are the same as those excluded from the calculation under the constitutional limitation with the following exceptions:

(a) general obligation debt issued after approval of both houses of the Legislature and a majority of the voters, which is included rather than excluded as described above under "The Constitutional Limitation;"

(b) general obligation debt issued prior to July 1, 1993, pursuant to statute which requires that the State Treasury be reimbursed for the full debt service on such debt from money other than general state revenues or from special excise taxes imposed under chapter 67.40 RCW ("reimbursement bonds");

(c) general obligation debt issued after July 1, 1993, pursuant to statute which requires that the State Treasury be reimbursed for the full debt service on such debt from (1) moneys outside the State Treasury (except for higher education operation fees); (2) higher education building fees; (3) indirect cost recovered from federal grants and contracts; and (4) University of Washington hospital patient fees;

(d) general obligation debt issued to finance certain improvements to the state capitol east plaza garage pursuant to RCW 43.99Q.070;

(e) general obligation debt issued to finance the rehabilitation of the state legislative building to the extent such debt is paid from the capitol building construction account pursuant to RCW 43.99Q.140(2)(b); and

(f) general obligation debt issued to finance transportation projects pursuant to Chapter 147, Laws of 2003, section 7.

Current General Obligation Debt Capacity. By applying the statutory limitation on general obligation debt, which is currently the more restrictive of the constitutional and statutory limitations, the state's estimated general obligation debt capacity (excluding Committee-authorized short-term debt described above) is calculated as follows:

Estimated arithmetic mean of general state revenues for fiscal years ending June 30, 2002, 2003, and 2004 (1)	$ 9,778,397,000
7% of such arithmetic mean (maximum annual debt service on general obligation debt to be outstanding may not exceed this sum)	$ 684,487,790
Maximum annual debt service on outstanding general obligation debt (7/27/2004)	$ 623,402,202
Uncommitted portion of debt service limitation (7/27/2004)	$ 61,085,588
Remaining state general obligation principal debt capacity after sale of current and projected issues (assuming a 25-year amortization and an interest rate of 6.00% on future issues) (2)	$ 780,878,830

(1) Preliminary, subject to change. The arithmetic means of general state revenues for fiscal years ending a) June 30, 2001, 2002, and 2003, b) June 30, 2000, 2001, and 2002, c) June 30, 1999, 2000, and 2001, d) June 30, 1998, 1999, and 2000, e) June 30, 1997, 1998, and 1999, and f) June 30, 1996, 1997, and 1998, were $9,129,881,312.38, $8,885,895,256, $8,655,884,795, $8,305,755,187, $7,918,308,401, and $7,559,859,280, respectively. Source: "Certification of the Debt Limitation of the State of Washington" for fiscal years 1999 through 2004.

(2) The amount of debt that can be issued under this debt limitation calculation is subject to numerous factors, including state revenues, debt structure and interest rates, and may vary over time.

Use of Short-Term General Obligation Debt Authority (Certificates of Indebtedness and Bond Anticipation Notes). Chapter 39.42 RCW and the respective bond acts of the state delegate to the Committee the authority to issue, in the name of the state, temporary notes in anticipation of the sale of bonds. Pursuant to statutory authority and resolution of the Committee, such notes are general obligations of the state. Principal of and interest on such notes are excluded from the constitutional and statutory debt limitations. The state has no bond anticipation notes currently outstanding.

Article VIII of the State Constitution and chapter 39.42 RCW provide for the issuance of certificates of indebtedness to meet temporary deficiencies in the State Treasury. Such indebtedness must be retired other than by refunding within twelve months of the date of issue. Principal and interest on certificates of indebtedness is excluded from constitutional and statutory debt limitations. The state has no certificates of indebtedness currently outstanding and does not anticipate any external short-term borrowing during the current biennium.

Motor Vehicle Fuel Tax Obligations

As of July 27, 2004, there will be outstanding $2,339,028,622 motor vehicle fuel tax bonds secured by a pledge of, and first payable from, excise taxes levied against motor vehicle and special fuels. Additionally, these bonds are secured by the full faith, credit and taxing power of the state. Such bonds are not subject to the constitutional or statutory debt limitation.

Motor Vehicle Fuel Tax Rates. Chapter 49, Laws of 1983, 1st Ex. Sess., established a motor vehicle fuel tax at a fixed cents-per-gallon rate. Effective April 1, 1990, the fuel tax was raised to 22 cents per gallon from 18 cents. Effective April 1, 1991, the fuel tax was raised to 23 cents per gallon. Effective July 1, 2003, the fuel tax was raised to 28 cents per gallon.

Revenue Available for Debt Service. The following table presents the state's motor vehicle fuel excise tax collection experience at various rates per gallon, including a revenue projection of the 23 cents per gallon tax effective April 1, 1991, and the allocations of excise tax pledged for bond principal and interest payments.

	Revenue Pledge	County-City Allocation (1)	State Allocation (2)
July 1, 1991 – June 30, 1992	$610,681,244	$81,153,690	$305,143,075
July 1, 1992 – June 30, 1993	596,015,283	79,888,937	297,161,376
July 1, 1993 – June 30, 1994	614,890,069	82,418,884	306,571,969
July 1, 1994 – June 30, 1995	615,525,077	82,503,999	306,888,571
July 1, 1995 – June 30, 1996	655,427,980	87,887,898	327,133,159
July 1, 1996 – June 30, 1997	672,095,589	89,661,476	336,186,110
July 1, 1997 – June 30, 1998	688,474,782	91,846,557	344,379,077
July 1, 1998 – June 30, 1999	712,559,355	95,059,580	356,426,320
July 1, 1999 – June 30, 2000	721,684,773	96,276,797	365,130,833
July 1, 2000 – June 30, 2001	723,945,995	96,578,457	366,272,623
July 1, 2001 – June 30, 2002	720,305,001	96,092,728	364,429,773
July 1, 2002 – June 30, 2003	732,805,981	97,760,429	370,749,618
July 1, 2003 – June 30, 2004 (3)	868,330,654	98,295,256	504,290,884

(1) Allocation of excise tax revenues first used for payment of debt service for county-city urban program (RCW 47.26.404, 47.26.4252, 47.26.4254, and 47.26.505).

(2) Allocation of excise tax revenues first used for payment of debt service for ferry vessels, State Route 90 and the state highway bonds.

(3) Department of Transportation forecast (November 2003).

Revenue Pledge and Distribution Percentages. Each legislative act authorizing the issuance and sale of motor vehicle fuel tax bonds provides that the principal of and interest on such bonds are secured by a pledge of the excise taxes levied on motor vehicle and special fuels imposed by chapters 82.36 and 82.38 RCW (formerly by chapters 82.36 and 82.40 RCW). That pledge constitutes a charge against the revenues from such motor vehicle and special fuels excise taxes equal to the charge of any other general obligation bonds of the state that have been and may hereafter be authorized that also pledge motor vehicle and special fuels excise taxes for their payment. By statutory provision the Legislature has covenanted to continue to levy that excise tax in amounts sufficient to pay, when due, the principal and interest on all of those bonds issued under the respective legislative authorizations. All motor vehicle fuel tax general obligation bonds of the state are further secured by a pledge of the full faith, credit and taxing power of the state. The act authorizing the issuance of refunding bonds requires, as to bonds to be refunded that are secured by motor vehicle fuel taxes, that the refunding bonds be secured by the same taxes in addition to the pledge of the state's full faith and credit and taxing power.

The Legislature has established a statutory scheme for the distribution and expenditure for various purposes of specified percentages of motor vehicle and special fuels excise taxes received in the motor vehicle fund. However, the Legislature has provided that nothing in those provisions may be construed to

violate the terms and conditions of any highway construction bond issues authorized by statute and whose payment is by such statute pledged to be paid from any excise taxes on motor vehicle and special fuels. With the pledge of the aggregate of motor vehicle and special fuels excise taxes for payment of the principal of and interest on all motor vehicle fuel tax bonds currently authorized, that statutory scheme can be characterized as a mandate as to which portion of such excise taxes should first be used to transfer funds to the Highway and Ferry Bond Retirement Funds.

Sources of Repayment

The Legislature is obligated to appropriate money for state debt service requirements. Appropriations providing for the payment of bond principal and interest requirements on each series of bonds normally are included in the omnibus appropriation act or occasionally in another appropriation act of each biennial session. In addition, it has been the practice to provide in each omnibus appropriation act an appropriation of such additional money as may be required to satisfy bond covenants and laws for reserves, surplus funds and other "set-asides."

Generally, each bond statute provides that on or before June 30 of each year the Committee shall certify to the State Treasurer the amount required for payment of bond principal and interest for the ensuing fiscal year. For bonds authorized before the First Extraordinary Session of the 1977 Legislature on July 1 (in some instances on June 30), the State Treasurer was required to transfer those funds from any state general revenues, component or dedicated revenues, depending on the revenue pledge, to the specified bond fund. For bonds authorized during the 1977 First Extraordinary Legislative Session and for all subsequent authorizations made prior to the 1989 Legislative Session, the State Treasurer must transfer the funds necessary to pay debt service to the respective bond redemption funds not less than 30 days prior to the principal or interest payment date. For bonds authorized during and since the 1989 Legislative Session, the State Treasurer must transfer the funds necessary to pay debt service to the respective bond redemption funds on the principal or interest payment date.

The statutes(s) authorizing the bonds and other general obligations of the state require the Committee to certify annually the amount needed to provide for payment of debt service and require the State Treasurer to deposit "general state revenues" in such amount into the General Obligation Bond Retirement Fund from time to time. The term "general state revenues" is defined in Article VIII in the State Constitution. Not all money deposited in the General Fund-State constitutes general state revenues.

The following table presents general state revenues (statutory) for fiscal years since 1998:

GENERAL STATE REVENUES
STATUTORY
(in Millions)

Fiscal Year	General State Revenues
2003	$ 9,397.528
2002	8,942.343
2001	9,049.773
2000	8,655.570
1999	8,252.312
1998	7,999.384

Some general obligation bond statutes provide that the General Fund-State will be reimbursed from discrete revenues which are not considered general state revenues. For example, tuition fees charged by institutions of higher education must reimburse the General Fund-State for payment of debt service for a number of higher education construction bonds. Other similar reimbursement requirements apply to hospital patient fees (for University of Washington Hospital Construction Bonds) and lease-rental proceeds (for Washington State University Research Center Bonds). All of these required reimbursements have been made to date.

In addition, special hotel-motel tax proceeds collected in King County are pledged to reimburse the General Fund-State debt service payments for the 1983 State Convention and Trade Center Bonds.

For motor vehicle fuel tax bonds, at least one year prior to the date any interest is due and payable on those bonds or prior to the maturity date of any bonds, the Committee estimates, subject to the provisions of the pledge of revenue, the percentage of the monthly receipts of the motor vehicle fund resulting from collection of excise taxes on motor vehicle and special fuels that will be necessary to meet interest or bond payments when due. Each month as such funds are paid into the Motor Vehicle Fund, the State Treasurer must transfer such percentage of the monthly receipts from excise taxes on motor vehicle and special fuels in the Motor Vehicle Fund to the Highway Bond Retirement Fund and the Ferry Bond Retirement Fund, the latter of which is to be used for payment of the principal of and interest on the state ferry bonds when due. If in any month it appears that the estimated percentage of money so transferred is insufficient to meet the requirements for interest and bond retirement, the State Treasurer must notify the Committee, and the Committee must adjust its estimates so that all requirements for interest and principal of all bonds issued will be fully met at all times.

The state retains and expects to continue to retain a minimum surplus of funds in the Highway Bond Retirement Fund pending the development of clear estimates of the consequences of energy conservation measures and more definite Department of Transportation revenue projections.

With respect to state ferry bonds, concurrent with the distribution of motor vehicle and special fuel tax revenue to the Ferry Bond Retirement Fund, the State Treasurer must transfer a like amount of funds from the Puget Sound Capital Construction Account to the Motor Vehicle Fund.

State Bonds Outstanding

The following table summarizes as of July 27, 2004, the state's general obligation bonds and general obligation bonds secured by motor vehicle fuel tax revenue.

General Obligation Bonds.....	$ 7,515,194,278
Motor Vehicle Fuel Tax General Obligation.....	2,339,027,609
	$ 9,854,221,887

An additional $2,051,298,029 principal amount of general obligation bonds and $3,417,257,391 principal amount of motor vehicle fuel tax general obligation bonds will be authorized but unissued as of July 27, 2004. Issuance of additional general obligation bonds is subject to constitutional and statutory debt limitations. By statute, additional general obligation bonds (with certain exceptions) may not be issued if, after giving effect thereto, maximum annual debt service would exceed seven percent of the three-year average of general state revenues. State motor vehicle fuel tax general obligation bonds and certain other bonds are not subject to that limitation.

The maximum annual debt service on all outstanding general obligation bonds is covered 12.72 times by general state revenues of $9.398 billion for the fiscal year ending June 30, 2003. Coverage of the projected annual debt service on all outstanding motor vehicle fuel tax general obligation bonds is 4.88 times based upon estimated gasoline tax revenues of $882.671 million for the fiscal year ending June 30, 2004.

Schedules

Schedules Nos. 1 through 3 show debt service on outstanding and proposed general obligation bonds and motor vehicle fuel tax bonds and analyses of the various types of revenues pledged to secure these bonds.

SCHEDULE NO. 1 (Combined — General State Revenues and Components, Motor Vehicle Fuel Tax, and Other Revenues)

TOTAL BONDS OUTSTANDING AND JULY 27, 2004 BOND OFFERING

Fiscal Year Ending June 30th	Outstanding 7/27/2004 (1) Principal	Outstanding 7/27/2004 (1) Interest (4)	July 27, 2004 Bond Offering (2) Principal	July 27, 2004 Bond Offering (2) Interest	Total (3)
2005	$ 330,977,976	$ 287,135,794	$ -	$ 11,847,376	$ 629,961,146
2006	439,124,229	432,113,944	12,375,000	27,501,946	911,115,119
2007	453,448,126	415,046,530	12,755,000	27,077,853	908,327,509
2008	461,934,536	390,803,996	23,511,960	27,948,318	904,198,809
2009	465,641,470	372,834,141	13,765,000	26,046,338	878,286,949
2010	444,328,927	354,188,122	14,385,000	25,442,204	838,344,253
2011	421,584,917	334,494,558	18,016,620	25,701,535	799,797,631
2012	409,369,362	318,728,146	18,313,556	25,026,819	771,437,883
2013	430,361,910	295,399,015	19,152,485	24,514,641	769,428,050
2014	449,562,820	271,852,177	20,258,294	24,104,832	765,778,122
2015	473,327,700	259,892,078	20,865,198	23,435,552	777,520,528
2016	484,298,414	252,506,054	21,876,146	22,899,979	781,580,593
2017	478,851,213	252,177,206	23,090,693	22,412,182	776,531,294
2018	454,960,241	229,009,106	24,599,708	22,171,792	730,740,847
2019	432,349,255	211,111,391	25,695,332	21,488,793	690,644,771
2020	410,809,236	197,679,305	26,390,259	20,212,241	655,091,041
2021	363,542,239	152,665,420	27,518,016	19,260,359	562,986,034
2022	341,979,398	114,786,827	28,750,652	18,292,473	503,809,351
2023	316,609,834	100,591,105	30,023,327	17,214,924	464,439,188
2024	296,392,536	87,389,462	31,189,101	15,690,899	430,661,998
2025	256,762,906	75,461,848	32,802,897	14,771,353	379,799,004
2026	223,364,202	64,110,314	34,250,134	13,211,741	334,936,391
2027	174,095,981	54,995,154	35,803,645	11,474,605	276,369,385
2028	113,737,755	49,375,225	37,545,615	9,807,885	210,466,480
2029	79,004,283	47,090,092	39,451,803	8,160,697	173,706,875
2030	13,675,948	43,929,053	41,741,034	7,303,841	106,649,875
	$ 9,220,095,413	$ 5,665,366,062	$ 634,126,473	$ 513,021,175	$ 16,032,609,124

Note: Totals may not add due to rounding.

	Principal	Interest
(1) **Outstanding Bonds by Revenue Pledge**		
(a) General State Revenues	7,119,769,278	4,148,697,821
(b) Motor Vehicle Fuel Tax	2,100,326,136	1,516,668,241
Total Bonds Outstanding	$ 9,220,095,413	$ 5,665,366,062
(2) **July 27, 2004 Bond Offering**		
(a) Series 2005A, dated 7/27/2004	$ 350,050,000	$ 299,405,931
(b) Series 2005B, dated 7/27/2004	173,700,000	134,405,250
(c) Series 2005C, dated 7/27/2004	65,001,473	74,048,527
(d) Series 2005T, dated 7/27/2004	45,375,000	5,161,468
Total Current Offerings	$ 634,126,473	$ 513,021,175
(3) **Total Bonds Outstanding Following July 27, 2004 Offering**	$ 9,854,221,887	$ 6,178,387,237

(4) Interest payments are only estimates and are subject to change from time to time as market conditions change.

SCHEDULE NO. 2

SUMMARY - DEBT STRUCTURE BY REVENUE PLEDGE

General Obligation [1]

	6/30/2000	6/30/2001	6/30/2002	6/30/2003	6/30/2004	7/27/2004 [2]
Outstanding						
General State Revenues and Components						
General State Revenues	$ 6,277,518,263	$ 6,540,745,000	$ 6,786,803,651	$ 6,827,099,728	$ 7,215,204,278	$ 7,515,194,278
Retail Sales Tax Revenue	3,425,000	2,485,000	1,490,000	445,000	- - - - - -	- - - - - -
Subtotal	$ 6,280,943,263	$ 6,543,230,000	$ 6,788,293,651	$ 6,827,544,728	$ 7,215,204,278	$ 7,515,194,278
Motor Vehicle Fuel Tax Revenue	$ 997,215,000	$ 1,135,885,000	$ 1,395,980,000	$ 1,720,296,935	$ 2,113,536,136	$ 2,339,027,609
Total - Outstanding	$ 7,278,158,263	$ 7,679,115,000	$ 8,184,273,651	$ 8,547,841,664	$ 9,328,740,413	$ 9,854,221,887
Annual Debt Service Requirements						
Fiscal Year	$ 736,210,415	$ 789,213,368	$ 825,972,401	$ 836,219,533	$ 827,723,419	$ 902,019,122
Authorized -- Unissued						
General State Revenues	$ 1,259,883,029	$ 1,697,723,029	$ 1,196,003,029	$ 2,033,548,029	$ 2,446,723,029	$ 2,051,298,029
Motor Vehicle Fuel Tax Revenue	2,409,820,000	2,253,275,000	1,915,200,000	1,514,793,065	3,655,958,864	3,417,257,391
Total - Unissued	$ 3,669,703,029	$ 3,950,998,029	$ 3,111,203,029	$ 3,548,341,094	$ 6,102,681,893	$ 5,468,555,420
Issued (New Money and Refunding)						
Fiscal Year	$ 874,562,819	$ 1,345,245,000	$ 1,017,470,000	$ 1,528,646,935	$ 1,624,334,200	$ 634,126,473

(1) No limited obligation debt is outstanding or authorized.
(2) Includes current offering dated July 27, 2004.

Note: Totals may not add due to rounding.

SCHEDULE NO. 3

TOTAL DEBT SERVICE REQUIREMENTS [1]
by Pledge of Revenues

Fiscal Year Ending June 30th	General State Revenues (or Components)	Motor Vehicle Fuel Tax Revenues	Total Principal	Total Interest	Total Debt Service Requirements
2005	$735,332,979	$166,686,143	$439,622,976	$462,396,146	$902,019,122
2006	738,779,093	172,336,026	451,499,229	459,615,890	911,115,119
2007	736,725,325	171,602,184	466,203,126	442,124,382	908,327,509
2008	726,889,740	177,309,069	485,446,495	418,752,314	904,198,809
2009	700,603,149	177,683,800	479,406,470	398,880,479	878,286,949
2010	668,316,416	170,027,837	458,713,927	379,630,326	838,344,253
2011	633,457,485	166,340,146	439,601,537	360,196,094	799,797,631
2012	611,461,921	159,975,962	427,682,918	343,754,965	771,437,883
2013	605,769,807	163,658,243	449,514,395	319,913,655	769,428,050
2014	596,350,112	169,428,010	469,821,114	295,957,008	765,778,122
2015	608,266,751	169,253,777	494,192,898	283,327,630	777,520,528
2016	607,219,985	174,360,608	506,174,560	275,406,033	781,580,593
2017	595,754,874	180,776,421	501,941,906	274,589,388	776,531,294
2018	549,848,031	180,892,816	479,559,949	251,180,898	730,740,847
2019	509,594,044	181,050,727	458,044,587	232,600,184	690,644,771
2020	474,966,042	180,124,999	437,199,495	217,891,546	655,091,041
2021	392,525,153	170,460,881	391,060,255	171,925,779	562,986,034
2022	336,485,163	167,324,188	370,730,050	133,079,301	503,809,351
2023	309,630,734	154,808,454	346,633,160	117,806,028	464,439,188
2024	282,010,591	148,651,407	327,581,637	103,080,361	430,661,998
2025	231,732,159	148,066,844	289,565,804	90,233,200	379,799,004
2026	189,421,531	145,514,860	257,614,336	77,322,055	334,936,391
2027	145,750,125	130,619,260	209,899,626	66,469,759	276,369,385
2028	103,271,750	107,194,730	151,283,370	59,183,110	210,466,480
2029	76,960,625	96,746,250	118,456,086	55,250,789	173,706,875
2030	28,356,625	78,293,250	55,416,981	51,232,894	106,649,875
Total	$12,195,480,209	$4,109,186,891	$9,962,866,887	$6,341,800,214	$16,304,667,101

(1) Includes current offering dated July 27, 2004.

Note: Totals may not add due to rounding.

SELECTED DEBT RATIOS

Debt Ratios

Year	State Debt Per Capita	State Debt/ Personal Income (Percentage)	Total Debt Service/ Personal Income (Percentage)	State Debt/ Market Value Taxable Property (Percentage)
2000	$ 1,247.83	3.92%	0.42%	1.62%
2001	1,286.49	3.97%	0.43%	1.56%
2002	1,389.88	4.24%	0.42%	1.58%
2003	1,460.84	4.36%	0.41%	1.58%
2004*	1,598.78	4.60%	0.42%	1.75%

Factors for the Debt Ratios

Year	Population (1) (000)	Personal Income (2) (000,000)	Debt Service (3) (000)	Market Value Taxable Property (4) (000)	State Debt (5) (000)
2000	5,894.10	$ 187,853	$ 789,213	$ 452,962,015	$ 7,354,860
2001	5,974.90	193,395	825,972	492,681,068	7,686,649
2002	6,041.70	198,018	836,220	532,296,068	8,397,260
2003	6,098.30	204,322	827,723	563,600,366	8,908,653
2004*	6,163.60	214,043	902,019	563,600,366	9,854,222

(1) Population -- Office of the Forecast Council, "Washington Economic and Revenue Forecast June 2004," Table A5.1.

(2) Personal Income -- Office of the Forecast Council, "Washington Economic and Revenue Forecast June 2004," Table A3.3.

(3) Debt Service -- Reported by the State Finance Committee for the ensuing fiscal year.

(4) True and fair market value (100%) as reported by the Department of Revenue for state taxes due and payable in calendar years 2000 through 2003 -- Department of Revenue, "Property Tax Statistics 2003," Table 24. Under current law, business inventories are exempt from any property tax.

(5) State Debt -- Reported by the Office of State Treasurer for December 31 each year. Outstanding as of July 27, 2004.

* Estimate.

State Bonded Debt by Source of Payments

General Obligation		
Payable from General State Revenues	$6,332,476,956 (1)	
First Payable from Other Sources	3,521,744,931 (2)	
Limited Obligation	0	$9,854,221,887

	General Obligation Debt		
	Payable From General State Revenues	First Payable from Other Sources	Total State Bonded Debt
Debt to True Market Value.....	1.12%	0.62%	1.75%
Per Capita Debt.....	$1,048.13	$582.91	$1,631.03

(1) Outstanding bonds as of July 27, 2004.

(2) Certain state general obligation bonds are payable first from sources other than general state revenues ($1,182,717,322 from tuition fees, patient fees, admissions taxes, parking taxes, certain King County sales and use taxes, or hotel and motel taxes) and are additionally full faith and credit obligations of the state.

OTHER OBLIGATIONS

Workers' Compensation Program

The Workers' Compensation Program insures approximately 70 percent of the work force in the state, excluding self-insured employers and their employees, against work-related accidents and medical claims. The program has three main components: Accident, Medical Aid and Supplemental Pension. Accident Fund premiums are paid by employers while premiums for the Medical Aid and Supplemental Pension Funds are shared equally by employers and employees. A separate pension fund sufficient to pay future pension obligations is established in the Accident Fund and not through separate premium assessments. The Supplemental Pension component covers both state fund and self-insured employees. The Accident, Medical Aid and Pension components are designed to be self-sustaining; assets are accumulated to fund future benefits.

The Supplemental Pension Fund was adopted by the Legislature in 1973 to provide inflation adjustment payments for time lost for the temporarily disabled and pension benefits for the permanently disabled. This plan operates on a current, "pay-as-you-go" basis. GAAP formerly required those liabilities be recorded as long-term debt and allowed expected employer and employee contributions to be shown as an asset. GASB now requires the Supplemental Cost of Living Benefit to be characterized as an obligation of the Workers' Compensation Fund, a special enterprise fund, but does not permit employer and employee future contributions to be shown as an offsetting asset. This accounting change has no impact on the fund's liability to pay supplemental cost of living benefits, nor does it affect its ability to make those payments. The potential future liability of the fund to pay all claims for Supplemental Cost of Living Benefits for all employees is estimated to be $4.5 billion; however, the state's obligation to its own employees is substantially lower, and the state anticipates contributions from the private sector will be sufficient to satisfy all liabilities for nonpublic employees.

Certificates of Participation/Financing Contracts

The following table displays outstanding state certificates of participation/financing contracts as of June 30, 2004.

	Outstanding	2003-2005 Debt Service Requirement	Final Maturity
Master Installment Program, 1993	12,700,959	6,327,911	2016
Equipment Series, Competitive	71,293,970	40,814,506	2015
Local Real Estate	6,595,000	1,923,904	2017
Quarterly Combined	26,170,000	3,318,771	2019
Bellevue Community College, RE2003C	16,120,000	1,430,616	2023
Bellingham Technical College Classroom Additions	210,000	88,870	2008
Whatcom, Columbia Basin and Yakima CC, 2000A	4,795,000	942,180	2020
Bates Purchase of Land and Improvement, KBTC TV	3,605,000	634,416	2020
Edmonds Community College	3,765,000	710,649	2018
Combined CC's 2001 A	5,450,000	1,659,878	2017
Combined CC's 2001 B	6,325,000	1,944,101	2015
Combined CC's 2004A	13,755,000	1,024,049	2024
Central Washington Snoqualmie Hall at Edmonds	4,970,000	772,205	2023
State Department of Corrections, 1998	1,695,929	756,914	2009
Department of Correction Spokane- Brownstone	2,850,000	479,545	2021
Department of Ecology 2003 Refunding	25,715,000	2,081,390	2016
Department of Ecology 2001 Refunding	38,375,000	10,381,075	2012
State Department of Licensing, 1998	5,935,000	1,111,560	2018
State Department of Transportation, 1999	5,335,000	5,609,890	2005
Department of Veterans Administration	3,730,000	739,823	2016
Tacoma Co-location Project, Series 1996	13,625,000	2,704,068	2020
State Department of General Administration, 1999A	9,435,000	1,416,678	2022
State Department of General Administration, 1999B	7,760,000	1,469,849	2019
Kelso Building and Land, 2000	4,120,000	932,389	2015
General Administration, Isabella Bush Building	3,855,000	455,373	2018
Highline Community College, 2003	12,455,000	631,255	2023
Pierce College Classroom Building	440,000	193,200	2008
Secretary of State Regional Archive Building	12,560,000	1,979,034	2018
South Puget Sound Community College, 1999	4,610,000	902,638	2020
The Evergreen State College , Childcare Center, 2003	1,675,000	375,747	2005
University of Washington, 1999	9,345,000	2,190,570	2021
University of Washington, 2001	1,505,000	241,564	2021
University of Washington, 2001B	5,835,000	958,253	2022
University of Washington, 2001C	4,790,000	1,191,755	2013
UW, Sand Point Phase 2B	3,445,000	558,435	2022
UW, Sand Point Bldg 29	4,690,000	741,955	2016
UW, Sand Point Bldg 5 Phase IIC 2002E	2,620,000	394,759	2023
UW, Sand Point Bldg 5 and 29	4,355,000	267,907	2023
Whatcom Community College Child Care Center	645,000	164,230	2013
State Convention and Trade Center Expansion	177,690,000	27,218,178	2017
Liquor Control Board Distribution Center, 1996	11,555,000	5,387,630	2010
Port Angeles Office Building	390,000	120,290	2012
Washington State University, 1996	6,850,000	1,611,937	2017
Total Certificates of Participation/Financing Contracts	$ 563,640,857	$ 134,859,945	

The 1989 Legislature authorized financing contracts for personal and real property. The state currently has in place a program that provides for the financing of equipment and real estate projects by competitive sale of certificates of participation in master financing contracts. The state's obligations are subject to appropriation.

State Unemployment Compensation Fund

Currently, unemployed workers are entitled to up to 30 weeks of regular unemployment insurance benefits, with a maximum state liability of $14,880 per unemployed worker. The maximum and minimum weekly

benefit amounts payable are defined as percentages of the state's average weekly wage in covered employment. The maximum is now $496; the minimum is $109.

Legislative changes in 1984 improved the revenue-generating capacity of the unemployment insurance financing provisions. Collections under prior law could only meet the average annual benefit costs of the state's benefit provisions, and the reserve fund level (fund balance as a percent of total wages) could increase only during periods of low unemployment.

The experience rating system enacted in 1984 provided for six tax schedules with average yields ranging from 2.3 percent to 4.0 percent of taxable wages, depending on the reserve fund level. Each schedule has a maximum tax rate of 5.4 percent to conform to federal requirements. The highest tax schedule is in effect when the reserve fund level is below one percent of total wages, which was the case in 1985, 1986 and 1987. Growth in the trust fund triggered tax schedules with lower yields. The lowest tax schedule was in effect from 1990 through 1993. The reserve fund level continued to increase until June 30, 1993, after which it decreased slightly from 4.4 percent to 4.2 percent.

The 1993 Legislature concluded that the trust fund level was higher than necessary. In 1993, the Legislature enacted the new, lower tax schedule AA, and the 1995 Legislature enacted lower trust fund controls.

Changes in benefit and financing provisions were enacted by the legislature in 2003. The new law will place limits on the maximum weekly benefit amount and will reduce the computed benefit amounts for some claimants. The new financing provisions will not take effect until 2005. The department is in the process of analyzing the impact of changes in the financing provisions.

UNEMPLOYMENT COMPENSATION FUND
(Dollars in Millions)

	Beginning Balance	Receipts	Disbursements	June 30 Balance*	
				Dollars	Percent**
FY 1993	$ 1,710	$ 684	$ 646	$ 1,748	4.2%
FY 1994	1,748	688	845	1,591	3.7
FY 1995	1,591	674	813	1,452	3.2
FY 1996	1,452	682	815	1,319	2.7
FY 1997	1,319	765	728	1,356	2.6
FY 1998	1,356	852	691	1,517	2.6
FY 1999	1,517	921	816	1,622	2.4
FY 2000	1,622	1,109	799	1,932	2.6
FY 2001	1,932	1,029	1,051	1,910	2.4
FY 2002	1,910	1,102	1,572	1,440	1.8
FY 2003	1,440	1,159	1,499	1,100	1.4

* As of September 30 beginning FY 2000.
** As a percent of total wages for the preceding calendar year.

State Retirement Systems

The table below presents details regarding liabilities and assumptions of the Washington State Retirement System Funds. These retirement plans are defined benefit plans, providing monthly cash payments in accordance with a specific schedule but providing neither pre-retirement nor post-retirement medical benefits. The benefit amount may be determined by a combination of service and/or salary. The state also participates in the Judicial Retirement System and the Volunteer Fire-Fighter System, which are minor in relation to those illustrated.

The Office of the State Actuary is overseen by a special committee of the Legislature and performs all actuarial services for the Department of Retirement Systems, including all studies required by law. The

tables included hereunder have been reviewed by the State Actuary and will be subject to revision at subsequent dates.

The pertinent items disclosed below are as follows:

(i) *Contribution Rates.* These are rates of contribution developed based upon the 2001 valuations, expressed as a percentage of the active members' compensation.

(ii) *Unfunded Actuarial Present Value of Fully Projected Benefits.* This is the unfunded actuarial present value of the state's total commitment to pensions, including the unfunded actuarial present value of benefits accrued to date for active, inactive and retired members, and the actuarial present value of projected future accruals for active members. (Contribution rates are derived from this data.)

(iii) *Unfunded Actuarial Present Value of Credited Projected Benefits.* This is the amount by which liabilities exceed assets. Liabilities are calculated by the Credited Projected Benefits Method. Benefits are projected to retirement, including future salary increases but only service earned to date.

(iv) *Funding Ratio.* The Funding Ratio is assets divided by liabilities. Liabilities are calculated by the Credited Projected Benefits Method.

(v) *Unfunded Actuarial Accrued Liability-Entry Age Cost Method.* This is a portion of the unfunded actuarial present value of fully projected benefits. The only significance of this item is in developing the contribution rates for the systems. Contributions toward the Unfunded Actuarial Accrued Liability have been developed as a level percentage of expected future payrolls. The current statute, chapter 41.45 RCW, requires the existing Unfunded Actuarial Accrued Liability, as well as future gains or losses, and benefit increases to be fully funded by the dates shown in the following table.

The Public Employees' Retirement System ("PERS"), the Teachers' Retirement System ("TRS"), the School Employees' Retirement System ("SERS"), and the Law Enforcement and Firefighters' Retirement System ("LEOFF") each include more than one plan. In the table below, contribution rates are shown for members entering before October 1, 1977 (Plan 1), and after October 1, 1977 (Plan 2). Plan 3 members do not make contributions to the Defined Benefit portion of the plan. SERS Plan 2/3 is composed of school employees hired on or after October 1, 1977, who were previously included in PERS Plan 2. School employees hired before October 1, 1977, remain in PERS Plan 1. A portion of the employer contribution for Plan 2/3 employees of SERS, PERS and TRS is contributed to the respective Plan 1.

At least once every six years, the State Actuary is required to perform studies in which the demographic assumptions used in each system are evaluated. These studies were performed for the 1995-2000 period. As a result of these studies, significant changes were made in these assumptions and in the asset valuation method. The results shown below reflect the new assumptions.

The major economic assumptions used, developed and adopted by the Pension Funding Council, are as follows:

(i) ultimate rate of assumed investment return: 8.0 percent per annum;

(ii) general salary increases: 4.5 percent per annum;

(iii) rate of Consumer Price Index increase: 3.5 percent (where applicable).

CONTRIBUTION RATES AND UNFUNDED LIABILITIES—RETIREMENT SYSTEMS
(Dollars in Millions)

	Public Employees[3]		Teachers		School Employees[3]		Law Enforcement Officers and Firefighters		State Patrol	System Totals
Most Recent Valuation Date	September 30, 2001									
Contribution Rates	(1)	(2)	(1)	(2)	(1)	(2)	(1)	(2)		
State	2.05%	2.05%	2.22%	2.38%	NA	1.74%	0.00%	2.02%	0.00%	
Employee	6.00%	1.41%	6.00%	1.29%	NA	1.10%	0.00%	5.05%	2.00%	
Employer (Other than State)	2.05%	2.05%	2.22%	2.38%	NA	1.74%	0.00%	3.03%	0.00%	
Unfunded Actuarial Present Value of Fully Projected Benefits	$ 1,405		$ 1,185		$ 73		$ (48)		$ (57)	$ 2,588
Unfunded Actuarial Present Value of Credited Projected Benefits	$ (2,423)		$ (1,772)		$ (384)		$ (2,116)		$ (229)	$ (6,925)
Funding Ratio (Assets/Actuarial Present Value of Credited Projected Benefits)	126%		116%		197%		136%		147%	126%
Unfunded Actuarial Accrued Liability (Entry Age Cost Method)	$ 456		$ 400		NA		$ (1,216)		NA	$ (360)
Contribution Rate [4] to Fund Unfunded Actuarial Accrued Liability (Entry Age Cost Method)	0.64%		0.72%		0.64%		NA		NA	
Remaining Funding Period for Unfunded Actuarial Accrued Liability (Entry Age Cost Method)	June 30, 2024		June 30, 2024		June 30, 2024		NA		NA	

(1) Contribution rate for members entering system before October 1, 1977 (Plan 1).

(2) Contribution rate for members entering system after October 1, 1977 (applies to Plan 2 members, not Plan 3 members).

(3) The Public Employees Retirement System and School Employees Retirement System cover employees of the state and its political subdivisions as provided by statute. The figures shown above for Unfunded Actuarial Present Value of Fully Projected Benefits, Unfunded Actuarial Present Value of Credited Projected Benefits, and Unfunded Actuarial Accrued Liability represent the state's portion only, approximately 53 percent for PERS and SERS. The contribution rate in respect of the Unfunded Actuarial Accrued Liability is paid by all employers, and all these contributions go into the Public Employees Retirement System Plan 1, which covers both public and school employees.

(4) Contribution rates are effective July 1, 2003 (September 1, 2003, for the Teachers Retirement System and the School Employees Retirement System).

Source: Office of State Actuary

STATE CONTRIBUTIONS TO RETIREMENT SYSTEMS
(Dollars in Thousands)

Fiscal Year Ending June 30	Public Employees [1]	Teachers [2]	School Employees [2]	Law Enforcement Officers and Firefighters [2]	Volunteer Firefighters [2][3]	State Patrol[4]	Judicial [1][2]
1998	212,600	317,200	(4)	70,500	2,000	5,900	8,800
1999	222,300	322,700	(4)	71,000	2,500	5,900	8,800
2000	146,700	258,300	(4)	17,100	2,700	0	7,300
2001	152,200	210,900	10,600	20,900	3,300	0	7,300
2002	61,600	105,800	6,000	15,600	3,300	0	6,300

(1) State Agency Appropriations. Contributions commingled in each agency's operations budget.

(2) General Fund-State transfers.

(3) Nonappropriated: volunteer firefighters receive 40 percent of state tax on fire insurance premiums.

(4) Prior to the 2000 valuation, school employees were members of PERS 2.

Source: Office of State Actuary

ECONOMIC INFORMATION

This section provides certain information concerning the economic condition of the state. The demographic information and statistical data which are provided do not necessarily present all factors which may have a bearing on the state's fiscal and economic affairs.

Overview

Population. The 2000 U.S. census count of the state's population was 5,894,121, or 21.1 percent more than the 4,866,700 counted in 1990.

The Seattle-Bellevue-Everett Primary Metropolitan Statistical Area (the "Seattle PMSA") is the biggest single component of the state's economy, with a population of 2,414,616 in 2000, up 18.8 percent since 1990. King County and the adjacent counties to the north, Snohomish and Island Counties, comprise the Seattle PMSA, which is the fourth largest metropolitan center on the Pacific Coast. The city of Seattle, located in northwestern Washington, is the largest city in the Pacific Northwest and serves as the King County seat. The population trends of King County and the Seattle PMSA show continued growth at a higher rate than Seattle's, reflecting the stable economy of the area and the greater availability of residential construction sites outside Seattle.

In the eastern half of the state, population in the Spokane area grew to 417,939 in 2000, an increase of 15.7 percent over 1990, and the Yakima area's population increased to 222,581, growing by 17.9 percent since 1990.

Infrastructure. The state is the home of two full-facility sea ports, located in Seattle and Tacoma, and the Seattle-Tacoma International Airport ("Sea-Tac"). The state also is served by the federal interstate highway system and Union Pacific and Burlington Northern-Santa Fe railroads, as well as Amtrak passenger lines.

Human Resources. The concentration of technical, engineering, managerial, scientific, and other professional skills within the state's work force is due in part to the state's state-supported higher education system, which consists of two major universities, four regional universities and a system of community colleges. In addition, the state has 18 private colleges.

Economic Base. The economic base of the state includes manufacturing and service industries as well as agricultural and timber production. Industry sectors exhibiting growth include transportation, communication and utilities employment; finance, insurance and real estate; and services. Boeing, the state's largest private employer, is preeminent in aircraft manufacture and exerts a significant impact on overall state production, employment and labor earnings. The state ranks fourth among 12 leading states in the percentage of its work force employed in technology-related industries and ranks third among the largest software development centers. The state is the home of approximately 1,000 advanced technology firms, including Microsoft Corporation. The state's leading export industries are aerospace, forest products, agriculture, and food processing.

Population Characteristics

COMPONENTS OF POPULATION CHANGE
STATE OF WASHINGTON
1993-2003
(Population Numbers in Thousands)

		Population Change		Components of Change From Previous Period						
				Births		Deaths		Natural	Net Migration	
April 1	Population	Number	%	Number	% (1)	Number	% (1)	Increase	Number	% (1)
1993	5,265.7	124.5	2.4	79.1	15.2	39.4	7.6	39.7	84.8	16.3
1994	5,364.3	98.6	1.9	78.2	14.7	39.5	7.4	38.7	60.0	11.3
1995	5,470.1	105.8	2.0	77.5	14.3	40.0	7.4	37.5	68.3	12.6
1996	5,567.8	97.7	1.8	77.0	13.9	41.2	7.5	35.9	61.8	11.2
1997	5,663.8	96.0	1.7	78.0	13.9	42.6	7.6	35.4	60.6	10.8
1998	5,750.0	86.3	1.5	78.8	13.8	41.6	7.3	37.3	49.0	8.6
1999	5,830.8	80.8	1.4	79.8	13.8	43.1	7.5	36.6	44.2	7.6
2000	5,894.1	63.3	1.1	79.9	13.6	43.7	7.5	36.1	27.2	4.6
2001	5,974.9	80.8	1.4	80.7	13.6	43.9	7.4	36.8	44.0	7.4
2002(2)	6,041.7	66.8	1.1	79.2	13.2	44.8	7.5	34.4	32.4	5.4
2003(2)`	6,098.3	56.6	0.9	82.0	13.5	46.2	7.6	35.8	20.8	3.4

(1) Rates are per 1,000 midpoint population and are computed on unrounded numbers.
(2) Estimates.

Source: Office of Financial Management, available at www.ofm.wa.gov/databook/contents.htm#population

DISTRIBUTION OF POPULATION BY AGE
(Population Numbers in Thousands)

	Washington State				United States			
Age	1990 Number	% of Total	2000 Number	% of Total	1990 Number	% of Total	2000 Number	% of Total
Under 5	374	7.7	394	6.7	18,354	7.4	19,176	6.8
5 to 19	1,031	21.2	1,289	21.9	52,967	21.3	61,298	21.8
20 to 24	353	7.2	390	6.6	19,020	7.6	18,964	6.7
25 to 34	856	17.6	841	14.3	43,176	17.4	39,892	14.2
35 to 44	801	16.5	975	16.5	37,579	15.1	45,149	16.0
45 to 54	500	10.3	846	14.4	25,223	10.1	37,678	13.4
55 to 64	381	7.8	497	8.4	21,148	8.5	24,274	8.6
65 and over	571	11.7	662	11.2	31,242	12.6	34,992	12.4

Source: Office of Financial Management, available at www.ofm.wa.gov/databook/contents.htm#population, and the U.S. Bureau of Census, available at www.census.gov/statab/www/

Income Characteristics

The following table provides a comparison of personal income for the state and the nation for the last ten years.

PERSONAL INCOME COMPARISON
WASHINGTON AND U.S.
1998-2005
(Dollars in Billions)

	Current Dollars[1]				2000 Chained Dollars[2]			
	Washington		United States		Washington		United States	
Year	Amount	Percent[4]	Amount	Percent[4]	Amount	Percent[4]	Amount	Percent[4]
1998	$163.8	9.1%	$7,423.0	7.3%	$170.6	8.1%	$7,734.4	6.4%
1999	175.5	7.2	7,802.4	5.1	179.9	5.4	7,997.1	3.4
2000	187.9	7.0	8,429.7	8.0	187.9	4.4	8,430.1	5.4
2001	193.4	3.0	8,724.1	3.5	189.4	0.8	8,545.4	1.4
2002	198.0	2.4	8,878.9	1.8	191.2	1.0	8,575.1	0.3
2003	204.4	3.2	9,161.8	3.2	193.7	1.3	8,683.6	1.3
2004[3]	214.3	4.8	9,701.5	5.9	198.5	2.5	8,989.9	3.5
2005[3]	226.8	5.8	10,202.5	5.2	206.6	4.1	9,296.0	3.4

(1) Current dollars: the actual price of something when it was bought, not adjusted for cost of living index (commonly called inflation).
(2) Chained dollars: created from the geometric mean of two growth calculations; allows for a comparison of data in a time series to accurately indicate growth or decline in indicators.
(3) Revenue forecast as of September 2004.
(4) Percent change; annual rate.

Source: Washington State Office of the Forecast Council and U.S. Department of Commerce, Bureau of Economic Analysis

Employment Characteristics

AVERAGE ANNUAL EMPLOYMENT[1]
RESIDENT CIVILIAN LABOR FORCE AND EMPLOYMENT IN WASHINGTON STATE
(Employment Numbers in Thousands)

	2000	2001	2002	2003	2004
Resident Civilian Labor Force	3,055.8	3,024.2	3,109.5	3,139.9	3,201.6
Unemployment	159.4	193.5	226.8	237.0	197.8
Unemployment Rate [2]	5.2%	6.4%	7.3%	7.5%	6.2%
Total Employment	2,896.4	2,830.7	2,882.6	2,902.9	3,003.8
Nonagricultural Wage and Salary Workers Employed in Washington					
Nonfarm Employment	2,711.6	2,697.4	2,654.0	2,658.2	2,707.1
Durable Manufacturing Employment	236.5	225.0	199.3	183.7	180.6
Aerospace Employment	86.2	87.3	75.7	65.4	61.2
Computer Employment	34.4	32.4	26.2	23.4	22.4
Nondurable Manufacturing Employment	95.4	91.1	85.7	83.0	83.0
Natural Employment	10.0	9.8	9.4	8.8	9.2
Construction Employment	160.6	158.8	154.2	156.1	165.3
Trade, Transportation, Communication, and Utilities Employment	531.9	523.8	509.3	510.3	518.5
Information Employment	97.6	99.0	93.6	91.8	93.6
Software Employment	32.2	35.9	36.1	37.2	38.0
Financial Employment	142.3	145.2	146.2	152.4	155.0
Professional Employment	303.8	296.9	290.2	291.0	302.6
Education Employment	291.9	298.3	306.9	312.2	318.8
Leisure Employment	251.8	247.1	245.4	248.8	257.0
Other Service Employment	106.2	96.9	97.8	99.3	100.9
Government Employment	483.4	505.4	516.2	520.7	522.6

(1) Averages of monthly data.
(2) Unemployment rate as of September 2004 estimated at 6.2%.

Source: Washington State Office of the Forecast Council

COMPARISON OF EMPLOYMENT TRENDS BY INDUSTRY SECTOR (%) [1]

	State		United States	
	1994	**2004**	**1994**	**2004**
Manufacturing				
Nondurable Manufacturing				
Food and Kindred	1.7	1.3	1.3	1.1
Pulp and Paper	0.7	0.5	0.6	0.4
Other	1.8	1.3	4.1	2.6
Subtotal	4.1	3.1	6.0	4.1
Durable Manufacturing				
Lumber and Wood	1.0	0.7	0.5	0.4
Primary Metals	0.5	0.2	0.6	0.4
Fabricated Metals	0.7	0.6	1.4	1.1
Machinery	0.5	0.5	1.2	0.9
Computers	1.1	0.8	1.4	1.1
Transportation Equipment	4.4	2.7	1.7	1.3
Other	1.2	1.2	2.1	1.7
Subtotal	9.4	6.7	8.9	6.8
Total Manufacturing	13.5	9.7	14.9	11.0
Nonmanufacturing				
Natural Products	0.4	0.3	0.6	0.4
Construction	5.3	6.1	4.5	5.3
Trade, Transportation, Communication, Utilities	19.7	19.2	20.2	19.4
Information Services	2.6	3.5	2.4	2.4
Financial Services	5.4	5.7	6.0	6.1
Professional	10.0	11.2	10.6	12.6
Education	10.7	11.8	11.2	12.9
Leisure	9.3	9.5	8.8	9.4
Other Services	4.1	3.7	3.9	4.1
Government	19.0	19.3	16.9	16.4
Total Nonmanufacturing	86.5	90.3	85.1	89.0
Total [2]	100.0	100.0	100.0	100.0

(1) Figures are calculated as a percentage of total wage and salary employment.
(2) Numbers may not add due to rounding.

Source: Washington State Office of the Forecast Council

ANNUAL AVERAGE CIVILIAN LABOR FORCE, UNEMPLOYMENT AND UNEMPLOYMENT RATES FOR WASHINGTON AND THE UNITED STATES

1998-2005

(Employment Numbers in Thousands)

	Civilian Labor Force		Number of Unemployed		Unemployment Rate		Wash. Unemployment as Percent of U.S.
Year	**Wash.**	**U.S.**	**Wash.**	**U.S.**	**Wash.(%)**	**U.S.(%)**	**Rate(%)**
1998	3,056	139,108	145	6,260	4.8	4.5	105.8
1999	3,094	141,012	146	5,946	4.7	4.2	112.2
2000	3,056	142,610	159	5,669	5.2	4.0	131.3
2001	3,024	143,925	194	6,850	6.4	4.8	134.5
2002	3,109	145,125	227	8,381	7.3	5.8	126.3
2003	3,140	146,516	237	8,779	7.5	6.0	126.0
2004*	3,202	149,394	198	8,211	6.2	5.6	110.9
2005*	3,260	149,715	202	8,082	6.2	5.4	114.7

* The 2004 and 2005 figures are based on the September 2004 forecast.

Source: Washington State Office of the Forecast Council and the U.S. Dept. of Labor, Bureau of Labor Statistics

Companies. The following two tables provide information on the top companies headquartered in the state, ranked by revenues. The Boeing Company, headquartered in Chicago, Illinois, is the largest employer in the state, with revenues in 2003 of $50.5 million.

WASHINGTON'S TWENTY-FIVE LARGEST PUBLIC COMPANIES, RANKED BY 2002 REVENUES
(in Millions)

		Revenues			Revenues
1.	Costco Wholesale Corp.	$38,792.5	14.	Alaska Air Group Inc.	$2,224.1
2.	Microsoft Corp.	32,187.0	15.	Potlatch Corp.	1,286.2
3.	Washington Mutual	19,037.0	16.	Western Wireless Corp.	1,186.6
4.	Weyerhaeuser	18,521.0	17.	Plum Creek Timber Co. Inc.	1,137.0
5.	AT&T Wireless Services	15,631.0	18.	Avista Corp.	980.4
6.	Paccar Inc.	7,218.6	19.	Labor Ready Inc.	862.7
7.	Safeco Corp.	7,065.1	20.	Longview Fibre Co.	769.3
8.	Nordstrom Inc.	5,975.1	21.	Nextel Partners Inc.	670.7
9.	Amazon.com Inc.	3,932.9	22.	Expedia Inc.	590.6
10.	Airborne Inc.	3,343.7	23.	The Nautilus Group Inc.	584.7
11.	Starbucks Coffee Co.	3,288.9	24.	Washington Federal Savings	515.5
12.	Puget Sound Energy	2,392.3	25.	Consolidated Freightways Corp.	482.4
13.	Expeditors International Inc.	2,296.9			

Source: Puget Sound Business Journal 2003 Book of Lists

WASHINGTON COMPANIES IN FORTUNE 500 IN 2002
(Dollars in Millions)

	Company	Rank	Revenues	Headquarters/Location
1.	Costco Wholesale	33	38,762	Issaquah
2.	Microsoft Corp.	47	28,365	Redmond
3.	Washington Mutual Inc.	94	19,037	Seattle
4.	Weyerhaeuser Co.	96	18,521	Federal Way
5.	AT&T Wireless	119	15,632	Redmond
6.	Paccar	257	7,218.6	Bellevue
7.	Safeco Corp.	260	7,065	Seattle
8.	Nordstrom Inc.	293	5,975	Seattle
9.	Amazon.com	407	3,933	Seattle
10.	Airborne	458	3,344	Seattle
11.	Starbucks	465	3,289	Seattle
12.	Puget Energy	589	2,392	Bellevue
13.	Expeditors Internat'l	612	2,297	Seattle
14.	Alaska Air Group	628	2,224	Seattle
15.	Potlatch	839	1,147	Spokane
16.	Western Wireless	968	1,187	Bellevue
17.	Plum Creek Timber	995	1,137	Seattle

Source: Fortune Magazine Fortune 500, April 2003

Annual Retail Sales Activity

The state is home to a number of specialty retail companies that have reached national stature, including Nordstrom, Eddie Bauer, Costco, and Recreational Equipment Inc. The following table provides a history of retail sales activity in the state.

FISCAL YEAR RETAIL SALES ACTIVITY 1996-2003
(Dollars in Billions)

Fiscal Year	Washington	% Change	United States	% Change
1996	62.8	1.5	2,577.6	5.3%
1997	66.7	6.2	2,715.3	5.3
1998	72.1	8.1	2,845.7	4.8
1999	77.2	7.1	3,026.3	6.3
2000	83.4	8.0	3,291.5	8.8
2001	85.6	2.7	3,418.3	3.9
2002	84.4	(1.4)	3,520.8	3.0
2003	86.2	2.1	3,660.5	4.0

Source: Washington State Office of the Forecast Council and the U.S. Department of Commerce

Trade

One in six jobs in the state is related to international trade. The state, particularly the Puget Sound corridor, is a trade center for the Northwest and the state of Alaska. During the past 20 years, the state consistently has ranked number one or number two in the nation in international exports per capita.

Ports. The Ports of Seattle and Tacoma serve as one of the three major gateways for marine commerce into the United States from the Pacific Rim, and each rank among the top 20 ports in the world based upon volume of containerized cargo shipped. The ten largest shipping lines in the world call at these ports, and on a combined basis, these ports rank as the second-largest load center for the shipment of containerized cargo in the United States.

Approximately 70 percent of the cargo passing through the Ports of Seattle and Tacoma has an ultimate destination outside of the Pacific Northwest. Therefore, trade levels depend largely on national and world economic conditions, rather than local economic conditions.

Airport. The city of Seattle is the commercial center for the state and is near a major international airport, Sea-Tac, which has scheduled passenger service by 15 major/national, three regional/commuter and ten foreign flag carriers. In addition, 16 all-cargo carriers have scheduled cargo service at Sea-Tac. Sea-Tac is the 23rd busiest airport in the nation for aircraft operations and the 20th busiest cargo airport.

Manufacturing

The state's manufacturing base includes aircraft manufacture, with the aerospace industry currently representing approximately eight percent of all taxable business income generated in the state. Boeing remains the largest employer in the Puget Sound area, although total employment within the company dropped from 238,600 to 160,600 and employment within the State dropped from 103,420 to 57,000 between February 1998 and June 2003. In September 2001, the company relocated its corporate headquarters to Chicago, Illinois, a move that affected approximately one-half of the 1,000 people who worked in the Seattle location.

The following table shows the record of sales and earnings reported by Boeing for the last five years:

BOEING SALES AND EARNINGS

Year	Sales (Billions) *	Earnings (Millions)
1998	$ 56.2	$ 1,120
1999	58.0	2,309
2000	51.3	2,128
2001	58.2	2,827
2002	54.1	2,319

* Includes firm orders; excludes options, orders without signed contracts, and orders from firms that have filed for bankruptcy.

Source: The Boeing Company

While Boeing has dominated manufacturing employment, other manufacturers also have experienced growth, thus reducing Boeing's percentage of total manufacturing jobs in the state.

Technology-Related Industries

The most significant growth in manufacturing jobs, exclusive of aerospace, has occurred in high technology-based companies. The state ranks fourth among all states in the percentage of its work force employed in technology-related industries and ranks third among the largest software development centers. The state is the home of approximately 1,000 advanced technology firms; nearly 50 percent of these firms are computer-related businesses. Microsoft, which is headquartered in Redmond, Washington, is the largest microcomputer software company in the world. Microsoft's fiscal year 2002 revenues were $28.4 billion, compared to $25.3 billion in fiscal year 2001.

Services/Tourism

As the business, legal and financial center of the state, Seattle ranks ninth in the country in the number of downtown hotel rooms (7,600 rooms in 50 hotels and motels). The Washington State Convention and Trade Center opened in June 1988, with the capacity for events involving as many as 11,000 people. An expansion

of the Convention and Trade Center that doubled the exhibition space and added a private office tower, hotel and museum was completed in 2001.

Timber

Natural forests cover more than 40 percent of the state's land area. Forest products rank second behind aerospace in value of total production. The Weyerhaeuser Company is the state's largest forest products employer.

A continued decline in overall production during the next few years is expected due to federally imposed limitations on the harvest of old-growth timber and the inability to maintain the recent record levels of production increases. The decline is not expected to have a significant effect on the state's overall economic performance.

Agriculture and Food Processing

Agriculture, combined with food processing, is an important state industry. The state's major products—wheat, apples, milk, and cattle—comprise more than half of total production. The values and uses of farmland in the state are expected to change in the future, with the listing of local salmon runs as endangered by the U.S. Environmental Protection Agency.

Construction

The following table provides information on housing units for the state and the United States.

HOUSING UNITS AUTHORIZED IN WASHINGTON AND THE UNITED STATES
1998-2005

Calendar Year	Washington	United States (1)
1998	45,727	1,621,167
1999	42,752	1,647,250
2000	39,021	1,573,333
2001	38,345	1,601,167
2002	40,200	1,710,917
2003	42,825	1,852,500
2004(2)	44,824	1,908,492
2005(2)	44,703	1,751,858

(1) Actual housing starts prior to current year.
(2) 2004 and 2005 figures are based on the September 2004 forecast.

Source: Washington State Office of the Forecast Council and the Department of Commerce

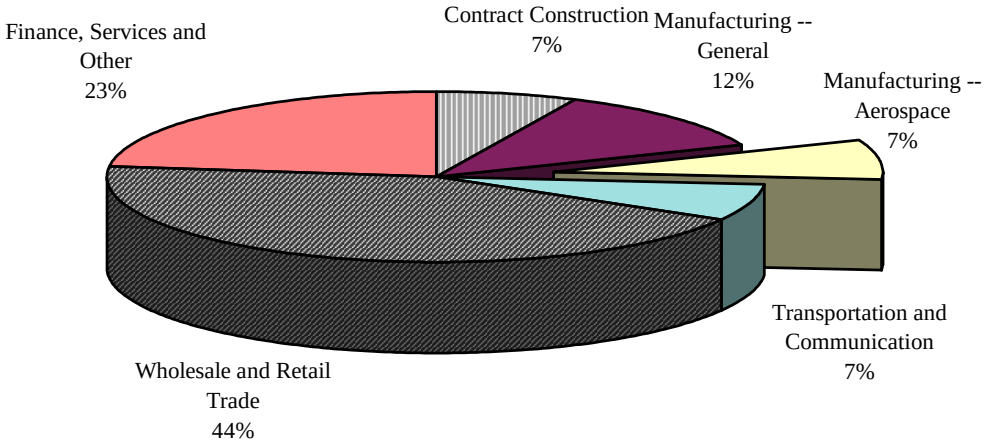
Federal, State and Local Government

On a combined basis, employment in the government sector represents approximately 18.7 percent of all wage and salary employment in the state. Seattle is the regional headquarters of a number of federal government agencies, and the state receives an above-average share of defense expenditures.

Summary

The following diagram provides an overall description of business income by industry sector for 2002.

Gross Business Income by Industry Sector 2002



Source: Department of Revenue, "Quarterly Business Review Calendar Year 2002", Table 1.

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APPENDIX B

DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS

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DEFINITIONS AND SUMMARY OF CERTAIN LEGAL DOCUMENTS

The following is a summary of certain provisions of the Lease, Trust Agreement, Assignment, and Site Lease, including certain defined terms used within this Official Statement. Reference is directed to each of such documents for the complete text thereof. Copies of such documents are available from the Office of the State Treasurer.

CERTAIN DEFINITIONS

The following are definitions of certain terms used in this Appendix B and elsewhere in this Official Statement. Unless otherwise indicated the following definitions are applicable to agreements relating to the Certificates.

"Act" means Chapter 365 of the Laws of Washington, 1989, codified as Chapter 39.94 RCW, as supplemented and amended.

"Additional Rent" means all costs, expenses, insurance premiums, Impositions and other payments, including Administrative Fees and Expenses, that are the obligations of the State Treasurer or the State Agency pursuant to the terms of the Lease.

"Additional Site Lease" means any future lease of the Site by the State Agency in connection with an Additional State Agency Financing Lease.

"Additional State Agency Financing Lease" means any future lease entered into by the State Agency for the purpose of financing additions, betterments and improvements to the Property pursuant to Section 2.02(c) of the Lease.

"Administrative Fees and Expenses" means all application, commitment, financing or similar fees charged, or administrative or other expenses incurred, with respect to the administration and maintenance of the Certificates and the Certificate Agreements.

"Assignment" means the Assignment from WFOA to the Fiscal Agent, dated as of the Dated Date, executed and delivered in connection with the Certificates.

"Authorized Agency Representative" means the natural person or persons (a) designated on the certificate of the State Agency in the form of Exhibit C to the Lease and (b) whose signature is on file with the Fiscal Agent and the Treasurer Representative.

"Authorized Denomination" means $5,000 and any integral multiple thereof.

"Base Rent Payment" means a rent payment to be made by the State Agency as set forth in Exhibit B to the Lease.

"Base Rent Payment Date" means each January 1 and July 1, as specified in the Trust Agreement, on which a Base Rent Payment evidenced and represented by the Certificates is due; *provided*, however, that each such Base Rent Payment shall be payable on the December 1 and June 1, respectively, prior to its respective due date, as set forth in the Lease.

"Beneficial Owner" means any Person that has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Certificates (including Persons holding Certificates through nominees, depositories or other intermediaries).

"Business Day" means any day other than (i) a Saturday, (ii) a Sunday, (iii) a day on which banking institutions located in the state of Washington are authorized or required by law to remain closed, or (iv) a day on which the Principal Office of the Fiscal Agent or the New York Stock Exchange is closed.

"Certificate Agreement" means, as the context requires, the Trust Agreement, the Site Lease, the Lease, the Assignment or the Disclosure Agreement, and collectively means all such agreements in connection with the Certificates.

"Certificate Counsel" means a firm of attorneys appointed by the State Treasurer of recognized national standing in the field of law relating to the issuance of certificates of participation, bonds and other obligations by states and their political subdivisions, and the exclusion of interest thereon from gross income for federal income tax purposes.

"Certificate Fund" means the "State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2004F (Columbia Basin Community College Project), Certificate Fund" established pursuant to Section 5.02 of the Trust Agreement.

"Certificate of the State Treasurer, Written Request of the State Treasurer and Written Order of the State Treasurer" each mean an instrument in writing signed by a Treasurer Representative.

"Certificate Register" means the records for the registration of the Certificates maintained by the Fiscal Agent.

"Certificates" means the certificates of participation in the Base Rent Payments executed and delivered by the Fiscal Agent pursuant to the Trust Agreement in the Initial Principal Amount and designated as the "State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2004F (Columbia Basin Community College Project)."

"Closing Date" means the date on which the Certificates are delivered to the Underwriter in exchange for payment therefor.

"Code" means the Internal Revenue Code of 1986, as amended, together with all regulations promulgated by the United States Department of the Treasury thereunder.

"Costs of Issuance" means administrative expenses, legal, accounting, financial and printing expenses, and all other expenses incurred in connection with the preparation, execution and delivery of the Certificate Agreements and the Certificates.

"Dated Date" means November 24, 2004.

"Disclosure Agreement" means an agreement for ongoing disclosure in compliance with the Rule, dated as of the Dated Date, executed and delivered by the Treasurer Representative with respect to the Certificates.

"Event of Default" means an Event of Default as set forth in Section 8.01 of the Lease.

"Executive Order", for purposes of the Lease, means an order issued by the Governor of the State pursuant to RCW 43.88.050 and 43.88.110, as amended or re-enacted.

"Fiscal Agent" means The Bank of New York, a banking corporation duly organized and existing under and by virtue of the laws of the State of New York, and its successors and assigns, or any other bank or trust company which may at any time be substituted in its place pursuant to the Trust Agreement.

"Fitch" means Fitch IBCA, Inc., and its successors and assigns, and, if such organization shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Fitch" shall be deemed to refer to any other nationally recognized securities rating agency (other than Moody's and S&P) designated by the Treasurer Representative with the consent of the Fiscal Agent.

"Government Obligations" means obligations described in paragraph (a) of the definition of Qualified Investments herein.

"Impositions" means all federal, state and local real and personal property taxes and assessments (including assessments for public improvements), license and permit fees, charges for public utilities, leasehold excise taxes, other excise taxes, levies, use and occupancy taxes, privilege taxes, business and occupation taxes and all other governmental impositions and charges of every kind and nature, general and special, ordinary and extraordinary, foreseen and unforeseen, which are imposed, levied upon or assessed against or which arise with respect to the Property (or any portion thereof), any Base Rent Payments, Prepaid Site Lease Rent or Additional Rent or other sums payable under the Lease or the Site Lease, the leasehold estate created by the Site Lease or the Lease, or the operation, use or possession of the Property, and all income, gross receipts or similar taxes imposed, levied upon, assessed against or measured by any Base Rent Payments, Prepaid Site Lease Rent, or Additional Rent or other sums payable under the Site Lease or the Lease, and all sales, value added, *ad valorem*, use and similar taxes levied, assessed or payable on account of the leasing, use, possession, control or operation of the Property, and all charges, fees and assessments for utilities, communications and similar services provided to the Property.

"Information Services" means Financial Information, Inc.'s "Daily Bond Service," 30 Montgomery Street, 10th Floor, Jersey City, New Jersey 07302, Attention: Editor; Kenny Information Services' "Called Bond Service," 55 Broad Street, 28th Floor, New York, New York 10004; Moody's "Municipal and Government," 99 Church Street, 8th Floor, New York, New York 10007, Attention: Municipal News Reports; and Standard and Poor's "Called Bond Record," 25 Broadway, 3rd Floor, New York, New York 10004; or, in accordance with then-current guidelines of the SEC, such other addresses and/or such other services providing information with respect to called bonds, as the State Treasurer may designate in a Certificate of the State Treasurer delivered to the Fiscal Agent.

"Initial Principal Amount" means the aggregate initial Principal Components evidenced and represented by the Certificates as set forth in the Trust Agreement.

"Interest Account" means the account by that name established pursuant to Section 5.02 of the Trust Agreement.

"Interest Component" means that portion of each Base Rent Payment denominated as and comprising interest as set forth in Exhibit A to the Lease.

"Interest Payment Date" means each January 1 and July 1 on which an Interest Component is due as set forth in Exhibit A to the Lease.

"Lease" means the State Agency Financing Lease, dated as of the Dated Date, by and between WFOA and the State, acting by and through the State Agency (for and on behalf of Columbia Basin Community College) and the State Treasurer, as supplemented and amended.

"Lease Termination Date" has the meaning given such term in the Lease.

"Letter of Representation" means the blanket issuer letter of representations from the State Treasurer to DTC.

"LGIP" means the Local Government Investment Pool administered by the Office of the State Treasurer.

"Moody's" means Moody's Investors Service, and its successors and assigns, and, if such organization shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency (other than Fitch and S&P) designated by the Treasurer Representative with the consent of the Fiscal Agent.

"MSRB" means the Municipal Securities Rulemaking Board or any successor to its functions.

"NRMSIR" means a nationally recognized municipal securities information repository as designated by the SEC.

"OFM" means the State Office of Financial Management established in the Office of the Governor of the State pursuant to RCW Chapter 43.41, or any successor to the functions of the OFM, charged with responsibility of submitting budgets to the State Legislature.

"Opinion of Counsel" means a written opinion of Certificate Counsel satisfactory to the State Treasurer and the Fiscal Agent.

"Outstanding" means all Certificates executed and delivered pursuant to the Trust Agreement, except:

(a) Certificates theretofore canceled by the Fiscal Agent, or delivered to the Fiscal Agent for cancellation;

(b) Certificates for which the payment or prepayment of the Base Rent Payments evidenced and represented thereby has been made or duly provided for pursuant to Section 4.01(b) of the Lease and Article X of the Trust Agreement; and

(c) Certificates in lieu of or in substitution for which other Certificates have been executed and delivered pursuant to Article II of the Trust Agreement.

"Owner" means the registered owner of a Certificate as set forth on the Certificate Register.

"Parties" means, as the context requires, the State, WFOA the State Agency, and/or the Fiscal Agent.

"Paying Agent" means any paying agent for the Certificates appointed pursuant to the Trust Agreement.

"Permitted Encumbrances" means, as of any particular time:

(a) Liens for general *ad valorem* taxes and assessments, if any, that are not then delinquent;

(b) The Site Lease;

(c) The Lease;

(d) The Assignment;

(e) Any right or claim of any mechanic, laborer, materialmen, supplier or vendor filed or perfected in the manner provided by law;

(f) Easements, rights of way, mineral rights, drilling rights, and other rights, reservations, covenants, conditions or restrictions which (i) exist of record as of the Dated Date and which the respective State Agency certifies in writing will not materially impair the use of the Property by such State Agency, and (ii) arise thereafter and to which the State Treasurer and WFOA consent in writing; and

(g) Any Additional Site Lease or Additional State Agency Financing Lease and any assignment thereof to the Fiscal Agent.

"Person" or "***person"*** means an individual, corporation, firm, association, partnership, trust, or other legal entity or group of entities, including a governmental entity or any agency or political subdivision thereof.

"Prepaid Site Lease Rent" has the meaning given such term in Section 4 of the Site Lease.

"Prepayment Account" means the account by that name established pursuant to Section 5.02 of the Trust Agreement.

"Prepayment Date" means each date, other than a Principal Payment Date, on which Principal Component evidenced and represented by the Certificates is to be prepaid.

"Prepayment Price" means the price payable pursuant to the Lease upon any prepayment of Principal Components evidenced and represented by the Certificates.

"Principal Account" means the account by that name established pursuant to Section 5.02 of the Trust Agreement.

"Principal Component" means that portion of each Base Rent Payment denominated as and comprising principal as set forth in Exhibit B to the Lease.

"Principal Office" means, with respect to the State Treasurer, the office in Olympia, Washington, designated in writing by the State Treasurer to the Fiscal Agent, and, with respect to the Fiscal Agent, the corporate trust office of the Fiscal Agent located in New York, New York, designated in writing by the Fiscal Agent to the State Treasurer.

"Principal Payment Date" means each July 1 on which a Principal Component is due as set forth in Exhibit B to the Lease.

"Project" means the construction of the medical technology and science education addition to the T-Building renovation and establish The Washington Institute of Science Education in The Columbia Basin College campus in Pasco, Washington, acquired and constructed pursuant to the Lease on the Property described in the Site Lease.

"Project Costs" means all costs incurred by or on behalf of WFOA, or the State or the State Agency, as agent of WFOA, on, prior to or after the effective date of the Lease in connection with the acquisition or construction of the Property or the Project, as applicable, and shall include, but not be limited to, (a) the cost of the Property or the Project (including, but not limited to, charges for design, testing and similar charges); (b) the expenses of the State Treasurer and the State Agency in connection with the acquisition or construction of the Property or the Project, including but not limited to the Costs of Issuance; (c) any taxes, assessments and other charges, if any, payable in connection with the acquisition or construction of the Property or the Project; and (d) any amounts required to reimburse the State Treasurer or the State Agency for advances or payments made prior to the effective date of the Lease for any of the above costs.

"Project Fund" means the "State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2004F (Columbia Basin Community College Project) Project Fund" established by the State Treasurer pursuant to the Trust Agreement and the Lease.

"Property" means collectively the Site and the Project leased by WFOA to the State Treasurer and the State Agency pursuant to the Lease.

"Qualified Investments" shall include the following:

(a) Any securities (including obligations held or issued in book-entry form on the books of the Department of the Treasury of the United States of America) which constitute direct obligations of, or the timely payment of the principal of and interest on which is unconditionally guaranteed by, the United States of America;

(b) Federal Home Loan Bank Bonds and Discount Notes; Federal National Mortgage Association Bonds and Discount Notes; Federal Farm Credit Banks Consolidated System-Wide Bonds and Discount Notes; Federal Home Loan Mortgage Corporation Bonds and Discount Notes; Government National Mortgage Association Bonds; Student Loan Marketing Association Bonds and Discount Notes; Small Business Administration Bonds; Export-Import Bank Bonds; Maritime Administration Bonds; and 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;

(c) Bankers acceptances, which are eligible for purchase by the Federal Reserve System, drawn on and accepted by a commercial bank (which may include the Fiscal Agent) having a combined capital and surplus of not less than $100,000,000, which bank has at the time of investment one of the two highest ratings of a Rating Agency;

(d) Commercial paper having original maturities of not more than 365 days which has at the time of investment one of the two highest ratings of a Rating Agency, which is issued by a corporation organized and operating in the United States with total assets in excess of $100,000,000;

(e) Bonds of the State and any local government in the State, which bonds have at the time of investment one of the three highest credit ratings of a Rating Agency;

(f) General obligation bonds of a state other than the State and general obligation bonds of a local government of a state other than the State, which bonds have at the time of investment one of the three highest credit ratings of a Rating Agency;

(g) Any investments authorized by law for the State Treasurer or any local government of the State;

(h) Shares of money market funds with portfolios consisting of only U.S. Treasury and agency securities or repurchase agreements, which have at the time of investment one of the three highest ratings of a Rating Agency;

(i) Any repurchase agreement with any bank or trust company organized under the laws of any state of the United States or any national banking association (including the Fiscal Agent) or government bond dealer reporting to, trading with, and recognized as a primary dealer by the Federal Reserve Bank of New York, which agreement is secured by any one or more of the securities described in clauses (a) or (b) above;

(j) The LGIP; and

(k) Any other legal investment for funds held by the State Treasurer.

"Rating Agency" means Fitch, Moody's or S&P.

"Rating Category" means the generic rating categories of the Rating Agency, without regard to any refinement or gradation of such rating category by a numerical modifier or otherwise.

"RCW" means the Revised Code of Washington, as supplemented and amended.

"Rebate Fund" means the fund or account or any portion of a fund or account used to accumulate amounts payable to the Internal Revenue Service in respect of the Rebate Requirement. The State may or may not formally establish a separate fund or account to serve this purpose.

"Rebate Requirement" has the meaning given to such term in the Tax Certificate.

"Resolution" means Resolution No. 923 adopted by the State Finance Committee on July 17, 2000 together with Resolution No. 1005 adopted by the State Finance Committee on July 13, 2004.

"S&P" means Standard & Poor's Ratings Group, and its successors and assigns, and, if such organization shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "S&P" shall be deemed to refer to any other nationally recognized securities rating agency (other than Fitch and Moody's) designated by the Treasurer Representative with the consent of the Fiscal Agent.

"Securities Depositories" means: The Depository Trust Company in accordance with then-current guidelines of the SEC, such other addresses and/or such other securities depositories as the State Treasurer may designate in a Certificate of the State Treasurer delivered to the Fiscal Agent.

"Site" means the real property legally described in Exhibit A to the Site Lease, including the improvements thereon as of the Dated Date.

"Site Lease" means the State Agency Site Lease, dated as of the Dated Date, by and between the State, acting by and through the State Agency (for and on behalf of Columbia Basin Community College) and the State Treasurer, and WFOA for the lease of a parcel or parcels of the Property by the State Agency to WFOA.

"State" means the state of Washington.

"State Agency" means the State Board for Community and Technical Colleges or any successor to its functions, acting for and on behalf of Columbia Basin Community College.

"State Finance Committee" means the state finance committee as constituted from time to time pursuant to RCW Ch. 43.33.

"State Legislature" means the Legislature of the state of Washington.

"State Treasurer" means the Treasurer of the state of Washington.

"Supplemental Agreement" means any agreement duly authorized and entered into following the Closing Date between or among the State Treasurer, the State Agency, WFOA, and the Fiscal Agent supplementing, modifying or amending the Trust Agreement, the Site Lease, the Lease or the Assignment.

"Tax Certificate" means the Tax Certificate and Agreement executed and delivered by the Treasurer Representative and/or Authorized Agency Representatives regarding compliance with applicable provisions of the Code in connection with the Site Lease, the Lease and the Certificates.

"Term Certificates" means the Certificates, if any, identified as such in the Trust Agreement.

"Toxic or Hazardous Substances" shall be interpreted broadly to include, but not be limited to, any material or substance that is defined or classified under federal, State or local laws as: (a) a "hazardous substance" pursuant to Section 101 of the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. § 9601(14) or Section 311 of the Federal Water Pollution Control Act, 33 U.S.C. § 1321, each as now or hereafter amended; (b) a "hazardous waste" pursuant to Section 1004 or Section 3001 of the Resource Conservation and Recovery Act, 42 U.S.C. § 6903, 42 U.S.C. § 6921, as now or hereafter amended; (c) a toxic pollutant under Section 307(1)(a) of the Federal Water Pollution Control Act, 33 U.S.C. § 1317(1)(a); (d) a "hazardous air pollutant" under Section 112 of the Clean Air Act, 42 U.S.C. § 7412, as now or hereafter amended; (e) a "hazardous material" under the Hazardous Material Transportation Act, 49 U.S.C. § 1802(2), as now or hereafter amended; (f) toxic or hazardous pursuant to regulations promulgated now or hereafter under the aforementioned laws; or (g) presenting a risk to human health or the environment under other applicable federal, State or local laws, ordinances, or regulations, as now or as may be posed or promulgated in the future. "Toxic or Hazardous Substances" shall also mean any substance that after release into the environment and upon exposure, ingestion, inhalation or assimilation, either directly from the environment or indirectly by ingestion through food chains, will or may reasonably be anticipated to cause death, disease, behavior abnormalities, cancer or genetic abnormalities. "Toxic or Hazardous Substances" specifically includes, but is not limited to, asbestos, polychlorinated biphenyls (PCBs), petroleum and petroleum-based derivatives, flammable explosives, radioactive materials and urea formaldehyde.

"Treasurer Representative" means the State Treasurer, the Assistant State Treasurer or the Deputy State Treasurer of the State, and shall include any other natural person who at the time and from time to time may be designated by a Certificate of the State Treasurer delivered to the Party relying thereon. Such Certificate shall contain the specimen signature of such person, and shall be signed on behalf of the State by the State Treasurer, the Assistant State Treasurer or the Deputy State Treasurer.

"Trust Agreement" means the Trust Agreement, dated as of the Dated Date, by and among the State Treasurer, WFOA and the Fiscal Agent, as supplemented and amended in accordance therewith.

"Underwriter" means the original purchaser of the Certificates.

"WFOA" means the Washington Finance Officers Association, a Washington nonprofit corporation, and any successors and permitted assigns thereof, including without limitation the Fiscal Agent as assignee pursuant to the Assignment.

THE LEASE

Sublease of Property

Financing Lease. The Lease constitutes a "financing lease," and a "financing contract," each within the meaning of the Act and an "Additional Agency Financing Contract" within the meaning of Section 12 of the 2000 Financing Contract.

Sublease of Property. WFOA subleases to the State for the benefit of the State, and the State hires from WFOA, upon the terms and conditions set forth in the Lease, the real property and all improvements thereon, including but not limited to the Project described in the Lease (the "Property"), subject to all easements, covenants, conditions and restrictions existing as of the date thereof. The State Treasurer agrees to pay, for the benefit of the State Agency, in consideration thereof the Base Rent Payments and Additional Rent therefor in accordance with the Lease, and all other amounts required to be paid by the State Agency thereunder.

Right of Entry. Under the Lease, WFOA reserves the right for any of its duly authorized representatives to enter upon the Property at any reasonable time (or in an emergency at any time) to inspect the same, or to make any repairs, improvements or changes necessary for the preservation thereof, or otherwise in connection with WFOA's rights and obligations thereunder.

Quiet Enjoyment. The State Agency and its authorized assignees and sublessees at all times during the term of Lease, subject to the provisions of Article VIII thereof, shall peaceably and quietly have, hold and enjoy all of the Property leased thereunder without suit, trouble or hindrance from WFOA.

Appointment of Agents; Acquisition, Construction and Reimbursement of Project; Substitution and Release of Property

Appointment of Agents. WFOA appoints the State Treasurer and the State Agency, respectively, as its agents in connection with the disbursement of the proceeds of the Certificates and the design, acquisition, reimbursement, and/or construction and financing or refinancing of the Project, and the State Treasurer and the State Agency each accept and agree to such designation and appointment.

Acquisition and Construction of Project. The State Treasurer and the State Agency, respectively, as agents of WFOA, agree that they have caused or will cause the Project to be designed, acquired, reimbursed, and/or constructed and financed or refinanced with all reasonable dispatch, in accordance with the plans, specifications, bidding documents, and construction and other contracts theretofore or thereafter approved by the State Agency, and in accordance with applicable laws and regulations. This appointment of the State Treasurer and the State Agency to act as the respective agents of WFOA in connection with the disbursement of the proceeds of the Certificates and the design, acquisition, reimbursement, and/or construction and financing or refinancing of the Project, respectively, and all authority conferred thereby is made and conferred irrevocably by WFOA, and shall not be terminated by any act of the State, the State Agency, WFOA or otherwise.

The State Agency shall negotiate or call for bids for the design, acquisition and/or construction of the Property and/or the Project in accordance with the requirements and limitations, if any, imposed by State or applicable local law. It is intended by the Parties thereto that WFOA shall not have any responsibility, liability or obligation with respect thereto.

Changes to Project; Additions to Property. The State Agency, with the prior written consent of the State Treasurer, may revise the Project or the description thereof; *provided*, that (i) the Project as so revised shall satisfy the requirements under the Lease with respect to the substitution of Property previously acquired, constructed, financed or refinanced; (ii) the Project Costs shall not be materially reduced thereby; and (iii) any such revision shall not relieve the State Treasurer or the State Agency of their obligation to design, acquire, reimburse, construct, finance, or refinance the Project in accordance therewith.

The State Agency shall have the right during the term of the Lease, at its own cost and expense, to make or permit additions, betterments and improvements to the Property, and to attach fixtures, structures and signs thereto; *provided*, that such additions, betterments and improvements and fixtures, structures and signs (i) shall be constructed and installed in accordance with applicable laws and regulations, and not in violation of any easements, restrictions, conditions or covenants affecting title to the Property; and (ii) shall not diminish the value, capacity or usefulness of the Property. The State Agency also is permitted, without the consent of the Owners, to enter into Additional State Agency Financing Leases with WFOA to finance all or any portion of the cost of such additions, betterments and improvements to the Property so long as such leases do not reduce the obligation of the State to perform its obligations under the Lease, including without limitation its obligation to make Base Rent Payments, and will not, in the Opinion of Counsel, adversely affect the tax-exempt status of the Interest Component of Base Rent Payments evidenced and represented by the Certificates. If the State Agency enters into any Additional State Agency Financing Lease for this purpose, WFOA may be granted an interest in the Property under an Additional Site Lease of all or any portion of the Property, which leasehold interest may be assigned to the Fiscal Agent for the benefit of owners of certificates of participation in such Additional State Agency Financing Lease. The occurrence of an Event of Default or Permitted Termination Event with respect to the Lease shall constitute a like event under any Additional State Agency Financing Lease, and the occurrence of any such like event under any Additional State Agency Financing Lease shall constitute an Event of Default or Permitted Termination Event, as the case may be, under the Lease. The owners of certificates of participation in any Additional State Agency Financing Lease shall be secured *pari passu* with the Owners with respect to any amounts received by the Fiscal Agent with respect to the Property following the occurrence of an Event of Default or Permitted Termination Event.

Substitution of Property. After acquisition, construction, reimbursement, financing, or refinancing of the Project, the State Agency, with the prior written consent of the State Treasurer, may substitute and consent to the substitution of the Property for another parcel or parcels of real property by first filing with the Fiscal Agent, as assignee of WFOA, (i) an Opinion of Counsel to the effect that such substitution (A) is permitted under the Lease, and (B) in and of itself, will not adversely affect the exclusion from gross income for federal income tax purposes of the Interest Component of the Certificates; (ii) an appraisal or other written evidence from an independent, disinterested real property appraiser acceptable to the Fiscal Agent to the effect that such substitute Property has an estimated fair rental value for the remaining term of the Lease equal to or greater than the Base Rent Payments due thereunder from time to time thereafter; (iii) a certificate of the State Agency to the effect that such substitute Property (A) is free and clear of any mortgages, deeds of trust, liens or other similar encumbrances, other than Permitted Encumbrances, and (B) is essential to the State Agency's ability to carry out its governmental functions and responsibilities; and (iv) written evidence from each Rating Agency then rating the Certificates that such substitution, in and of itself, will not result in the suspension, reduction or withdrawal of any ratings on the Certificates by such Rating Agency. The State Treasurer, the Fiscal Agent, as assignee of WFOA, and the State Agency shall execute, deliver and record such amendments and modifications to the Site Lease, the Lease, and the Assignment, and such other documents, agreements and instruments, as the State Treasurer or the Fiscal Agent shall deem necessary or desirable in connection with such substitution.

Release of Property. After acquisition, construction, reimbursement, financing, or refinancing of the Project, the State Agency, with the prior written consent of the State Treasurer, may release and consent to the release of a portion of the Property leased under the Site Lease, and subleased under and pursuant to the Lease, by first filing with the Fiscal Agent, as assignee of WFOA, (i) an Opinion of Counsel to the effect that such release (A) is permitted under the Lease, and (B) in and of itself, will not adversely effect the exclusion from gross income for federal income tax purposes of the Interest Component of the Certificates; (ii) an appraisal or other written evidence from an independent, disinterested real property appraiser acceptable to the State Treasurer and the Fiscal Agent to the effect that the remaining portion of the Property has an estimated fair rental value for the remaining term of the Lease equal to or greater than the Base Rent Payments due from time to time thereunder; (iii) provision by the State Agency of any necessary easements, reciprocal agreements or other rights as may be necessary to provide comparable pedestrian and vehicular access, and other uses and amenities (including but not limited to water, sewer, electrical, gas, telephone and other utilities) as existed prior to such release; and (iv) written evidence from each Rating Agency then rating the Certificates that such release, in and of itself, will not result in the suspension, reduction or withdrawal of any ratings on the Certificates by such Rating Agency. The State Treasurer, the Fiscal Agent, as assignee of WFOA, and the State Agency shall execute, deliver and record such amendments and modifications to the Site Lease, the Lease and the Assignment, and such other documents, agreements and instruments, as the State Treasurer or the Fiscal Agent shall deem necessary or desirable in connection with such release.

Project Fund. In consideration of the mutual covenants and agreements of the Parties hereto set forth in the Lease, WFOA and the State Treasurer shall enter into a Trust Agreement concurrently with the execution and delivery of the Lease under which WFOA authorizes and directs the State Treasurer to establish the Project Fund and to make disbursements therefrom in accordance with the provisions thereof and to pay the Project Costs on behalf of WFOA. Proceeds of the sale of the Certificates shall be deposited in the Project Fund. Moneys on deposit in the Project Fund shall be invested by the State Treasurer as provided in the Trust Agreement. Disbursements from the Project Fund shall be made as provided in the Trust Agreement.

Subject to Article VI of the Lease, if moneys in the Project Fund are not sufficient to pay the Project Costs in full, such Project Costs in excess of the amount in the Project Fund will be paid from other moneys provided by the State Agency. WFOA makes no representation or warranty, either express or implied, that the moneys which will be deposited into the Project Fund will be sufficient to pay the Project Costs. If the State Treasurer or the State Agency shall pay or cause the payment of any Project Costs in excess of the amount in the Project Fund available for such purpose, the State shall not be entitled to any reimbursement from WFOA for such payments, nor shall the State be entitled to any diminution, reduction, abatement, postponement, counterclaim, defense or set-off of the Base Rent Payments, Additional Rent or other amounts otherwise required to be paid under the Lease.

The Fiscal Agent, as assignee of WFOA, shall have no responsibility, liability or obligation under the Lease or otherwise with respect to the acquisition, reimbursement or construction of the Project or payment of the Project Costs thereof.

Title to the Property. Fee title to the Property subject to Permitted Encumbrances, and all additions, modifications, repairs and improvements thereto, is required to be and remain and vest in the State Agency, subject to the leasehold estates under the 2000 Ground Lease, the 2000 Financing Contract, the Site Lease and Lease, without any further action by the State or WFOA.

Disclaimer of Warranties. The State acknowledges and agrees that it has had adequate opportunity to inspect the Property and that such Property, including but not limited to the structures and improvements thereon, is acceptable to the State in its present condition. The State subleases the Property in its present condition, "as is." WFOA MAKES NO WARRANTY OR REPRESENTATION, EITHER EXPRESS OR IMPLIED, AND ASSUMES NO RESPONSIBILITY, LIABILITY OR OBLIGATION, AS TO THE VALUE, DESIGN, STRUCTURAL OR OTHER CONDITION, USE, USABILITY, SUITABILITY, OCCUPANCY OR MANAGEMENT OF THE PROPERTY, AS TO THE INCOME FROM OR EXPENSE OF THE USE OR OPERATION THEREOF, AS TO TITLE TO THE PROPERTY, AS TO COMPLIANCE WITH APPLICABLE ZONING, SUBDIVISION, PLANNING, SAFETY, FIRE, HEALTH OR ENVIRONMENTAL LAWS, REGULATIONS, ORDINANCES, CODES OR REQUIREMENTS, OR AS TO COMPLIANCE WITH APPLICABLE COVENANTS, CONDITIONS OR RESTRICTIONS, OR ANY OTHER REPRESENTATION OR WARRANTY WITH RESPECT TO THE PROPERTY.

Rent Payments

The State Treasurer, on behalf of the State Agency, thereby promises to pay to WFOA, as rental for the use and occupancy of the Property, the following amounts at the following times:

Base Rent Payments. On each Base Rent Payment Date, the Base Rent Payment set forth in the Lease, consisting of a Principal Component and/or an Interest Component as set forth in the Lease; and

Additional Rent. All Additional Rent incurred by WFOA in connection with the lease of the Site from the State Agency, the sublease of the Property to the State Agency, the execution and delivery of the Certificates, and the observance and performance of the Certificate Agreements, within thirty (30) days following receipt of an invoice from WFOA with respect thereto which includes (i) a brief description of each item of such Additional Rent, (ii) the party to whom payment is due, (iii) the amount thereof, and (iv) such additional information as the State Agency or the State Treasurer may reasonably request.

Such payments of Base Rent Payments and Additional Rent for each rental payment period during the term of the Lease shall constitute the total rental due for such period, and shall be paid for and in consideration of the use and occupancy and continued quiet enjoyment of the Property for such period. The Parties thereto have determined and agreed that such total rental does not exceed the fair rental value of the Property for each such rental period, given the purposes, terms and provisions of the Lease. Anything therein to the contrary notwithstanding, the State waives any right that it may have under the laws of the State to a rebate or repayment of any portion of such rental in the event that there is substantial interference with the use or right to possession by the State of the Property or any portion thereof as a result of material damage, destruction or condemnation.

Each Base Rent Payment shall consist of a Principal Component and/or an Interest Component as set forth in the Lease. Interest shall accrue and be calculated as provided in the Trust Agreement. Each Base Rent Payment payable thereunder shall be paid by electronic funds transfer in lawful money of the United States of America. Payments of Additional Rent shall be made to or upon the order of WFOA. Each Base Rent Payment shall be applied first to the Interest Component due thereunder, and then to the Principal Component due thereunder.

WFOA directs the State Treasurer, and the State Treasurer agrees, to make all Base Rent Payments directly to the Fiscal Agent, as assignee of WFOA.

Source of Base Rent Payments

The obligation of the State Treasurer to make Base Rent Payments shall be subject to appropriation by the State Legislature and to Executive Order reduction. The State Treasurer shall not be obligated to make Base Rent Payments other than from appropriated funds of the State Agency.

Net Lease

The Lease shall be deemed and construed to be a "triple net lease," and the State shall pay absolutely net during the term of the Lease the Base Rent Payments, Additional Rent and all other amounts due thereunder, without notice or demand, and free of any charges, assessments, Impositions or deductions whatsoever, and without any diminution, reduction, postponement, abatement, counterclaim, defense or set-off as a result of any dispute, claim or right of action by, against or among the State, WFOA, the Fiscal Agent, any State Agency, and/or any other Person, or for any other reason; *provided*, that nothing in the Lease shall be construed to release or excuse WFOA from the observance or performance of its obligations thereunder. If WFOA shall fail to observe or perform any such obligation, the State may institute such legal action and pursue such other remedies against WFOA as the State deems necessary or desirable, including, but not limited to actions for specific performance, injunction and/or the recovery of damages.

Limited Obligation

THE LEASE SHALL CONSTITUTE A SPECIAL, LIMITED OBLIGATION OF THE STATE PAYABLE SOLELY FROM THE SOURCES AND SUBJECT TO THE LIMITATIONS SET FORTH THEREIN. THE LEASE SHALL NOT CONSTITUTE A DEBT OR A GENERAL OBLIGATION OF THE STATE OR OF THE STATE AGENCY, THE CONTRACTING OF AN INDEBTEDNESS BY THE STATE OR THE STATE AGENCY, OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OR THE STATE AGENCY, FOR PURPOSES OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION UPON DEBT OR THE CONTRACTING OF INDEBTEDNESS. THE OBLIGATION OF THE STATE TO MAKE BASE RENT PAYMENTS IS SUBJECT TO APPROPRIATION AND TO EMERGENCY REDUCTION IN FUNDING UNDER CERTAIN CIRCUMSTANCES, ALL AS SET FORTH IN THE LEASE. NOTHING IN THE LEASE SHOULD BE CONSIDERED AS OR CONSTRUED TO IMPLY A MORAL OBLIGATION ON THE PART OF THE STATE OR THE STATE AGENCY TO MAKE THE BASE RENT PAYMENTS DUE THEREUNDER.

Optional Prepayment

The State may, at its option, prepay all or any portion of the Principal Component then unpaid, in whole or in part, on any date on or after July 1, 2014, in Authorized Denominations from any source of available funds, at a Prepayment Price equal to 100

percent of the Principal Components to be prepaid, plus accrued interest, if any, evidenced and represented thereby to the Prepayment Date.

The State may, at its option, provide for the payment of all or any portion of the Base Rent Payments then unpaid, in whole or in part on any date, by causing to be deposited with the Fiscal Agent, as assignee of WFOA, (i) moneys and/or Government Obligations in accordance with the Trust Agreement; and (ii) an Opinion of Counsel to the effect such actions are permitted thereunder and will not cause interest evidenced and represented by the Certificates to be includable in gross income for federal income tax purposes under the Code.

Mandatory Prepayment; Special Prepayment

Eminent Domain; Loss of Title. The State shall prepay or cause to be prepaid, from eminent domain awards or sale proceeds received pursuant to the Lease and from the net proceeds of title insurance, if any, pursuant thereof, the Principal Components of the applicable Base Rent Payments then unpaid, in whole or in part (and if in part, from Principal Payment Dates and Principal Components that will result in approximately equal aggregate annual Base Rent Payments from the related Prepayment Date) on any date, in Authorized Denominations, at a Prepayment Price equal to the sum of the Principal Components so prepaid, without premium, plus accrued interest evidenced and represented thereby to the Prepayment Date.

Insurance Proceeds. The State shall prepay or cause to be prepaid from net insurance proceeds received pursuant to the Lease, the Principal Components of the applicable Base Rent Payments then unpaid, in whole or in part (and if in part, from Principal Payment Dates and Principal Components that will result in approximately equal aggregate annual Base Rent Payments from the related Prepayment Date), on any date, in Authorized Denominations, at a Prepayment Price equal to the sum of the Principal Components so prepaid, without premium, plus accrued interest evidenced and represented thereby to the Prepayment Date.

To the extent such award, sale proceeds or net proceeds are not sufficient, in whole or in part, to prepay or cause the prepayment of Principal Components of the applicable Base Rent Payments in Authorized Denominations, such amounts shall be deposited by the State Treasurer with the Trustee to provide for Base Rent Payment next due as provided in the Trust Agreement.

Notice to Fiscal Agent

The State Treasurer shall provide the Fiscal Agent, as assignee of WFOA, with not less than 45 days' prior written notice of its intention (i) to prepay any Principal Components, which notice shall specify the reason for such prepayment, the Prepayment Date, and the amount and the Principal Payment Dates of the Principal Components to be prepaid; or (ii) to provide for the payment of any Base Rent Payments pursuant to the Lease.

Revision of Base Rent Payments upon Prepayment

The Principal Components and Interest Components due on each Base Rent Payment Date after a Prepayment Date pursuant to the Lease shall be reduced by the Fiscal Agent, as assignee of WFOA, to reflect such prepayment; *provided*, that the aggregate reduction in such Principal Components shall be equal to the aggregate Principal Components prepaid by the State Treasurer.

Discharge of the Lease

All right, title and interest of WFOA under the Lease and all obligations of the State under the Lease shall cease, terminate, become void and be completely discharged and satisfied (except for the right of the Fiscal Agent, as assignee of WFOA, and the obligation of the State to have the moneys and Government Obligations so set aside applied to make the remaining Base Rent Payments) when either:

(a) all applicable Base Rent Payments and all Additional Rent and other amounts due thereunder have been paid in accordance therewith; or

(b) (i) the State Treasurer shall have delivered a written notice to WFOA and the Fiscal Agent of its intention to prepay all of the applicable Base Rent Payments remaining unpaid; (ii) the State Treasurer shall cause to be deposited with the Fiscal Agent, as assignee of WFOA, (A) moneys and/or Government Obligations in accordance with the Trust Agreement; and (B) an Opinion of Counsel to the effect that such actions are permitted under the Lease and will not cause interest evidenced and represented by the Certificates to be includable in gross income for federal income tax purposes under the Code; and (iii) for so long as any Base Rent Payments remain unpaid, provision shall have been made satisfactory to WFOA and the Fiscal Agent for payment of all Additional Rent, including but not limited to the fees and expenses of the Fiscal Agent.

Eminent Domain

If all of the Property subleased to the State and the State Agency pursuant thereto, or so much thereof so as to render the remainder unsuitable for the purposes for which it was used by the State Agency at the time of such taking, shall be taken under the power of eminent domain (or sold under threat of condemnation), the sublease of such Property pursuant to the Lease shall cease as of the day that the State and the State Agency are required to vacate such Property. If less than all of the Property is taken under the power of eminent domain (or sold under threat of condemnation), and the remainder is suitable for the purposes for which it was used

by the State Agency at the time of such taking, as reasonably determined by the State Treasurer, then the sublease thereof pursuant to the Lease shall continue in full force and effect as to such remainder, and the Parties waive any benefits of the law to the contrary. In such event, there shall be no abatement of the rental due thereunder. So long as any Base Rent Payments remain unpaid, any eminent domain award and any proceeds of sale under threat of condemnation for all or any part of the Property, in excess of $250,000, shall be applied to the prepayment of the applicable Base Rent Payments as provided in the Lease. Any award or proceeds in excess of the amount necessary to prepay such Base Rent Payments due under the Lease shall be paid to WFOA and the State Agency as their respective interests may appear.

Loss of Title

If there is a loss of title to the Property which is insured under a policy or policies of title insurance, if any, or so much thereof so as to render the remainder unsuitable for the purposes for which it was used by the State and State Agency at the time of such loss, the sublease of the Property pursuant to the Lease shall cease as of the day that the State and the State Agency are required to vacate the Property. If there is a loss of title to less than all of the Property, and the remainder is suitable for the purposes for which it was used by the State Agency at the time of such loss, as reasonably determined by the State Treasurer, then the sublease thereof pursuant to the Lease shall continue in full force and effect as to such remainder, and the Parties waive any benefits of the law to the contrary. In such event, there shall be no abatement of the rental due pursuant to the Lease. So long as any Base Rent Payments under the Lease remain unpaid, any payments under such title insurance policy or policies, if any, with respect to the Property, if in excess of $250,000, shall be applied to the prepayment of Base Rent Payments as provided in the Lease. Any payment in excess of the amount necessary to prepay such Base Rent Payments shall be paid to WFOA, the State and the State Agency as their respective interests may appear.

Damage or Destruction

If all or any portion of the Property subleased to the State and the State Agency pursuant thereto shall be damaged or destroyed by fire or other casualty, the sublease thereof pursuant to the Lease shall not terminate, nor shall there be any abatement of the rent payable thereunder. So long as any Base Rent Payments remain unpaid, any payments under the property insurance policy or policies with respect to the Property may be applied to the prepayment of Base Rent Payments as provided therein, or may be paid to the State Treasurer and applied as provided in the Trust Agreement.

Permitted Termination Event

As described in the forepart of this Official Statement, the Lease is subject to termination under certain circumstances.

Covenants and Agreements of the State

Budget. The State Agency shall (i) include in its biennial budget any scheduled Base Rent Payments that may be required to be made by the State Agency and the State Treasurer during such Biennium under the Lease; (ii) submit such budget to OFM at such times and in such manner as required by law; (iii) use its best efforts to obtain appropriations by the State Legislature in amounts sufficient to make any such payments; (iv) include all such payments in its statements of proposed expenditures for each fiscal period required by law to be submitted to OFM; and (v) use its best efforts to obtain allotments by OFM of generally appropriated funds sufficient to make all such payments.

Application of Appropriations . To the extent permitted by law, the State Agency agrees that, to the extent that any amounts are included in its budget for purposes or facilities served, or functions or operations supported or provided by the Property, the State Agency will allocate a sufficient portion of such amounts to the payment of the Base Rent Payments and Additional Rent due under the Lease.

Tax-Exemption. Neither the State nor the State Agency shall make any use of the proceeds of the Lease or the Certificates or of any other amounts, regardless of the source, or of any property, nor shall they take or refrain from taking any action, that would cause the Lease or the Certificates to be "arbitrage bonds" within the meaning of Section 148 of the Code. Neither the State nor the State Agency shall use or permit the use of the Property or any part thereof by any Person other than a "governmental unit" as that term is defined in Section 141 of the Code, in such manner or to such extent as would result in the loss of the exclusion from gross income for federal income tax purposes of the Interest Component of the Base Rent Payments under Section 103 of the Code. Neither the State nor the State Agency shall make any use of the proceeds of the Lease or the Certificates or of any other amounts, nor shall they take or refrain from taking any action, that would cause the Lease or the Certificates to be "federally guaranteed" within the meaning of Section 149(b) of the Code, or "private activity bonds" within the meaning of Section 141 of the Code, or "hedge bonds" within the meaning of Section 149 of the Code. To that end, for so long as any Base Rent Payments remain unpaid, the State and the State Agency, with respect to such proceeds and other amounts, will comply with all requirements under such Sections and all applicable regulations of the United States Department of the Treasury promulgated thereunder. The State and the State Agency will at all times do and perform all acts and things permitted by law which are necessary or desirable in order to assure that the Interest Components of the Base Rent Payments will not be included in gross income of the Owners of the Certificates for federal income tax purposes under the Code, and will take no action that would result in such interest being so included. The State and the State Agency shall comply with the provisions of the Tax Certificate.

The State shall deposit in the Rebate Fund the Rebate Requirement as provided in the Tax Certificate. Subject to the other provisions of the Lease relating to the tax-exempt status of interest with respect to the Certificates, moneys held in the Rebate Fund are pledged to secure the rebate payments to the United States, and the State, the State Agency, WFOA, the Fiscal Agent and the Owners shall have no rights in or claim to such moneys.

Without limiting the generality of the foregoing, the State agrees that there shall be paid from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code. This covenant shall survive the discharge of the Lease and the payment in full or defeasance of the Certificates. The State specifically covenants to pay or cause to be paid to the United States at the times and in the amounts determined under the Lease, the Rebate Requirement as provided by the Tax Certificate.

Notwithstanding any provision of the Lease, if the State or the State Agency shall provide to the Fiscal Agent an Opinion of Counsel to the effect that any specified action required under this subsection is no longer required or that some further or different action is required to maintain the tax-exempt status of interest evidenced and represented by the Certificates, the Fiscal Agent may conclusively rely on such opinion, and the related covenants of the State or State Agency under the Lease shall be deemed to be modified to that extent.

Duties Imposed by Law. To the extent permitted by law, the covenants, agreements and other obligations on the part of the State and the State Agency contained therein shall be deemed and construed to be ministerial and non-discretionary duties imposed by law, and it shall be the duty of the State, the State Agency and each and every public official thereof to take such actions in the performance of the official duties of such officials to enable the State and the State Agency to observe and perform the covenants, agreements, terms, conditions and other obligations contained therein and in the other Certificate Agreements to which the State or the State Agency is a party to be observed and performed by the State or the State Agency.

Liens; Assignments and Subleases. Neither the State nor the State Agency shall create, incur, assume or suffer to exist any mortgage, pledge, lien, charge, encumbrance or claim on or with respect to the Property or any part thereof, except for Permitted Encumbrances. The State Agency shall promptly, at its own expense, take such action as may be necessary to duly discharge any such mortgage, pledge, lien, charge, encumbrance or claim if the same shall arise at any time. Neither the State nor the State Agency shall grant, sell, assign, pledge, transfer, convey, mortgage, sublet or otherwise dispose any of its right, title or interest in, to or under the Lease or the Property except as otherwise provided in the Lease, and any such attempted grant, sale, assignment, pledge, transfer, conveyance, mortgage, sublease or disposal shall be void.

Performance. The State Agency shall punctually pay the Base Rent Payments and Additional Rent in strict conformity with the terms and provisions of the Lease, and the State and the State Agency will faithfully observe and perform all the covenants, agreements, terms, conditions and other obligations which are therein contained required to be observed and performed by the State or the State Agency. Except for a Permitted Termination Event, neither the State nor the State Agency will suffer or permit any default to occur under the Lease, or do or permit anything to be done, or omit or refrain from doing anything, in any case where any such act done or permitted to be done, or any such omission or refraining from doing anything, would or might be ground for cancellation or termination of the Lease.

Maintenance; Repairs. For so long as the State Agency is in possession of the Property, the State Agency shall be solely responsible for the maintenance and repair, both ordinary and extraordinary, thereof. The State Agency will (i) keep and maintain the Property in good repair and condition, protect the same from deterioration other than normal wear and tear, and pay or cause to be paid all charges for utility services to the Property; (ii) comply with the requirements of applicable laws, ordinances and regulations and the requirements of any insurance or self-insurance program required thereunder in connection with the use, occupation and maintenance of the Property; (iii) obtain all permits and licenses, if any, required by law for the use, occupation and maintenance of the Property; and (iv) pay all costs, claims, damages, fees and charges arising out of its possession, use or maintenance of the Property.

Hazardous Substances.

(a) *Use*. None of the State Agency, the State or their officers, agents, employees, contractors, or invitees, shall use the Property in a manner that violates any applicable federal, state or local law, regulation or ordinance, including, but not limited to, any such law, regulation or ordinance pertaining to air and water quality, the handling, transportation, storage, treatment, usage and disposal of Toxic or Hazardous Substances, air emissions, other environmental matters, and all zoning and other land use matters. Neither the State nor the State Agency shall cause or permit the unlawful release or unlawful disposal of any Toxic or Hazardous Substances on or from the Property.

(b) *Indemnity*. The State Agency, to the extent permitted by law, agrees to protect, indemnify, defend and hold WFOA and the Fiscal Agent, and their respective directors, officers, employees and agents harmless from any claims, judgments, damages, penalties, fines, expenses, liabilities or losses arising out of or in any way relating to the unlawful presence, release or disposal of Toxic or Hazardous Substances on or from the Property; *provided, however*, that the State Agency shall not be obligated to indemnify itself, in its capacity as Lessor under the Site Lease, from any such claims, judgments, damages, penalties, fines, expenses, liabilities or losses relating to the presence, release or disposal of Toxic or Hazardous Substances on or from the Property occurring when the State is or was not in possession of the Property. Such indemnity shall include, without limitation, costs incurred in connection with:

(i) Toxic or Hazardous Substances present or suspected to be present in the soil, groundwater or soil vapor on or under the Property; or

(ii) Toxic or Hazardous Substances that migrate, flow, percolate, diffuse, or in any way move onto or under the Property; or

(iii) Toxic or Hazardous Substances present on or under the Property as a result of any discharge, dumping, spilling (accidental or otherwise) onto the Property by any person, corporation, partnership, or entity other than the State, the State Agency or their officials, officers, employees or agents.

The indemnification provided by this subsection shall also specifically cover, without limitation, costs incurred in connection with any investigation of site conditions or any cleanup, remedial, removal or restoration work required by any federal, state or local governmental agency or political subdivision or other third party because of the presence or suspected presence of Toxic or Hazardous Substances in the soil, groundwater, or soil vapor on or under the Property. Such costs may include, but not be limited to, damages for the loss or restriction on use of rentable or usable space or of any amenity of the Property, sums paid in settlements of claims, attorneys fees, consultants fees, and expert fees.

(c) *Notification Requirements*. The State Agency shall promptly notify the other Parties in writing of all spills or unlawful releases of any Toxic or Hazardous Substances, all failures to comply with any federal, state, or local law, regulation or ordinance, all inspections of the Property by any regulatory entity concerning the same, all notices, orders, fines or communications of any kind by or from any governmental entity or third party that relate to the existence of or potential for environmental pollution of any kind existing on or resulting from the use of the Property or any activity conducted thereon, and all responses or interim cleanup action taken by or proposed to be taken by any government entity or private party on the Property.

Upon request by any Party, the State Agency shall provide such Party with a written report (A) listing the Toxic or Hazardous Substances that were used or stored on the Property; (B) discussing all releases of Toxic or Hazardous Substances that occurred or were discovered on the Property and all compliance activities related to Toxic or Hazardous Substances, including all contacts with and all requests from third parties for cleanup or compliance; (C) providing copies of all permits, manifests, business plans, consent agreements or other contracts relating to Toxic or Hazardous Substances executed or requested during that time period; and (D) including such other information requested by such Party.

(d) *Inspection Rights*. The Parties and their officers, employees and agents shall have the right, but not the duty, to inspect the Property and the State Agency's relevant environmental and land use documents at any time and to perform such tests on the Property as are reasonably necessary to determine whether the State Agency is complying with the terms of the Lease. The State Agency shall be responsible for paying for any testing that is conducted if the State Agency is not in compliance with the Lease and such Party has reason to believe such noncompliance is due to the State Agency's operations or use of such Property. If the State Agency is not in compliance with the Lease, such Party, without waiving or releasing any right or remedy it may have with respect to such noncompliance, shall have the right to immediately enter upon the Property to remedy any contamination caused by the State Agency's failure to comply, notwithstanding any other provision of the Lease. The Party shall use reasonable efforts to minimize interference with the State Agency's business but shall not be liable for any interference caused thereby.

(e) *Corrective Action*. In the event any investigation, site monitoring, containment, cleanup, removal, restoration or other remedial work ("Remedial Work") of any kind is necessary under any applicable federal, state or local laws, regulations or ordinances, or is required by any governmental entity or other third person because of or in connection with the presence or suspected presence of Toxic or Hazardous Substances on or under the Property, the State Agency shall assume responsibility for all such Remedial Work and shall promptly commence and thereafter diligently prosecute to completion all such Remedial Work. The State Agency shall pay for all costs and expenses of such Remedial Work, including, without limitation, the Party's reasonable attorneys' fees and costs incurred in connection with monitoring or review of such Remedial Work. In the event the State Agency shall fail to timely commence, or cause to be commenced, or fail to diligently prosecute to completion, such Remedial Work, such Party may, but shall not be required to, cause such Remedial Work to be performed and all costs and expenses thereof, or incurred in connection therewith, shall become immediately due and payable as Additional Rent due to WFOA from the State Agency.

(f) *Insurance.*

(i) The State Agency shall maintain, or cause to be maintained, in full force and effect, comprehensive general liability insurance with respect to the Property in such amounts as may be reasonably determined by the State Agency from time to time but in any event not less than $1,000,000 per occurrence. Such insurance may be carried under a blanket policy with umbrella coverage. Such insurance shall cover any and all liability of the State Agency and its officials, officers, employees and volunteers. Such insurance shall include (A) coverage for any accident resulting in personal injury to or death of any person and consequential damages arising therefrom; and (B) comprehensive property damage insurance.

(ii) The State Agency shall maintain or cause to be maintained in full force and effect fire and extended coverage insurance with respect to the Property in such amounts as the State Agency may reasonably determine from time to time, but

in any event not less than the aggregate amount of the Principal Components which remain unpaid. Such insurance may be carried under a policy or policies covering other property of the State Agency or the State. Such property insurance shall be "all risk" insurance, and shall cover physical loss or damage as a result of fire, lightning, theft, vandalism, malicious mischief, flood, earthquake, and boiler and machinery; provided, that the State Agency shall not be required to maintain earthquake or flood insurance if it determines, based on consultation with risk management or insurance advisors of the State, that the same is not available from reputable insurers at commercially reasonable rates. Such extended coverage insurance shall, as nearly as practicable, cover loss or damage by explosion, windstorm, riot, aircraft, vehicle damage, smoke and such other hazards as the State Agency may reasonably determine from time to time. Such policies of insurance shall provide that all proceeds thereunder shall be payable to the Fiscal Agent, as assignee of WFOA, pursuant to a lender's loss payable endorsement. The net proceeds of such insurance shall be applied as provided in the Trust Agreement. Such insurance may at any time include deductibles not to exceed amounts permitted by the State Office of Risk Management for losses in any year (currently the greater of $100,000 or one percent of the value of the damaged property).

(iii) The insurance required under paragraphs (i) and (ii) above (A) shall be provided by a financially responsible insurance company authorized to do business in the State; (B) shall name the Fiscal Agent, as assignee of WFOA, as loss-payees thereunder; (C) shall provide that the same may not be canceled or given notice of non-renewal, nor shall the terms or conditions thereof be altered, amended or modified, without at least 45 days' prior written notice being given by the insurer to the State Treasurer and the Fiscal Agent, as assignee of WFOA; and (D) may be provided in whole or in part through a funded program of self-insurance reviewed at least annually by an insurance consultant, which may include risk management personnel of the State.

(iv) A certificate of insurance with respect to the coverages required under the Lease shall be provided by the State Agency to the State Treasurer and the Fiscal Agent, as assignee of WFOA, annually on or prior to the December 1 with respect to any required insurance maintained pursuant to the Lease.

(v) The State Agency will pay or cause to be paid when due the premiums for all insurance policies required thereunder.

WFOA Not Liable. WFOA and its directors, officers and employees shall not be liable to the State, the State Agency or to any other Person whomsoever for any death, injury or damage that may result to any Person or property by or from any cause whatsoever in, on, about or relating to the Property.

Accounting Records and Report. The State Treasurer will keep or cause to be kept proper accounting records in which complete and correct entries shall be made of all transactions relating to the receipt, investment, deposit, application and disbursement of the Base Rent Payments, and such accounting records shall be available for inspection by the Fiscal Agent, as assignee of WFOA, or its agent duly authorized in writing at reasonable hours and under reasonable conditions.

Further Assurances. The State will preserve and protect the rights of WFOA and the Fiscal Agent, as assignee of WFOA, and will warrant and defend such rights against all claims and demands of all Persons. The State Treasurer will promptly execute, make, deliver, file and record any and all further assurances, instruments and agreements, and do or cause to be done such other and further things, as may be necessary or proper to carry out the intention or to facilitate the performance thereof and for the better assuring and confirming to WFOA the rights and benefits provided to it under the Lease.

Disclosure Agreement. Concurrently with the execution and delivery thereof, the State Treasurer will execute and deliver the Disclosure Agreement in order to assist the Underwriter in complying with the requirements under the Rule. The State Treasurer shall comply with the requirements of the Disclosure Agreement; *provided*, that failure to so comply shall not constitute a default under the Lease.

Events of Default

Each of the following shall constitute an "Event of Default" under the Lease:

(a) Failure by the State and the State Agency to pay or cause to be paid any Base Rent Payment required to be paid thereunder at the time set forth therein;

(b) Failure by the State or the State Agency to observe or perform any covenant, agreement, term or condition on its part to be observed or performed thereunder, other than as set forth in the Lease, for a period of thirty (30) days after written notice from WFOA, or from the Owners of not less than 25% in aggregate Principal Component evidenced and represented by the Certificates then Outstanding, to the State Treasurer specifying such failure and requesting that it be remedied; provided, however, that such period shall be extended for not more than sixty (60) days if such failure cannot be corrected within such period, and corrective action is commenced by the State within such period and diligently pursued until the failure is corrected; and

(c) Inability of the State to generally pay its debts as such debts become due, or admission by the State, in writing, of its inability to pay its debts generally, or the making by the State of a general assignment for the benefit of creditors, or the institution of any proceeding by or against the State seeking to adjudicate it as bankrupt or insolvent, or seeking liquidation, winding-up,

reorganization, reimbursement, adjustment, protection, relief or composition of it or its debts under any law relating to bankruptcy, insolvency or reorganization or relief of debtors, or seeking the entry of an order for relief or for appointment of a receiver, trustee, or other similar officer of it or any substantial part of its property, or the taking of any action by the State Agency to authorize any of the actions set forth above in this Section (c); and

(d) If the State's interest under the Lease or any part thereof shall be assigned, sublet or transferred other than as provided therein, either voluntarily or by operation of law; and

(e) If the State shall abandon or vacate the Property; and

(f) The occurrence of an event of default under any Additional State Agency Financing Lease; and

(g) The occurrence of an Agency Default Event under the 2000 Financing Contract.

Notwithstanding the foregoing provisions , if by reason of *force majeure* the State is unable in whole or in part to carry out the covenants, agreements, terms and conditions on its part contained in the Lease, other than its obligation to pay any Base Rent Payment due and payable under the Lease, the State shall not be deemed in default during the continuance of such inability. The term "*force majeure*" means the following: acts of God; strikes; lockouts or other industrial disturbances or disputes; acts of public enemies; orders or restraints of any kind of the government of the United States of America or any of its departments, agencies or officials, or of its civil or military authorities; orders or restraints of the State or of any of its departments, agencies or officials or civil or military authorities of the State; wars, rebellions, insurrections; riots; civil disorders; blockade or embargo; landslides; earthquakes; fires; storms; droughts; floods; explosions; or any other cause or event not within the control of the State.

WFOA may, at its election, waive any default or Event of Default and its consequences thereunder and annul any notice thereof by written notice to the State Treasurer to such effect, and thereupon the respective rights of the Parties thereunder shall be as they would have been if such default or Event of Default had not occurred.

ANYTHING HEREIN TO THE CONTRARY NOTWITHSTANDING, A PERMITTED TERMINATION EVENT SHALL NOT CONSTITUTE AN EVENT OF DEFAULT UNDER THE LEASE.

Remedies

Whenever an Event of Default under the Lease shall have occurred and be continuing, WFOA shall have the following rights and remedies:

(a) *Continuation; Reentry and Reletting*. WFOA may continue the Lease in full force and effect, and (i) collect rent and other amounts as they become due thereunder, (ii) enforce every other term and provision thereof to be observed or performed by the State or the State Agency, and (iii) exercise any and all rights of entry and reentry upon the Property. In the event that WFOA does not elect to terminate the Lease in the manner provided pursuant to the Lease, the State agrees to observe and perform all terms and provisions therein to be observed or performed by it, and, if the Property is not relet, to pay the full amount of the rent and other amounts due thereunder for the term of the Lease, or, if the Property or any part thereof is relet, to pay any deficiency that results therefrom, in each case at the same time and in the same manner as otherwise provided therein, and notwithstanding any reentry or reletting by WFOA, or suit in unlawful detainer or otherwise brought by WFOA for the purpose of effecting such re-entry or obtaining possession of all or any part of the Property. Should WFOA elect to re-enter or obtain possession of all or any part of the Property, the State and the State Agency irrevocably appoint WFOA as their agent and attorney-in-fact (i) to relet the Property, or any part thereof, from time to time, either in the name of WFOA or otherwise, upon such terms and conditions and for such use and period as WFOA may determine in its discretion, (ii) to remove all persons in possession thereof and all personal property whatsoever situated upon such Property, and (iii) to place such personal property in storage in any warehouse or other suitable place for the State in the county in which such personal property is located, for the account of and at the expense of the State. The State shall be liable for, and agrees to pay to WFOA, WFOA's costs and expenses in connection with reentry of the Property, removal and storage of any personal property, and reletting of such Property. The State agrees that the terms of the Lease constitute full and sufficient notice of the right of WFOA to reenter and relet the Property or any part thereof without effecting a surrender or termination of the Lease. Termination of the Lease upon an Event of Default shall be effected solely as provided in the Lease. The State further waives any right to, and releases, any rental obtained by WFOA upon reletting in excess of the rental and other amounts otherwise due under the Lease.

(b) *Termination*. WFOA may terminate the Lease, but solely upon written notice by WFOA to the State Treasurer of such election. No notice to pay rent, notice of default, or notice to deliver possession of the Property or of any part thereof, nor any entry or reentry upon the Property or any part thereof by WFOA, nor any proceeding in unlawful detainer or otherwise brought by WFOA for the purpose of effecting such reentry or obtaining possession, nor any other act shall operate to terminate the Lease, and no termination of the Lease on an account of an Event of Default shall be or become effective by operation of law or acts of the Parties thereto or otherwise, unless and until such notice of termination shall have been given by WFOA. The State agrees that no surrender of the Property or any part thereof, nor any termination of the Lease by the State shall be valid or effective in any manner or for any purpose whatsoever unless such notice of termination shall have been given by WFOA. Upon such termination, WFOA may (i) reenter the Property or any part thereof and remove all persons in possession thereof and all personal property whatsoever situated

upon such Property, and (ii) place such personal property in storage in any warehouse or other suitable place for the State in the county in which such personal property is located, for the account of and at the expense of the State. Upon such termination, the State's right to possession of the Property shall terminate, and the State shall surrender possession thereof to WFOA. In the event of such termination, the State shall remain liable to WFOA for damages in an amount equal to the rent and other amounts that would have been due under the Lease for the balance of the term thereof, less the net proceeds, if any, of any reletting of the Property or any part thereof by WFOA subsequent to such termination, after deducting the expenses incurred by WFOA in connection with any such reentry, removal and storage of personal property, and reletting. WFOA shall be entitled to collect damages from the State on the respective Base Rent Payment Dates, or alternatively, WFOA may accelerate the State's obligations under the Lease and recover from the State (i) the worth at the time of award of the unpaid rental which had been earned at the time of termination, (ii) the worth at the time of award of the amount by which the unpaid rental which would have been earned after the termination until the time of award exceeds the amount of such rental loss that the State proves could have been reasonably avoided, (iii) the worth at the time of award by which the unpaid rental for the balance of the term of the Lease after the time of award exceeds the amount of rental loss that the State proves could reasonably have been avoided, and (iv) any other amount necessary to compensate WFOA for all the detriment proximately caused by the State's failure to perform its obligations under the Lease, or which in the ordinary course would be likely to result therefrom, including but not limited to WFOA's expenses in connection with reentry of the Property, removal and storage of any personal property, and reletting of such Property. The worth at the time of award shall be computed using a discount rate equal to the composite Interest Component evidenced and represented by the Certificates.

(c) *Other Remedies*. In addition to the other remedies set forth in the Lease, upon the occurrence and continuance of an Event of Default, WFOA shall be entitled to proceed to protect and enforce the rights vested in them by the Lease or by law. The terms and provisions of the Lease and the duties and obligations of the State thereunder, and the officers and employees thereof, shall be enforceable by WFOA by an action at law or in equity, for damages or for specific performance, or for writ of mandate, or by other appropriate action, suit or proceeding in any court of competent jurisdiction. Without limiting the generality of the foregoing, WFOA shall have the right to bring the following actions:

(i) Accounting. By action or suit in equity to require the State or any State Agency and its officers and employees to account as the trustee of an express trust;

(ii) Injunction. By action or suit in equity to enjoin the violation of the rights of WFOA; and

(iii) Mandate. By writ of mandate or other action, suit or proceeding at law or in equity to enforce WFOA's rights against the State or the State Agency and its officers and employees, and to compel the State to perform and carry out its duties and obligations under the law and its covenants and agreements with WFOA as provided therein.

In the event that WFOA shall prevail in any action, suit or proceeding brought to enforce any of the terms of provisions of the Lease, the State shall be liable for the reasonable attorneys' fees of WFOA in connection therewith.

The State waives any and all claims for damages caused or which may be caused by WFOA in reentering and taking possession of the Property or any part thereof as provided in the Lease, and all claims for damages that may result from the destruction of or injury to the Property or any part thereof, and all claims for damages to or loss of any personal property that may be in or upon the Property.

No Remedy Exclusive; Non-Waiver

No remedy conferred upon or reserved to WFOA under the Lease or under applicable law is intended to or shall be exclusive, and every such remedy shall be cumulative and shall be in addition to every other remedy given under the Lease or now or thereafter existing at law or in equity. No delay or omission to exercise any right or remedy accruing upon a default or an Event of Default shall impair any such right or remedy or shall be construed to be a waiver of such default or Event of Default, but any such right or remedy may be exercised from time to time and as often as may be deemed necessary or expedient. In order to exercise any remedy reserved to WFOA, it shall not be necessary to give any notice, other than such notice as may be required under the Lease. A waiver by WFOA of any default or Event of Default shall not constitute a waiver of any subsequent default or Event of Default under the Lease, and shall not affect or impair the rights or remedies of WFOA in connection with any such subsequent default or Event of Default.

No acceptance of less than the full amount of a rental payment due shall constitute an accord and satisfaction or compromise of any such payment unless WFOA specifically agrees to such accord and satisfaction or compromise in writing.

Default by WFOA

Anything in the Lease to the contrary notwithstanding, WFOA shall not be in default in the observance or performance of any of the covenants, agreements, terms or conditions to be observed or performed by it thereunder unless and until WFOA shall have failed to observe or perform such covenant, agreement, term or condition for a period of sixty (60) days after written notice by the State Treasurer to WFOA specifying such failure and requesting that it be remedied; *provided, however*, that such period shall be extended for such additional time as shall be reasonably required to correct such failure if corrective action is commenced by WFOA within such period and diligently pursued until the failure is corrected.

Term

The term of the Lease shall commence on the Dated Date, and shall end on the final scheduled Principal Payment Date for the corresponding Certificates, unless such term is extended or sooner terminated as hereinafter described. If on such date, all amounts due shall not have been paid or the payment thereof duly provided for pursuant to the Lease, then the term of the Lease shall be extended until ten (10) days after all amounts due thereunder shall have been paid or the payment thereof so provided for, except that the term of the Lease shall in no event be extended more than five years beyond its scheduled termination date. If prior to the scheduled termination date, all amounts due under the Lease shall have been paid or the payment thereof so provided for, the term of the Lease shall end ten (10) days thereafter or ten (10) days after written notice by the State Treasurer to WFOA, whichever is earlier.

Termination

The State agrees, upon the termination or expiration of the Lease as to any parcel of Property, to quit and surrender such Property in the same good order, condition and repair as the same was in at the time of commencement of the term of the Lease, except for acts of God, reasonable wear and tear, and any actions by the State Agency in accordance herewith that affect the condition of the Property. The State agrees that any permanent improvements and structures existing upon the Property at the time of such termination or expiration of the Lease shall remain thereon. The State shall thereafter execute, acknowledge and deliver to WFOA such instruments of further assurance as in the reasonable opinion of WFOA are necessary or desirable to confirm WFOA's leasehold right, title and interest in and to such Property.

THE SITE LEASE

Sublease of the Site; Ownership

Under the Site Lease,

(a) The State leases to WFOA and WFOA hires from the State, on the terms and conditions therein set forth, the real property and all improvements thereon described in the Site Lease subject to all easements, covenants, conditions and restrictions existing as of the date thereof, including, but not limited to, the terms and leasehold estates of the 2000 Ground Lease and the 2000 Financing Contract.

(b) The State Agency represents and warrants that it is holder in fee title of the Site, subject to: (i) the covenants, conditions and restrictions of the 2000 Ground Lease and the 2000 Financing Contract, (ii) the leasehold estates of the 2000 Ground Lease and the 2000 Financing Contract, and (iii) Permitted Encumbrances.

Term

The term of the Site Lease commences on the Dated Date, and ends on the scheduled termination date of the Lease, unless such term is extended or sooner terminated as hereinafter described. If on such date, the Lease shall not be discharged by its terms, then the term of Site Lease shall be extended until ten (10) days after all amounts due under the Lease shall have been paid and the Lease shall have been discharged by its terms, except that the term of the Site Lease shall in no event be extended beyond the final possible termination date for the Lease. If prior to the scheduled termination date, all amounts due under the Lease shall have been paid and the Lease shall have been discharged by its terms, the term of the Site Lease shall end ten (10) days thereafter or ten (10) days after written notice by the State Agency to WFOA, whichever is earlier.

Rental

WFOA shall pay to the State, for the benefit of the State Agency pursuant to the Lease, as and for the total rental due under the Lease, the aggregate amount set forth therein (the "Prepaid Site Lease Rent"), all of which prepaid rental shall be payable on the Closing Date. The Parties to each Site Lease agree that said amount represents fair consideration for the leasehold interest being transferred thereunder, given the purposes, terms and provisions of each Site Lease. Such rental shall be paid from the proceeds of sale of the Certificates. WFOA shall not be obligated to pay such rental other than from the proceeds of the Certificates. The State Agency covenants and agrees to apply such rental payment solely for the purpose of paying or reimbursing its Project Costs and related costs as set forth in the Lease. Anything therein to the contrary notwithstanding, WFOA waives any right that it may have under the laws of the State to a rebate or repayment of any portion of such rental in the event that there is substantial interference with the use or right to possession by WFOA of the Site or any portion thereof as a result of material damage, destruction or condemnation.

Purpose

WFOA shall use the Site solely for the purpose of leasing the Property to the State pursuant to the Lease and for such purposes as may be incidental thereto; *provided*, that in the event of a default by the State under the Lease, WFOA may exercise the remedies provided therein.

Assignments and Subleases

(a) Under the Site Lease, WFOA is not permitted to grant, sell, assign, mortgage, pledge, sublet or transfer any of its right, title or interest in, to or under the Site Lease or the Site except as expressly provided in the Assignment and the Lease, without the prior written consent of the State Agency. The State consents to the sublease of the Property pursuant to the Lease, and the assignment of WFOA's right, title and interest thereunder to the Fiscal Agent pursuant to the Assignment for the benefit of the Owners of the Certificates.

(b) Upon the occurrence and continuance of an Event of Default or Permitted Termination Event with respect to the Property, WFOA has the right, pursuant to the Assignment, Trust Agreement and Lease, to sublease all or any portion of the Property; provided, that the subtenant and the terms and provisions of the sublease shall be subject to the prior written approval of the State, which approval shall not be unreasonably withheld or delayed.

Right of Entry

The State Agency reserves the right for any of its duly authorized representatives to enter upon the Site at any reasonable time (or in an emergency at any time) to inspect the same, or to make any repairs, improvements or changes necessary for the preservation thereof.

Termination

WFOA agrees, upon the termination or expiration of the Site Lease, to quit and surrender the Site in the same good order, condition and repair as the same was in at the time of commencement of the term thereunder, except for acts of God, reasonable wear and tear, and any actions by the State or the State Agency that affect the condition of such Site. WFOA agrees that any permanent improvements and structures existing upon such Site at the time of such termination or expiration of the Site Lease shall remain thereon and title thereto shall vest in the State Agency. WFOA shall thereafter execute, acknowledge and deliver to the State Agency such instruments of further assurance as in the reasonable opinion of the State Agency are necessary or desirable to confirm the State Agency's right, title and interest in and to such Site.

Default

In the event that WFOA shall be in default in the performance of any obligation on its part to be performed under the terms of the Site Lease, which default continues for sixty (60) days following notice and demand for correction thereof to WFOA, the State may exercise any and all remedies granted by law, except that, as described in Appendix I thereto, no merger of the Site Lease shall be deemed to occur as a result thereof; *provided, however*, that the State shall have no power to terminate the Site Lease by reason of any default on the part of WFOA; and *provided further*, that so long as any Certificates are outstanding and unpaid in accordance with the terms of the Trust Agreement and the Lease, the Base Rent Payments or Additional Rent or any part thereof payable to WFOA shall continue to be paid to WFOA. So long as the Fiscal Agent shall duly perform the terms and conditions of the Site Lease, the Lease and the Trust Agreement, the Fiscal Agent shall be deemed to be and shall become the tenant of the State Agency under the Site Lease and shall be entitled to all of the rights and privileges granted to WFOA hereunder and under the Assignment, the Lease and the Trust Agreement.

Waiver

No delay or omission to exercise any right or remedy accruing upon a default under the Site Lease shall impair any such right or remedy or shall be construed to be a waiver of such default, but any such right or remedy may be exercised from time to time and as often as may be deemed necessary or expedient. In order to exercise any remedy reserved to the State Agency under the Site Lease, it shall not be necessary to give any notice, other than such notice as may be required under the Site Lease. A waiver by the State Agency of any default under the Site Lease shall not constitute a waiver of any subsequent default thereunder, and shall not affect or impair the rights or remedies of the State Agency in connection with any such subsequent default.

Quiet Enjoyment

WFOA and its authorized assignees and sublessees at all times during the term of the Site Lease, subject to the provisions thereof, shall peaceably and quietly have, hold and enjoy the Site without suit, trouble or hindrance from the State.

Taxes

The State covenants and agrees to pay any and all Impositions of any kind or character, including but not limited to possessory interest taxes, levied or assessed upon the Property (including both land and improvements), or with respect to the Site Lease or the lease of the Property pursuant to the Lease; *provided, however*, that the State shall not pay any possessory interest taxes levied as a result of any assignment or sublease of or with respect to all or any part of the Property then in effect between WFOA and any assignee or subtenant of WFOA (other than as lessee under the Lease).

Eminent Domain; Loss of Title

In the event the whole or any part of the Property is taken permanently or temporarily under the power of eminent domain (or sold under threat of condemnation), or there is a loss of title to the whole or any part of such Property, the interest of WFOA in the Property shall be recognized and is determined to be an amount not less than the then unpaid indebtedness incurred by the State Agency under the Lease. The term "unpaid indebtedness," as used in the preceding sentence, includes all unpaid Principal Components, Interest Components and all other payments required to be made by the State pursuant to the Lease, until all Rent Payments due thereunder have been paid or the payment thereof provided for in accordance therewith. The amount of any such award, judgment or payment shall be paid to WFOA, and the balance, if any, in excess of the unpaid indebtedness shall be paid to the State.

Termination of the 2000 Ground Lease

The State and WFOA acknowledge that it is the intent of the Parties to the Site Lease that the Site Lease shall survive and remain in full force and effect in the event the 2000 Ground Lease expires pursuant to its terms or for any other reason is not in effect or does not cover the Site. In the event the 2000 Ground Lease expires pursuant to its terms or for any other reason is not in effect or does not cover the Site (a) the Parties to the Site Lease shall no longer be subject to the terms, conditions and restrictions of the 2000 Ground Lease or the 2000 Financing Contract, and (b) all references to the 2000 Ground Lease and the 2000 Financing Contract in the Site Lease shall have no force or effect.

THE TRUST AGREEMENT

Project Fund

The State Treasurer shall establish and maintain the Project Fund as agent for WFOA. The moneys in the Project Fund shall be held by the State Treasurer in trust for the benefit of the Owners and applied to the payment of the Project Costs (including reimbursement to WFOA, or to the State Treasurer or the State Agency, in their capacity as agent of WFOA, for any such costs theretofore paid by such Party), including but not limited to the Costs of Issuance and capitalized Interest Components as described in the Trust Agreement. When the Project and the Property have been acquired, constructed, reimbursed, financed, or refinanced and all of the Project Costs and Costs of Issuance have been paid, the State Treasurer shall transfer any remaining balance in the Project Fund to the Certificate Fund.

Base Rent Payments; Funds and Accounts; Investments

Base Rent Payments Held in Trust. The Base Rent Payments are irrevocably pledged and shall be applied to pay the Principal Component and Interest Component evidenced and represented by the Certificates when due, and shall not be used or applied for any other purpose while any of the Certificates remain Outstanding. This pledge shall constitute a first and exclusive lien on and security interest in the Base Rent Payments for the benefit of the Owners of the Certificates.

All Base Rent Payments shall be paid directly by the State Treasurer to the Fiscal Agent, as assignee of WFOA, and if received by WFOA at any time shall be deposited by WFOA with the Fiscal Agent within one (1) Business Day after the receipt thereof. All Base Rent Payments shall be immediately deposited by the Fiscal Agent in the appropriate funds provided in the Trust Agreement, whereupon they shall be applied immediately to the payment or prepayment, as appropriate, of Certificates except as otherwise expressly provided in the Trust Agreement, but if for any reason not so applied, held in trust by the Fiscal Agent in such fund for the benefit of the Owners from time to time.

Deposit of Base Rent Payments. The Fiscal Agent agrees to establish, maintain and hold in trust the Certificate Fund for so long as any Certificates remain Outstanding. The Fiscal Agent shall deposit all Base Rent Payments, including prepayments, in the following Accounts within the Certificate Fund, each of which the Fiscal Agent agrees to establish and maintain, at the times, in the manner and in the order of priority as set forth below, and the moneys in each of such Accounts shall be disbursed only for the purposes and uses authorized in the Lease.

(a) Interest Account. On each Interest Payment Date, the Fiscal Agent shall deposit in the Interest Account that amount of moneys evidencing the Interest Components due on such Interest Payment Date. Moneys in the Interest Account shall be withdrawn and used by the Fiscal Agent solely for the purpose of paying the interest evidenced and represented by the Certificates due and payable on such Interest Payment Date.

(b) Principal Account. On each Principal Payment Date, the Fiscal Agent shall deposit in the Principal Account that amount of moneys evidencing the Principal Components due on such Principal Payment Date. Moneys in the Principal Account shall be withdrawn and used by the Fiscal Agent solely for the purpose of paying the principal evidenced and represented by the Certificates due and payable on such Principal Payment Date.

(c) Prepayment Account. On each date on which the State Treasurer makes a prepayment of Principal Components at the Prepayment Price therefor (and related payments of Interest Components, if any) pursuant to the Lease, the Fiscal Agent shall deposit in the Prepayment Account the amount of such prepayment and related payments. Moneys in the Prepayment Account shall be withdrawn and used by the Fiscal Agent solely for the purpose of paying the Prepayment Price evidenced and represented by Certificates prepaid on such date pursuant to the Trust Agreement and the accrued interest, if any, evidenced and represented by the Certificates so prepaid.

(d) Application of Insurance Proceeds and Eminent Domain Awards. The proceeds of any casualty insurance with respect to any of the Property, if received by the State or the State Agency, shall immediately be paid to the Fiscal Agent. Within ninety (90) days of payment of such proceeds to the Fiscal Agent, the State Agency shall notify the Fiscal Agent in writing as to whether it elects to repair or replace such Property. In the event that the State Agency elects to repair or replace such Property, such amounts shall be disbursed by the Fiscal Agent to pay the costs of such repair or replacement. In the event that the State Agency elects not to repair or replace the property damaged, destroyed or taken, the Fiscal Agent shall transfer all such amounts to the Prepayment Account and apply such amounts to the prepayment of Outstanding Certificates pursuant to the Trust Agreement at the earliest possible Prepayment Date. Any eminent domain award, the proceeds of any sale under threat of condemnation, and the net proceeds of any title insurance in connection with a loss of title with respect to any Property, if received by the State or the State Agency and in excess of $250,000, shall immediately be paid to the Fiscal Agent. The Fiscal Agent shall transfer all such amounts to the Prepayment Account and apply such amounts to the prepayment of Outstanding Certificates pursuant to the Trust Agreement at the earliest possible Prepayment Date. To the extent that such amounts are not sufficient, in whole or in part, to prepay Principal Components evidenced and represented by the Certificates in Authorized Denominations, such amounts shall be deposited in the Certificate Fund and applied on the next Base Rent Payment Dates in the manner set forth in the Trust Agreement.

Investment of Moneys. All moneys in any of the funds or accounts established and maintained by the Fiscal Agent pursuant to the Trust Agreement shall be invested by the Fiscal Agent, at the written direction of the State Treasurer, solely in Qualified Investments. The written investment instruction to the Fiscal Agent shall contain a statement that such investments are Qualified Investments as required by the Trust Agreement. Notwithstanding anything to the contrary contained therein, in the absence of written investment instructions directing the Fiscal Agent by noon of the Business Day preceding the day when investments are to be made, the Fiscal Agent is directed to invest available funds in Qualified Investments described in the Trust Agreement, until such written instruction is received by the Fiscal Agent.

Qualified Investments may be purchased at such prices as the Fiscal Agent may in its discretion determine or as may be directed by the State Treasurer. All investment instructions to the Fiscal Agent shall be subject to the limitations set forth in the Trust Agreement, the limitations as to maturities set forth in the Trust Agreement and such additional limitations or requirements consistent with the foregoing as may be established by the State Treasurer.

Moneys in all funds and accounts maintained by the Fiscal Agent shall be invested in Qualified Investments maturing not later than the date on which such moneys will be required for the purposes specified in the Trust Agreement. Notwithstanding anything else in the Trust Agreement, any moneys held for the payment of Certificates pursuant to the Trust Agreement shall be invested only at the written direction of the State Treasurer and only in Government Obligations (or in shares of a taxable government money market fund restricted to Government Obligations rated in the highest rating category applicable to such funds by at least one Rating Agency) which mature not later than the date on which it is estimated that such moneys will be required to pay such Certificates (but in any event maturing in not more than thirty days).

All interest, profits and other income received from the investment of moneys in any fund or account established pursuant to the Trust Agreement shall be deposited in the fund or account which gave rise to the investment earnings. For the purpose of determining the amount in any fund or account, all Qualified Investments credited to such fund or account shall be valued at the lesser of cost or par value.

Subject to any written instruction from the State Treasurer pursuant to the Trust Agreement, moneys in any and all funds and accounts may be commingled for investment purposes; *provided*, that the Fiscal Agent shall at all times account for such investments strictly in accordance with the funds and accounts to which they are credited and otherwise as provided in the Trust Agreement. The Fiscal Agent and its affiliates may act as principal or agent in the making or disposing of any investment. The Fiscal Agent may sell or present for redemption any Qualified Investments so purchased whenever it shall be necessary to provide moneys to meet any required payment, transfer, withdrawal, or disbursement from the fund or account to which such Qualified Investment is credited, and the Fiscal Agent shall not be liable or responsible for any loss resulting from such investment or disposition. The Fiscal Agent and its affiliates may act as sponsor, advisor or depository with regard to any Qualified Investments.

Non-Presentment of Certificates. In the event that any Certificates shall not be presented for payment when the principal or Prepayment Price evidenced and represented thereby becomes due, either at a Principal Payment Date, Prepayment Date or otherwise, if moneys sufficient to pay such principal or Prepayment Price shall have been deposited in the Principal Account or the Prepayment Account, as applicable, all liability of the Fiscal Agent and the State to the Owner thereof for payment with respect to such Certificate shall forthwith cease, terminate and be completely discharged, and thereupon it shall be the duty of the Fiscal Agent to hold such moneys (subject to the Trust Agreement), without liability for interest thereon, for the benefit of the Owner of such Certificate who

shall thereafter be restricted exclusively to such moneys, for any claim of whatever nature on his or her part under the Trust Agreement or on or with respect to such Certificate.

Repayment to State Treasurer. When there are no longer any Certificates Outstanding, and all fees, charges and expenses of the Fiscal Agent and any Paying Agents have been paid or provided for, and all expenses of WFOA and the State Treasurer relating to the Lease and the Trust Agreement have been paid or provided for, and all other amounts payable thereunder have been paid, and the Trust Agreement has been discharged and satisfied, the Fiscal Agent shall pay to the State Treasurer any amounts remaining in any fund or account established and held under the Trust Agreement.

Covenants of WFOA, the State and the Fiscal Agent

Compliance with Trust Agreement. The Fiscal Agent will not execute or deliver any Certificates in any manner other than in accordance with the provisions of the Trust Agreement. WFOA, the State and the Fiscal Agent will faithfully comply with, keep, observe and perform all the agreements, conditions, covenants and terms thereof required to be complied with, kept, observed and performed by each of them.

Compliance with Lease. WFOA, the State and the Fiscal Agent, as assignee of WFOA, will faithfully comply with, keep, observe and perform all the agreements, conditions, covenants and terms contained in the Lease required to be complied with, kept, observed and performed by each of them, and the Fiscal Agent will, to the extent required under the Trust Agreement, enforce such agreement against the State in accordance with its terms.

Neither the State nor WFOA will alter, amend or modify the Lease without the prior written consent of the Fiscal Agent. Such consent of the Fiscal Agent shall be given only (i) if the Fiscal Agent receives an Opinion of Counsel to the effect that such alterations, amendments or modifications will not have a material adverse effect on the interests of the Owners of the Certificates, or (ii) if the Fiscal Agent first obtains the written consent of the Owners of a majority in aggregate Principal Component evidenced and represented by the Certificates then Outstanding to such alterations, amendments or modifications; *provided*, that no such alteration, amendment or modification shall reduce the amount or extend the time for payment of any Base Rent Payment without the prior written consent of the Owners of the Certificates evidencing and representing any portion thereof.

Other Liens. So long as any Certificates are Outstanding, WFOA, the State and the Fiscal Agent will not create or suffer to be created any pledge of, lien on or security interest in the Base Rent Payments other than the pledge and lien thereof and security interest under the Trust Agreement.

Prosecution and Defense of Suits. The State will defend against every action, suit or other proceeding at any time brought against WFOA, the Fiscal Agent or any Owner upon any claim arising out of the receipt, deposit or disbursement of any of the Base Rent Payments or involving the rights or obligations of WFOA, the Fiscal Agent or any Owner; *provided*, *however*, that WFOA, the Fiscal Agent or any Owner, at its election and at its sole cost and expense, may appear in and defend any such action, suit or other proceeding.

Accounting Records and Statements. The Fiscal Agent will keep proper accounting records in accordance with corporate trust accounting standards in which complete and correct entries shall be made of all transactions relating to the receipt, investment, deposit, application and disbursement of the Base Rent Payments, and such accounting records shall be available for inspection by the State Treasurer or any Owner or agent duly authorized in writing at reasonable hours and under reasonable conditions. Not later than December 1 in each year, commencing on December 1, 2004, and continuing for so long as any Certificates are Outstanding, the Fiscal Agent will furnish, or cause to be furnished to the State Treasurer and any Owner who may so request (at the expense of such Owner) a complete statement covering the receipts, investment, deposits, application and disbursements of the Base Rent Payments for the twelve-month period ending on the preceding July 1.

Such records shall specify the fund or account to which each investment (or portion thereof) held pursuant to the Trust Agreement is to be allocated and shall set forth, in the case of each Qualified Investment, (i) its purchase price, (ii) identifying information, including par amount, coupon rate, and payment dates, (iii) the amount received at maturity or its sale price, as the case may be, (iv) the amounts and dates of any payments made with respect thereto, and (iv) such other documentation as is required by the State Treasurer in writing.

Recording and Filing. The Fiscal Agent, upon receipt of a Written Request of the State Treasurer, shall file, record, register, renew, refile and rerecord all such documents, including but not limited to the Site Lease, the Lease and the Assignment, as may be required by law in order to maintain a security interest in the Base Rent Payments, all in such manner, at such times and in such places as may be required and to the extent permitted by law in order to fully perfect, preserve and protect the security of the Owners and the rights and interests of the Fiscal Agent; *provided*, *however*, that the Fiscal Agent will not be required to execute a special or general consent to service of process, or to qualify as a foreign corporation in connection with any such filing, recording, registration, refiling or rerecording in any jurisdiction in which it is not now so subject.

Further Assurances. Whenever and so often as requested to do so by the Fiscal Agent or any Owner, WFOA and the State Treasurer will promptly execute and deliver or cause to be executed and delivered all such other and further assurances, documents or instruments and promptly do or cause to be done all such other and further things as may be necessary or desirable in order to further and more fully vest in the Fiscal Agent and the Owners all advantages, benefits, interests, powers, privileges and rights conferred upon them by the Trust Agreement and by the Lease.

Events of Default; Remedies

Events of Default; Remedies; Waiver. If an Event of Default shall occur and be continuing, then such Event of Default shall constitute a default under the Trust Agreement, and in each and every such case during the continuance of such Event of Default, the Fiscal Agent may, and upon the written request of the Owners of not less than a majority in aggregate Principal Component evidenced and represented by the Certificates then Outstanding and receipt of indemnity satisfactory to it shall, exercise the remedies provided to WFOA and the Fiscal Agent, as assignee of WFOA, under the Trust Agreement and under the Lease.

The Fiscal Agent may, in its discretion, waive any default or Event of Default and its consequences under the Trust Agreement and annul any notice thereof by written notice to the State Treasurer to such effect, and thereupon the respective rights of the Parties shall be as they would have been if such default or Event of Default had not occurred.

Pursuant to Section 12 of the 2000 Financing Contract, the Owners shall be secured *pari passu* with the owners of the State of Washington Certificates of Participation, State Board for Community and Technical Colleges, Series 2000A with respect to any payments received by an Owners Trustee (as defined in the 2000 Financing Contract) with respect to the Property following an Agency Default Event (as defined in the 2000 Financing Contract).

Other Remedies of the Fiscal Agent. Under the Trust Agreement, the Fiscal Agent may, and upon the written request of the Owners of not less than a majority in aggregate Principal Component evidenced and represented by the Certificates then Outstanding and receipt of indemnity satisfactory to it, shall:

(a) by mandamus or other action or proceeding or suit, action or proceeding at law or in equity enforce its rights against the State or the State Agency or any officer or employee thereof, and to compel the State or the State Agency or any such officer or employee to perform or carry out its duties under law and the agreements and covenants required to be performed by it or him or her contained therein and in the Lease;

(b) by suit in equity enjoin any acts or things which are unlawful or violate the rights of the Fiscal Agent; or

(c) by suit in equity upon the happening of any default under the Trust Agreement require the State or the State Agency and its officers and employees to account as the trustee of an express trust.

Application of Moneys. If an Event of Default shall have occurred and be continuing, all moneys received by the Fiscal Agent shall be applied, first, to the payment of the reasonable costs and expenses incurred by the Fiscal Agent and the Owners to declare such default (including but not limited to the reasonable fees and expenses of their counsel and agents); second, to the payment of the Interest Components evidenced and represented by the Certificates accrued to the date of application thereof *pro rata* among the Owners entitled thereto; third, to the payment of the Principal Components evidenced and represented by the Certificates and the Prepayment Price, if any, then due *pro rata* among the Owners entitled thereto; and fourth, when no Certificates remain Outstanding, to pay or reimburse the State for its costs and expenses, including reasonable attorneys' fees, incurred in connection with the Certificates, the Lease and the Trust Agreement.

Non-Waiver. A waiver of any default or breach of duty or contract by the Fiscal Agent shall not affect any subsequent default or breach of duty or contract or impair any rights or remedies on any such subsequent default or breach of duty or contract. No delay or omission by the Fiscal Agent to exercise any right or remedy accruing upon any default or breach of duty or contract shall impair any such right or remedy or shall be construed to be a waiver of any such default or breach of duty or contract or an acquiescence therein, and every right or remedy conferred upon the Fiscal Agent by law or by this article may be enforced and exercised from time to time and as often as shall be deemed expedient by the Fiscal Agent.

If any action, proceeding or suit to enforce any right or to exercise any remedy is abandoned or determined adversely to the Fiscal Agent, the Fiscal Agent, WFOA and the State Treasurer shall be restored to their former positions, rights and remedies as if such action, proceeding or suit had not been brought or taken.

Remedies Not Exclusive. No remedy under the Trust Agreement conferred upon or reserved to the Fiscal Agent is intended to be exclusive of any other remedy, and each such remedy shall be cumulative and shall be in addition to every other remedy given thereunder or now or thereafter existing in law or in equity or by statute or otherwise and may be exercised without exhausting and without regard to any other remedy conferred by any law.

Fiscal Agent May Enforce Claims Without Possession of Certificates. All rights of action and claims under the Trust Agreement or Certificates may be prosecuted and enforced by the Fiscal Agent without the possession of any of the Certificates or the production thereof in any proceeding relating thereto, and any such proceeding instituted by the Fiscal Agent shall be brought in its own name as trustee of an express trust, and any recovery of judgment shall, after provision for the payment of the reasonable compensation, expenses, disbursements and advances of the Fiscal Agent, its agents and counsel, be for the ratable benefit of the Owners of the Certificates in respect of which such judgment has been recovered.

Limitation on Actions by Owners. The Owners of not less than a majority in aggregate Principal Component evidenced and represented by the Certificates then Outstanding shall have the right to direct the method and place of conducting any proceeding or remedy available to the Fiscal Agent, or exercising any trust or power conferred on the Fiscal Agent under the Trust Agreement or

under the Lease in connection with the enforcement of the covenants, agreement, terms and conditions thereof; *provided*, that any such direction shall not be contrary to law, the Trust Agreement or the Lease, and is not unduly prejudicial to the interest of the Owners not joining in such direction; and *provided further*, that the Fiscal Agent may take any other action which it deems necessary or appropriate and not inconsistent with such direction.

No Owner shall have the right to institute any action, suit or proceeding for the enforcement thereof or of the Lease, or to pursue any remedy available under the Trust Agreement or under the Lease unless:

(a) the Fiscal Agent shall have been given written notice of an Event of Default by such Owner;

(b) the Owners of at least a majority in aggregate Principal Component evidenced and represented by the Certificates then Outstanding respecting which there has been an Event of Default shall have requested the Trustee, in writing, to exercise the powers granted by the Trust Agreement or the Lease, or to institute such action, suit or proceeding, or to pursue such remedy in it or their name or names;

(c) the Fiscal Agent shall have been offered indemnity satisfactory to it against its costs, expenses and liabilities in connection therewith; and

(d) the Fiscal Agent shall have failed to comply with such request within sixty (60) days, or such shorter period as shall be reasonable under the circumstances.

No Liability by WFOA to the Owners. Except for the observance and performance of the agreements and covenants required to be observed and performed by it contained in the Lease and in the Trust Agreement, WFOA shall not have any obligation or liability to the Owners with respect to the Trust Agreement, or the payment when due of the Base Rent Payments by the State Agency, or with respect to the observance or performance by the State of the other agreements and covenants required to be observed and performed by the State contained therein, or with respect to preparation, execution, delivery or transfer of the Certificates or the disbursement of the Base Rent Payments by the Fiscal Agent to the Owners, or with respect to the observance or performance by the Fiscal Agent of any agreements, covenants, terms or obligations required to be performed or observed by it contained in the Trust Agreement.

No Liability by the State to the Owners. Except for the payment when due of the Base Rent Payments and the observance and performance of the other agreements and covenants required to be observed and performed by it contained in the Lease and the Trust Agreement, the State shall not have any obligation or liability to the Owners with respect to the Trust Agreement, or the preparation, execution, delivery or transfer of the Certificates or the disbursement of the Base Rent Payments by the Fiscal Agent to the Owners, or with respect to the observance or performance by the Fiscal Agent of any agreements, covenants, terms or obligations required to be observed or performed by it contained in the Trust Agreement.

No Liability by the Fiscal Agent to the Owners. Except as expressly provided in the Trust Agreement, the Fiscal Agent shall not have any obligation or liability to the Owners with respect to the payment when due of the Base Rent Payments by the State, or with respect to the observance or performance by the State or WFOA of the other agreements and covenants required to be observed and performed by the them contained in the Lease or the Trust Agreement.

The Fiscal Agent and Paying Agents

Appointment of Fiscal Agent; Duties, Immunities and Liabilities. WFOA and the State Treasurer appoint the Fiscal Agent to receive, deposit and disburse the Base Rent Payments, to prepare, execute, deliver and transfer the Certificates, and to perform the other functions and responsibilities set forth in the Trust Agreement; all in the manner and subject to the terms and conditions set forth in the Trust Agreement. By executing and delivering the Trust Agreement, the Fiscal Agent accepts such appointment.

The Fiscal Agent shall, prior to an Event of Default, and after the curing of all Events of Default which may have occurred, perform such duties and only such duties as are specifically set forth in the Trust Agreement. The Fiscal Agent shall, during the existence of any Event of Default (which has not been cured), exercise such of the rights and powers vested in it by the Trust Agreement, and use the same degree of care and skill in their exercise as prudent persons would exercise or use under the circumstances in the conduct of their own affairs. Notwithstanding any other provision of the Trust Agreement, the Fiscal Agent shall perform all duties required of it under the Trust Agreement.

No provision of the Trust Agreement shall be construed to relieve the Fiscal Agent from liability for its own negligent action or its own negligent failure to act, except that:

(a) Prior to an Event of Default under the Trust Agreement and after the curing of all Events of Default which may have occurred,

(1) the duties and obligations of the Fiscal Agent shall be determined solely by the express provisions of the Trust Agreement, and the Fiscal Agent shall not be liable except for the performance of such duties and obligations as are specifically set forth in the Trust Agreement, and no implied covenants or obligations shall be read into the Trust Agreement against the Fiscal Agent; and

(2) in the absence of bad faith on the part of the Fiscal Agent, the Fiscal Agent may conclusively rely, as to the truth of the statements and the correctness of the opinions expressed therein, upon any certificate or opinion furnished to the Fiscal Agent conforming to the requirements of the Trust Agreement; but in the case of any such certificate or opinion which by any provision of the Trust Agreement is specifically required to be furnished to the Fiscal Agent the Fiscal Agent shall be under a duty to examine the same to determine whether or not it conforms to the requirements of the Trust Agreement; and

(b) At all times, regardless of whether or not any Event of Default shall exist,

(1) the Fiscal Agent shall not be liable for any error of judgment made in good faith by a duly authorized officer of the Fiscal Agent unless it shall be proved that the Fiscal Agent was negligent in ascertaining the pertinent facts; and

(2) the Fiscal Agent shall not be liable with respect to any action taken or omitted to be taken by it in good faith in accordance with the direction of the Owners of not less than a majority, or such other percentage as may be required under the Trust Agreement, in aggregate Principal Component evidenced and represented by the Certificates at the time Outstanding relating to the time, method and place of conducting any proceeding for any remedy available to the Fiscal Agent, or exercising any trust or power conferred upon the Fiscal Agent under the Trust Agreement.

Right of Fiscal Agent to Rely upon Documents, Etc. Except as otherwise provided therein:

(c) The Fiscal Agent may rely and shall be protected in acting upon any resolution, certificate, statement, instrument, opinion, report, notice, request, consent, order, certificate or other paper or document believed by it to be genuine and to have been signed or presented by the proper party or parties;

(d) Any notice, request, direction, election, order or demand of the State Treasurer referred to therein shall be sufficiently evidenced by an instrument signed in the name of the State Treasurer by a Treasurer Representative, and any resolution of the State Treasurer may be evidenced to the Fiscal Agent by a certified copy thereof;

(e) The Fiscal Agent may consult with counsel (who may be counsel for the State or Certificate 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 under the Trust Agreement in good faith and in accordance with the opinion of such counsel;

(f) Whenever in the administration of the trusts of the Trust Agreement the Fiscal Agent shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under the Trust Agreement, such matter (unless other evidence in respect thereof be in the Trust Agreement specifically prescribed) may, in the absence of negligence or bad faith on the part of the Fiscal Agent, be deemed to be conclusively proved and established by a Certificate of the State Treasurer; and such Certificate of the State Treasurer shall, in the absence of negligence or bad faith on the part of the Fiscal Agent, be full warrant to the Fiscal Agent for any action taken or suffered by it under the provisions of the Trust Agreement in reliance thereon; and

(g) The Fiscal Agent may execute any of the trusts or powers under the Trust Agreement or perform any duties under the Trust Agreement either directly or by or through agents or attorneys, and the Fiscal Agent shall not be responsible for any misconduct or negligence on the part of any agent or attorney appointed with due care by it under the Trust Agreement.

Fiscal Agent Not Responsible for Recitals.

(h) The recitals contained in the Trust Agreement and in the Certificates shall be taken as the statements of the State Treasurer, and the Fiscal Agent assumes no responsibility for the correctness of the same except (with respect to the Fiscal Agent) for its execution thereof. The Fiscal Agent makes no representation as to the validity or sufficiency of the Trust Agreement or the Lease or of the assignment of the right to receive Base Rent Payments or of the Certificates. The Fiscal Agent shall not be accountable for the use or application by WFOA or the State of the proceeds of any of the Certificates executed or delivered under the Trust Agreement.

(i) In accepting the trust created by the Trust Agreement, the Fiscal Agent acts solely as Fiscal Agent for the Owners of Certificates and not in its individual capacity, and all Persons, including, without limitation, the Owners, having any claim against the Fiscal Agent arising from the Trust Agreement shall look only to the funds and accounts held by the Fiscal Agent under the Trust Agreement for payment, except as otherwise provided in the Trust Agreement. Under no circumstances shall the Fiscal Agent be liable in its individual capacity for the obligations evidenced and represented by the Certificates.

(j) The Fiscal Agent makes no representation or warranty, express or implied as to the title, value, design, compliance with specification or legal requirements, quality, durability, operation, condition, merchantability or fitness for any particular purpose or fitness for the use contemplated by the State or the State Agency of the Property. In no event shall the Fiscal Agent be liable for incidental, indirect, special or consequential damages in connection with or arising from the Lease or the Trust Agreement or for the existence, lease or use of the Property.

(k) No provision of the Trust Agreement shall require the Fiscal Agent to expend or risk its own funds or otherwise incur any financial liability in the performance of any of its duties under the Trust Agreement, or in the exercise of any of its rights or powers.

(l) The Fiscal Agent shall not be deemed to have knowledge of any default or Event of Default, except for the failure by the State to timely make any Base Rent Payments, unless and until an officer at the Fiscal Agent's corporate trust offices responsible for the administration of its duties under the Trust Agreement shall have actual knowledge thereof or the Fiscal Agent shall have received written notice thereof at its corporate trust offices.

Right of Fiscal Agent to Acquire Certificates. The Fiscal Agent and its officers and directors may buy, sell, own, hold and deal in, or become the pledgee of, Certificates, may otherwise deal with or be engaged or have an interest in, any financial or other transaction with the State or WFOA, as either principal or agent, in the manner and to the same extent and with like effect as though it were not the Fiscal Agent under the Trust Agreement, and may act as agent, depositary or trustee for any committee or body of the Owners, of owners of other obligations of the State or WFOA as though it were not the Fiscal Agent under the Trust Agreement.

Compensation of Fiscal Agent. The State shall from time to time, subject to any written agreement then in effect with the Fiscal Agent, pay the Fiscal Agent compensation for its services and reimburse the Fiscal Agent for all its advances and expenditures under the Trust Agreement, including but not limited to advances to and fees and expenses of accountants, agents, appraisers, consultants, counsel or other experts employed by it in the exercise and performance of its rights and obligations under the Trust Agreement; *provided, however*, that the Fiscal Agent shall not have any lien for such compensation or reimbursement against any moneys held by it in any of the funds or accounts established under the Trust Agreement, although it may take whatever legal actions are lawfully available to it directly against the State.

Qualifications of Fiscal Agent. There shall at all times be a Fiscal Agent under the Trust Agreement which shall either be (a) the fiscal agency of the State selected pursuant to RCW Chapter 43.80; or (b) a bank, trust company or national association organized and doing business under the laws of the United States of America or of a state thereof, authorized under such laws to exercise corporate trust powers, having a combined capital and surplus of at least fifty million dollars ($50,000,000), and subject to supervision or examination by federal or state authority. If such corporations or banking associations publish reports of condition at least annually, pursuant to law or to the requirements of any supervising or examining authority referred to above, then for the purposes of this paragraph the combined capital and surplus of such corporations or banking associations shall be deemed to be their combined capital and surplus as set forth in their most recent reports of condition so published. In case at any time the Fiscal Agent shall cease to be eligible in accordance with these provisions, the Fiscal Agent shall resign immediately in the manner and with the effect specified in the Trust Agreement.

Resignation and Removal of Fiscal Agent and Appointment of Successor Fiscal Agent.

(m) The Fiscal Agent may at any time resign by giving written notice to the State Treasurer, the Paying Agents and to the Owners. Upon receiving such notice of resignation, the State Treasurer shall promptly appoint a successor Fiscal Agent by an instrument in writing. If no successor Fiscal Agent shall have been so appointed and have accepted such appointment within thirty (30) days after the giving of such notice of resignation, the resigning Fiscal Agent may petition any court of competent jurisdiction for the appointment of a successor Fiscal Agent, or any Owner who has been a *bona fide* Owner of a Certificate for at least six months may, on behalf of itself and others similarly situated, petition any such court for the appointment of a successor Fiscal Agent. Such court may thereupon, after such notice, if any, as it may deem proper and may prescribe, appoint a successor Fiscal Agent.

(n) In case at any time either of the following shall occur:

(i) the Fiscal Agent shall cease to be eligible in accordance with the provisions of the Trust Agreement and shall fail to resign after written request therefor by the State Treasurer or by any Owner who has been a *bona fide* Owner of a Certificate for at least six months, or

(ii) the Fiscal Agent shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or a receiver of the Fiscal Agent or of its property shall be appointed, or any public officer shall take charge or control of the Fiscal Agent or of its property or affairs for the purpose of rehabilitation, conservation or liquidation,

then, in any such case, the State Treasurer may remove the Fiscal Agent and appoint a successor Fiscal Agent by an instrument in writing, or any such Owner may, on behalf of itself and all others similarly situated, petition any court of competent jurisdiction for the removal of the Fiscal Agent and the appointment of a successor Fiscal Agent. Such court may thereupon, after such notice, if any, as it may deem proper and may prescribe, remove the Fiscal Agent and appoint a successor Fiscal Agent.

(o) The State Treasurer or the Owners of a majority in aggregate Principal Component evidenced and represented by the Certificates at the time Outstanding may at any time remove the Fiscal Agent and appoint a successor Fiscal Agent by an instrument or concurrent instruments in writing signed by the State Treasurer or such Owners, as the case may be.

(p) Any resignation or removal of the Fiscal Agent and appointment of a successor Fiscal Agent pursuant to any of the provisions of this section shall become effective upon acceptance of appointment by the successor Fiscal Agent, as provided therein. Anything therein to the contrary notwithstanding, the State Treasurer may not remove the Fiscal Agent without cause if an Event of Default shall have occurred and be continuing.

Acceptance of Trust by Successor Fiscal Agent. Any successor Fiscal Agent appointed as provided therein shall execute, acknowledge and deliver to the State Treasurer and to its predecessor Fiscal Agent an instrument accepting such appointment under the Trust Agreement, and thereupon the resignation or removal of the predecessor Fiscal Agent shall become effective and such successor Fiscal Agent, without any further act, deed or conveyance, shall become vested with all the rights, powers, trusts, duties and obligations of its predecessor in the trusts under the Trust Agreement, with like effect as if originally named as Fiscal Agent in the Trust Agreement; but, nevertheless, on the Written Request of the State Treasurer or the request of the successor Fiscal Agent, the Fiscal Agent ceasing to act shall execute and deliver an instrument transferring to such successor Fiscal Agent, upon the trusts expressed in the Trust Agreement, all the rights, powers and trusts of the Fiscal Agent so ceasing to act. Upon request of any such successor Fiscal Agent, the State Treasurer and WFOA shall execute any and all instruments in writing necessary or desirable for more fully and certainly vesting in and confirming to such successor Fiscal Agent all such rights, powers and duties.

No successor Fiscal Agent shall accept appointment as provided therein unless at the time of such acceptance such successor Fiscal Agent shall be eligible under the provisions thereof. Upon acceptance of appointment by a successor Fiscal Agent as provided therein, the State Treasurer or such successor Fiscal Agent shall give the Owners notice of the succession of such Fiscal Agent to the trusts under the Trust Agreement in the manner prescribed therein for the giving of notice of resignation of the Fiscal Agent.

Merger or Consolidation of Fiscal Agent. Any corporation or banking association into which the Fiscal Agent may be merged or with which it may be consolidated, or any corporation or banking association resulting from any merger or consolidation to which the Fiscal Agent shall be a party, or any corporation or banking association succeeding to the business of the Fiscal Agent, shall be the successor of the Fiscal Agent under the Trust Agreement without the execution or filing of any paper or any further act on the part of any of the parties to the Trust Agreement, anything therein to the contrary notwithstanding; provided, that such successor Fiscal Agent shall be eligible under the provisions thereof.

General Applicability. Whether or not expressly so provided, every provision of the Trust Agreement, the Lease and the Assignment relating to the conduct or affecting the liability of or affording protection to the Fiscal Agent shall be subject to the provisions thereof.

Paying Agents. The State Treasurer may appoint one or more Paying Agents (which shall meet the qualifications of the Fiscal Agent set forth therein) in such place or places as the State Treasurer may designate, for the payment of the principal, Prepayment Price and the interest evidenced and represented by the Certificates. All provisions thereof which apply to any Fiscal Agent shall apply to any Paying Agent appointed under the Trust Agreement. It shall be the duty of the Fiscal Agent to make such arrangements with any such Paying Agent as may be necessary to assure, to the extent of the moneys held by the Fiscal Agent for such payment, the prompt payment of the principal, Prepayment Price and the interest evidenced and represented by the Certificates. The State Treasurer, in the Trust Agreement, appoints the fiscal agencies of the State as designated from time to time pursuant to RCW Chapter 43.80 as Paying Agents thereunder.

Amendment or Supplement of Trust Agreement

Amendment or Supplement; Consents. The Trust Agreement and the rights and obligations of the State, the Owners, the Fiscal Agent or any Paying Agent thereunder may be amended or supplemented at any time as provided in such Trust Agreement. No such amendment or supplement shall (1) extend the stated Principal Payment Date of any Certificate, or reduce the rate of interest evidenced and represented thereby, or extend the time of payment of such interest, or reduce the amount of the Principal Component evidenced and represented thereby, or reduce any Prepayment Price evidenced and represented thereby, without the prior written consent of the Owner of the Certificate so affected; or (2) reduce the percentage of Owners whose consent is required for the execution of any amendment thereof or supplement thereto; or (3) modify any of the rights or obligations of the Fiscal Agent or any Paying Agent without its prior written consent thereto.

Disqualified Certificates. Certificates owned or held by or for the account of the State (but excluding Certificates held in any pension or retirement fund of the State) or any State Agency shall not be deemed Outstanding for the purpose of any consent or other action or any calculation of Outstanding Certificates provided in the Trust Agreement, and shall not be entitled to consent to or take any other action provided therein, and the Fiscal Agent may adopt appropriate regulations to require each Owner, before consent provided for therein shall be deemed effective, to reveal if the Certificates as to which such consent is given are disqualified as provided in the Trust Agreement.

Endorsement or Replacement of Certificates After Amendment or Supplement. After the effective date of any action taken as provided above, the Fiscal Agent may determine that the Certificates may bear a notation by endorsement in a form approved by the Fiscal Agent as to such action, and in that case upon demand of the Owner of any Outstanding Certificate and presentation of such Owner's Certificate for such purpose at the Principal Office of the Fiscal Agent a suitable notation as to such action shall be made on such Certificate. If the Fiscal Agent shall so determine, new Certificates so modified as in the opinion of the Fiscal Agent shall be necessary to conform to such action shall be prepared, and in that case upon demand of the Owner of any Outstanding Certificates

such new Certificates shall be exchanged at the Principal Office of the Fiscal Agent without cost to each Owner for Certificates then Outstanding upon surrender of such Outstanding Certificates.

Amendment by Mutual Consent. The provisions of Article IX of the Trust Agreement shall not prevent any Owner from accepting any amendment to the particular Certificates held by it; *provided*, that due notation thereof is made on such Certificates.

Defeasance of Certificates; Discharge of Trust Agreement

Discharge of Trust Agreement. When the obligations of the State under the Lease shall cease pursuant to the provisions of the Lease contained therein (except for the right of the Fiscal Agent and the obligation of the State to have the money and Qualified Investments applied to the payment of Base Rent Payments), then and in that case the obligations created by the Trust Agreement shall thereupon cease, terminate, become void and be completely discharged with respect to the Lease except for the right of the Owners and the obligation of the Fiscal Agent to apply such moneys and Qualified Investments to the payment of the Certificates as therein set forth and the right of the Fiscal Agent to collect any fees or expenses due thereunder. The Fiscal Agent shall turn over to the State Treasurer, as an overpayment of Base Rent Payments, any surplus in the Certificate Fund and all balances remaining in any other funds or accounts other than moneys and Qualified Investments held for the payment of the Certificates on the Principal Payment Dates or Prepayment Dates thereof, which moneys and Qualified Investments shall continue to be held by the Fiscal Agent in trust for the benefit of the Owners and shall be applied by the Fiscal Agent to the payment, when due, of the principal, Prepayment Price and interest evidenced and represented by the Certificates, and after such payment, the Trust Agreement shall become void with respect to the Lease. The Fiscal Agent shall thereafter execute and deliver to the State such other documents and instruments as may be necessary or desirable to evidence such discharge and satisfaction of the Trust Agreement.

Defeasance of Certificates. Any Outstanding Certificates shall be deemed to have been paid with the meaning and effect expressed in the preceding paragraph if there shall be irrevocably deposited and held in trust by the Fiscal Agent moneys or Qualified Investments in the amount necessary to pay or prepay the principal or Prepayment Price and interest evidenced and represented thereby as provided therein.

If moneys or Qualified Investments are so deposited with and held by the Fiscal Agent as therein provided, the Fiscal Agent shall within thirty (30) days after such moneys or Qualified Investments shall have been deposited with it, mail a notice, first class postage prepaid, to the Owners of the Certificates that have been defeased at the addresses listed on the registration books kept by the Fiscal Agent pursuant to the Trust Agreement, setting forth (a) the date or dates fixed for payment or prepayment of the Certificates, (b) a description of the moneys or Qualified Investments so held by it, and (c) that such Certificates have been defeased and are no longer deemed to be Outstanding under the Trust Agreement, and/or that the Trust Agreement has been released and discharged in accordance with the provisions thereof.

Deposit of Money or Securities with Fiscal Agent. Whenever in the Trust Agreement or the Lease it is provided or permitted that there be deposited with or held in trust by the Fiscal Agent money or securities (certified to be sufficient by a report of an independent certified public accountant or firm of accountants, or an independent financial advisor or consultant or firm of such advisors or consultants) in the necessary amount to pay or prepay the principal and interest evidenced and represented by all or a portion of the Certificates, the money or securities to be so deposited or held may include money or securities held by the Fiscal Agent in the funds and accounts established pursuant to the Trust Agreement and shall be:

(a) lawful money of the United States of America in an amount equal to the principal amount evidenced and represented by such Certificates and all unpaid interest evidenced and represented thereby to the respective Principal Payment Dates thereof, except that, in the case of Certificates which are to be prepaid prior to their respective Principal Payment Dates and in respect of which notice of such prepayment shall have been given as in the Trust Agreement provided or provision satisfactory to the Fiscal Agent shall have been made for the giving of such notice, the amount to be deposited or held shall be the Prepayment Price plus accrued interest to such date of prepayment, if any, evidenced and represented by such Certificates; or

(b) Government Obligations, the principal of and interest on which when due will provide money sufficient, without reinvestment, to pay the principal or Prepayment Price, and accrued interest to the Principal Payment Date or to the Prepayment Date, as the case may be, evidenced and represented by the Certificates to be paid or prepaid, as such amounts become due; *provided* that, in the case of Certificates which are to be prepaid prior to the Principal Payment Date thereof, notice of such prepayment shall have been given as in the Trust Agreement provided or provision satisfactory to the Fiscal Agent shall have been made for the giving of such notice;

further provided, in each case, that the Fiscal Agent shall have been irrevocably instructed (by the terms of the Trust Agreement and the Lease or by Written Request of the State Treasurer) to apply such money to the payment of such principal, Prepayment Price and interest, if any, evidenced and represented by such Certificates.

Unclaimed Moneys. Anything contained therein to the contrary notwithstanding, any moneys held by the Fiscal Agent in trust for the payment and discharge of the principal, Prepayment Price or interest evidenced and represented by any of the Certificates which remain unclaimed for two (2) years after the date when the principal, Prepayment Price or interest evidenced and represented by such Certificates have become payable, shall at the Written Request of the State Treasurer be repaid by the Fiscal Agent to the State Treasurer as its property free from trust, and the Fiscal Agent shall thereupon be released and discharged with respect thereto and the

Owners shall look only to the State Treasurer for the payment of the principal, Prepayment Price or interest evidenced and represented by such Certificates.

Miscellaneous

Execution of Documents by Owners. Any declaration, request or other instrument which is permitted or required therein to be executed by Owners may be in one or more instruments of similar tenor and may be executed by Owners in person or by their attorneys duly appointed in writing. The fact and date of the execution by any Owner or his or her attorney of any declaration, request or other instrument or of any writing appointing such attorney may be proved by the certificate of any notary public or other officer authorized to take acknowledgments of deeds to be recorded in the state or territory in which he or she purports to act that the person signing such declaration, request or other instrument or writing acknowledged to him or her the execution thereof, or by an affidavit of a witness of such execution duly sworn to before such notary public or other officer, or by such other proof as the Fiscal Agent may accept which it may deem sufficient. The ownership of any Certificates and the amount, payment date, number and date of owning the same may be proved by the records required to be kept by the Fiscal Agent pursuant to the provisions of the Trust Agreement.

Binding Effect. Any declaration, request, consent, direction or other instrument in writing of the Owner of any Certificate shall bind all future Owners of such Certificate with respect to anything done or suffered to be done by the State Treasurer or the Fiscal Agent in good faith and in accordance therewith.

Acquisition of Certificates by State; Destruction of Certificates. All Certificates acquired by the State, whether by purchase or gift or otherwise, shall be surrendered to the Fiscal Agent for cancellation. Whenever in the Trust Agreement provision is made for the cancellation by the Fiscal Agent of any Certificates, the Fiscal Agent shall, unless otherwise instructed by a Written Request of the State Treasurer, in lieu of such cancellation, destroy such Certificates and deliver a certificate of such destruction to the State Treasurer upon its request.

Funds and Accounts. Any fund required to be established and maintained in the Trust Agreement by the Fiscal Agent or the State Treasurer may be established and maintained in the accounting records of the Fiscal Agent or the State Treasurer, respectively, either as an account or a fund, and may, for the purposes of such accounting records, any audits thereof, and any reports or statements with respect thereto, be treated either as an account or a fund; but all such records with respect to all such funds shall at all times be maintained in accordance with prudent accounting practice and with due regard for the protection of the security of the Certificates and the right of the Owners.

Notices to Rating Agencies. The Fiscal Agent shall provide to each Rating Agency then rating the Certificates prompt written notice of (i) the appointment of any successor Fiscal Agent or Paying Agent; (ii) any material amendment to the Trust Agreement or the Lease; (iii) any prepayment of the Certificates; and (iv) any defeasance or discharge of the Certificates or the Trust Agreement.

ASSIGNMENT

Assignment. Under the Assignment, WFOA grants to the Fiscal Agent without recourse (i) all of its rights to the Site pursuant to the Site Lease, (ii) all of its rights to receive the Base Rent Payments and any Additional Rent under and pursuant to the Lease; (ii) its right to take all actions, exercise all remedies, and give all consents under and pursuant to the Site Lease and the Lease; (iii) all of its remaining right, title and interest in, to and under the Site Lease and the Lease and in and to the Property and any rents or profits generated therefrom; and (iv) its right of access more particularly described in the Lease.

Acceptance. The Fiscal Agent accepts the foregoing grant, sale, assignment, transfer and conveyance for the benefit of the Owners of the Certificates, subject to the conditions and terms of the Trust Agreement, and all such Base Rent Payments and Additional Rent shall be applied and all of such right, title and interest shall be exercised by the Fiscal Agent as provided in the Trust Agreement. The Fiscal Agent agrees to keep, perform and observe all of the terms, conditions, covenants and agreements under the Site Lease and the Lease from and after the date thereof.

Acknowledgement. The Fiscal Agent and WFOA acknowledge and agree that (i) the foregoing grant, sale, assignment, transfer and conveyance by WFOA is intended to be a true sale of WFOA's right, title and interest in, to and under the Site Lease and Lease and in and to the Property; (ii) WFOA shall thereafter cease to have any rights, duties or obligations under the Site Lease or Lease or with respect to the Property; (iii) the Fiscal Agent shall thereafter have all the rights, duties and obligations of WFOA thereunder as if the Fiscal Agent had been the original party thereto; and (iv) every reference in the Site Lease and Lease to WFOA shall be deemed and construed to refer to the Fiscal Agent, except where the context otherwise requires.

APPENDIX C

PROPOSED FORM OF CERTIFICATE COUNSEL OPINION

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PROPOSED FORM OF CERTIFICATE COUNSEL OPINION

November 24, 2004

State of Washington
Office of the State Treasurer
Olympia, Washington

$_____
State of Washington Certificates of Participation,
State Board for Community and Technical Colleges, Series 2004F
(Columbia Basin Community College Project)

(Final Opinion)

Ladies and Gentlemen:

We have acted as special counsel in connection with the execution and delivery of $_____ aggregate principal amount of Certificates of Participation relating to the State of Washington State Board for Community and Technical Colleges, Series 2004F (Columbia Basin Community College Project) (the "Certificates") pursuant to Chapter 39.94 of the Revised Code of Washington. In such connection, we have reviewed (i) a State Agency Financing Lease, dated as of November 24, 2004 (the "Lease"), among the Washington Finance Officers Association ("WFOA"), and the state of Washington (the "State"), acting by and through the State Board for Community and Technical Colleges (the "State Agency") and the State Treasurer (the "State Treasurer"); (ii) a Site Lease, dated as of November 24, 2004 (the "Site Lease"), by and between the State, acting by and through the State Treasurer and the State Agency, and WFOA; (iii) a Trust Agreement, dated as of November 24, 2004 (the "Trust Agreement"), among WFOA, the State and The Bank of New York, as trustee and fiscal agent thereunder (the "Fiscal Agent"); (iv) an Assignment, dated as of November 24, 2004 between WFOA and the Fiscal Agent (the "Assignment"); (v) a tax certificate of the State, dated as of November 24, 2004 (the "Tax Certificate"); (vi) certificates of the State (including certificates of the State Agency and the State Treasurer), WFOA, the Fiscal Agent and others; and (vii) such other documents, opinions and matters to the extent we deemed necessary to render the opinions set forth herein. Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Lease.

Certain agreements, requirements and procedures contained or referred to in the Lease, the Site Lease, the Assignment, the Trust Agreement, the Tax Certificate and other relevant documents may be changed and certain actions (including, without limitation, defeasance of the Certificates) may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents. No opinion is expressed herein as to any Certificate or the interest portion of any Base Rent Payment if any such change occurs or action is taken or omitted upon the advice or approval of counsel other than ourselves.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or events do occur or any other matters come to our attention after the date hereof. Our engagement with respect to the Certificates has concluded with their execution and delivery, and we disclaim any obligation to update this letter. We have assumed the genuineness of all documents and signatures presented to us (whether as originals or as copies) and the due and legal execution and delivery thereof by, and validity against, any parties other than the State. We have assumed, without undertaking to verify, the accuracy of the factual matters represented, warranted or certified in the documents, and of the legal conclusions contained in the opinion(s) referred to in the first paragraph hereof. Furthermore, we have assumed compliance with all covenants and agreements contained in the Lease, the Site Lease, the Trust Agreement, the Tax Certificate and the Assignment including (without limitation) covenants and agreements, compliance with which is necessary to assure that future actions, omissions or events will not cause the interest portion of Base Rent Payments to be included in gross income for federal income tax purposes.

In addition, we call attention to the fact that the rights and obligations under the Certificates, the Lease, the Site Lease, the Trust Agreement, the Tax Certificate and the Assignment and their enforceability are subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases, and to the limitations on legal remedies against the State and its agencies. We express no opinion with respect to any indemnification, contribution, penalty, choice of law, choice of forum, waiver or non-substitution provisions contained in the foregoing documents, nor do we express any opinion with respect to the state or quality of title to or interest in any of the real or personal property described in or subject to the Lease, the Site Lease, the Assignment or the Trust Agreement or the accuracy or sufficiency of the description contained therein of, or scope of remedies available to enforce liens on, any such property. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Certificates and express no opinion with respect thereto.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

1. The Lease, the Site Lease and the Trust Agreement have been duly executed and delivered by, and constitute valid and binding obligations of, the State.

2. The obligation of the State to make the Base Rent Payments during the term of the Lease constitutes a valid and binding obligation of the State, payable from funds of the State lawfully available therefor.

3. Assuming due authorization, execution and delivery of the Trust Agreement and the Certificates by the Fiscal Agent, the Certificates are entitled to the benefits of the Trust Agreement.

4. The portion of each Base Rent Payment designated as and constituting interest paid by the State under the Lease and received by the registered owners of the Certificates is excluded from gross

income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986. Such interest is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although we observe that it is included in adjusted current earnings when calculating corporate alternative minimum taxable income. We express no opinion regarding other tax consequences related to the accrual or receipt of such interest or the ownership or disposition of the Certificates.

Faithfully yours,

ORRICK, HERRINGTON & SUTCLIFFE LLP

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APPENDIX D

EXCERPTS FROM THE STATE'S 2003 FINANCIAL STATEMENTS

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Sunset Building
PO Box 40021
Olympia, Washington 98504-0021

Washington State Auditor
Brian Sonntag

(360) 902-0370
FAX (360) 753-0646
TDD Relay 1-800-833-6388
http://www.sao.wa.gov/

INDEPENDENT AUDITOR'S REPORT

December 19, 2003

The Honorable Gary Locke
Governor, State of Washington

Dear Governor Locke:

We have audited the accompanying basic financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate discretely presented component units and remaining fund information of the State of Washington as of and for the fiscal year ended June 30, 2003, as listed in the table of contents. These financial statements are the responsibility of the state's management. Our responsibility is to express an opinion on these financial statements based on our audit. We did not audit the financial statements of the Department of Retirement Systems and the Local Government Investment Pool, which represent 14 percent and 58 percent, respectively of the assets and revenues/additions of the aggregate discretely presented component units and remaining fund information. Those financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for the Department of Retirement Systems and the Local Government Investment Pool, is based upon their reports.

We conducted our audit in accordance with governmental auditing standards generally accepted in the United States of America, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the report of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our report and the report of other auditors, the basic financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, each major fund, and the aggregate discretely presented component units and remaining fund information of the State of Washington as of June 30, 2003, and the results of its operations and cash flows of its proprietary funds for the fiscal year then ended, in conformity with accounting principles generally accepted in the Unites States of America.

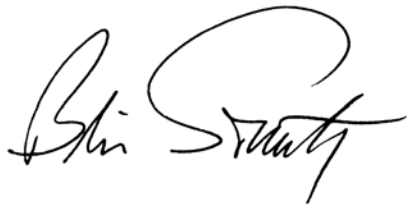
In accordance with *Government Auditing Standards* in the United States of America, we will issue our report on our consideration of the State of Washington's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grants. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.

Management's discussion and analysis and the required supplementary information are not a required part of the basic financial statements, but are supplementary information the Governmental Accounting Standards Board requires. We applied limited procedures, consisting principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. We did not audit the information and express no opinion thereon.

Our audit was made for the purpose of forming opinions on the financial statements that collectively comprise the State of Washington's basic financial statements. The combining and individual fund statements and schedules listed in the table of contents, and the budgetary reports (MFS1054) referenced in Note 1.D are for purposes of additional analysis, and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The other data included in this report, designated as the introductory and statistical sections in the table of contents, has not been audited by us and, accordingly, we express no opinion on such data.

Sincerely,



BRIAN SONNTAG, CGFM
STATE AUDITOR

Basic Financial Statements

Government-wide Financial Statements

State of Washington
Statement of Net Assets
June 30, 2003
(expressed in thousands)

	Primary Government			
	Governmental Activities	Business-Type Activities	Total	Component Units
ASSETS				
Cash and pooled investments	$ 3,546,087	$ 3,405,125	$ 6,951,212	$ 38,668
Taxes receivable (net of allowance)	2,473,807	4,070	2,477,877	-
Other receivables (net of allowance)	791,170	1,154,258	1,945,428	1,609
Internal balances (net)	55,022	(55,022)	-	-
Due from other governments	2,089,289	81,255	2,170,544	-
Inventories	78,585	67,781	146,366	-
Investments, noncurrent	2,982,557	10,178,812	13,161,369	23,509
Other assets	139,227	82,701	221,928	16,236
Capital assets (Note 6):				
Non-depreciable assets	14,135,056	321,717	14,456,773	34,677
Depreciable assets, net of depreciation	5,974,621	958,368	6,932,989	452,836
Total capital assets, net of depreciation	20,109,677	1,280,085	21,389,762	487,513
Total Assets	32,265,421	16,199,065	48,464,486	567,535
LIABILITIES				
Accounts payable	924,158	115,663	1,039,821	1,478
Contracts and retainage payable	96,157	29,626	125,783	2,342
Accrued liabilities	388,848	199,145	587,993	111
Obligations under securities lending	801,272	1,626,005	2,427,277	-
Due to other governments	727,469	11,876	739,345	-
Deferred revenue	403,568	45,513	449,081	657
Long-term liabilities (Note 7):				
Due within one year	719,597	1,725,776	2,445,373	-
Due in more than one year	9,349,958	16,413,906	25,763,864	37,000
Total Liabilities	13,411,027	20,167,510	33,578,537	41,588
NET ASSETS				
Invested in capital assets, net of related debt	9,032,693	543,259	9,575,952	448,171
Restricted for:				
Unemployment compensation	-	1,513,465	1,513,465	-
Other purposes	424,287	-	424,287	21,287
Capital projects	228,506	-	228,506	-
Expendable permanent fund principal	459,548	-	459,548	-
Nonexpendable permanent endowments	1,231,663	-	1,231,663	-
Unrestricted (deficit)	7,477,697	(6,025,169)	1,452,528	56,489
Total Net Assets	$ 18,854,394	$ (3,968,445)	$ 14,885,949	$ 525,947

The notes to the financial statements are an integral part of this statement.

State of Washington
Statement of Activities
For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

Functions/Programs	Expenses	Program Revenues: Charges for Services	Program Revenues: Operating Grants and Contributions	Program Revenues: Capital Grants and Contributions
Primary Government:				
Governmental Activities:				
General government	$ 812,328	$ 412,914	$ 319,613	$ 3,499
Education--elementary and secondary (K-12)	5,959,858	7,830	590,652	84
Education--higher education	3,750,120	1,095,342	1,175,122	8,938
Human services	8,971,393	335,060	4,846,031	-
Adult corrections	657,563	7,297	8,318	900
Natural resources and recreation	731,484	321,428	138,607	28,033
Transportation	1,422,345	620,851	49,990	546,531
Intergovernmental grants	341,371	-	-	-
Interest on long-term debt	415,017	-	-	-
Total governmental activities	23,061,479	2,800,722	7,128,333	587,985
Business-type Activities:				
Workers' compensation	2,616,634	1,315,623	7,684	-
Unemployment compensation	2,328,774	1,130,352	744,669	-
Health insurance programs	911,873	932,172	6,001	-
Higher education student services	1,051,347	1,069,491	10,992	-
Other	937,676	991,551	147	60,340
Total business-type activities	7,846,304	5,439,189	769,493	60,340
Total Primary Government	$ 30,907,783	$ 8,239,911	$ 7,897,826	$ 648,325
Total Component Units	$ 27,749	$ 10,063	$ 213	$ 31,211

General revenues:
- Taxes - sales and use taxes
- Taxes - business and occupation taxes
- Taxes - property
- Taxes - other
- Interest and investment earnings

Total general revenues

Excess (deficiency) of revenues over expenses before contributions to endowments and transfers

Contributions to endowments

Transfers

Change in net assets

Net assets -- beginning, as restated

Net assets -- ending

The notes to the financial statements are an integral part of this statement.

Net (Expense) Revenue and Changes in Net Assets			
Primary Government			
Governmental Activities	Business-type Activities	Total	Component Units
$ (76,302)	$ -	$ (76,302)	
(5,361,292)	-	(5,361,292)	
(1,470,718)	-	(1,470,718)	
(3,790,302)	-	(3,790,302)	
(641,048)	-	(641,048)	
(243,416)	-	(243,416)	
(204,973)	-	(204,973)	
(341,371)	-	(341,371)	
(415,017)	-	(415,017)	
(12,544,439)	-	(12,544,439)	
-	(1,293,327)	(1,293,327)	
-	(453,753)	(453,753)	
-	26,300	26,300	
-	29,136	29,136	
-	114,362	114,362	
-	(1,577,282)	(1,577,282)	
(12,544,439)	(1,577,282)	(14,121,721)	
			$ 13,738
5,974,410	-	5,974,410	1,871
1,940,042	-	1,940,042	-
1,483,082	-	1,483,082	-
2,805,027	85,674	2,890,701	-
251,935	1,316,376	1,568,311	2,064
12,454,496	1,402,050	13,856,546	3,935
(89,943)	(175,232)	(265,175)	17,673
36,095	-	36,095	-
618,742	(618,742)	-	-
564,894	(793,974)	(229,080)	17,673
18,289,500	(3,174,471)	15,115,029	508,274
$ 18,854,394	$ (3,968,445)	$ 14,885,949	$ 525,947

Fund Financial Statements

GOVERNMENTAL FUNDS
Balance Sheet
June 30, 2003
(expressed in thousands)

	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	**Total**
Assets:					
Cash and pooled investments	$ 704,072	$ 94,607	$ 341,472	$ 2,255,780	$ 3,395,931
Investments	6,945	890,916	1,844,993	207,425	2,950,279
Taxes receivable (net of allowance)	2,379,244	-	-	94,563	2,473,807
Other receivables (net of allowance)	236,363	270,468	26,346	390,111	923,288
Due from other funds	203,412	129,997	194	259,494	593,097
Due from other governments	601,297	106,653	-	1,316,321	2,024,271
Inventories	19,279	8,357	-	32,016	59,652
Total Assets	$ 4,150,612	$ 1,500,998	$ 2,213,005	$ 4,555,710	$ 12,420,325
Liabilities and Fund Balances					
Liabilities:					
Accounts payable	$ 587,476	$ 48,381	$ 3	$ 252,219	$ 888,079
Contracts and retainages payable	13,792	454	1,670	79,625	95,541
Accrued liabilities	125,253	147,202	12,136	75,879	360,470
Obligations under security lending agreements	203,550	154,638	270,521	170,978	799,687
Due to other funds	602,601	40,214	174,867	217,624	1,035,306
Due to other governments	79,526	11,434	-	124,903	215,863
Deferred revenues	1,160,907	145,985	9,335	466,904	1,783,131
Claims and judgments payable, current	9,306	-	-	31,322	40,628
Total Liabilities	2,782,411	548,308	468,532	1,419,454	5,218,705
Fund Balances:					
Reserved for:					
Encumbrances	205	1,922	-	346,696	348,823
Inventories	14,492	8,357	-	32,016	54,865
Permanent funds	-	-	1,744,473	173,849	1,918,322
Other specific purposes	33,990	217,560	-	1,157,367	1,408,917
Unreserved, designated for:					
Working capital	908,194	-	-	-	908,194
Unrealized gains	6,944	38	-	4,776	11,758
Debt service	-	-	-	100,354	100,354
Other specific purposes	-	155,679	-	168	155,847
Unreserved, undesignated	404,376	569,134	-	-	973,510
Unreserved, undesignated reported in nonmajor:					
Special Revenue Funds	-	-	-	1,211,403	1,211,403
Capital Projects Funds	-	-	-	109,627	109,627
Total Fund Balances	1,368,201	952,690	1,744,473	3,136,256	7,201,620
Total Liabilities and Fund Balances	$ 4,150,612	$ 1,500,998	$ 2,213,005	$ 4,555,710	$ 12,420,325

The notes to the financial statements are an integral part of this statement.

State of Washington
Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Assets
June 30, 2003
(expressed in thousands)

Total fund balances for governmental funds		$ 7,201,620
Amounts reported for governmental activities in the statement of net assets are different because:		
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds. These assets consist of:		
Non-depreciable assets	$ 14,122,819	
Depreciable assets, net of depreciation	5,676,896	
Total capital assets		19,799,715
Some of the state's revenues will be collected after year-end, but are not available soon enough to pay for the current period's expenditures, and therefore are deferred in the funds.		1,380,280
Accrued current interest on general obligation bonds		(175,126)
Internal service funds are used by management to charge the costs of certain activities to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the statement of net assets.		(106,966)
Some liabilities are not due and payable in the current period and therefore are not reported in the funds. Those liabilities consist of:		
Bonds and notes payable	(8,612,613)	
Accrued interest on bonds	(152,603)	
Claims and judgments	(68,491)	
Other obligations	(411,422)	
Total long-term liabilities		(9,245,129)
Net assets of governmental activities		$ 18,854,394

The notes to the financial statements are an integral part of this statement.

GOVERNMENTAL FUNDS
Statement of Revenues, Expenditures, and Changes in Fund Balances

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	**Total**
Revenues:					
Retail sales and use taxes	$ 5,948,111	$ -	$ -	$ 26,299	$ 5,974,410
Business and occupation taxes	1,892,965	-	-	47,077	1,940,042
Property taxes	1,349,206	-	-	133,876	1,483,082
Excise taxes	514,550	-	-	68,785	583,335
Motor vehicle and fuel taxes	-	-	-	752,392	752,392
Other taxes	904,857	-	-	564,444	1,469,301
Licenses, permits, and fees	74,858	493	-	575,559	650,910
Timber sales	3,880	-	7,725	117,135	128,740
Other contracts and grants	223,678	406,671	-	14,475	644,824
Federal grants-in-aid	5,353,868	772,929	-	847,129	6,973,926
Charges for services	37,012	968,182	2	376,100	1,381,296
Investment income	35,543	55,163	94,829	66,400	251,935
Miscellaneous revenue	159,936	88,332	2,617	494,735	745,620
Contribution and donations	-	-	36,095	-	36,095
Total Revenues	16,498,464	2,291,770	141,268	4,084,406	23,015,908
Expenditures:					
Current:					
General government	495,627	-	-	307,456	803,083
Human services	8,538,428	-	-	999,444	9,537,872
Natural resources and recreation	270,501	-	-	418,750	689,251
Transportation	16,036	870	-	1,345,830	1,362,736
Education	6,910,776	2,017,734	42	543,437	9,471,989
Intergovernmental	26,774	-	-	314,597	341,371
Capital outlays	65,079	88,577	1	1,334,949	1,488,606
Debt service:					
Principal	15,815	10,037	-	415,136	440,988
Interest	205	3,965	-	413,408	417,578
Total Expenditures	16,339,241	2,121,183	43	6,093,007	24,553,474
Excess of Revenues Over (Under) Expenditures	159,223	170,587	141,225	(2,008,601)	(1,537,566)
Other Financing Sources (Uses):					
Bonds issued	-	-	-	775,487	775,487
Refunding bonds issued	-	-	-	753,160	753,160
Payment to refunded bond escrow agent	-	-	-	(790,119)	(790,119)
Notes issued	11,392	18,629	-	2,106	32,127
Bond issue premium (discount)	-	(237)	-	58,350	58,113
Capital lease acquisitions	-	7,040	-	-	7,040
Transfers in	587,990	176,227	1,688	2,009,237	2,775,142
Transfers (out)	(727,962)	(240,932)	(88,607)	(1,088,815)	(2,146,316)
Total Other Financing Sources (Uses)	(128,580)	(39,273)	(86,919)	1,719,406	1,464,634
Net change in fund balances	30,643	131,314	54,306	(289,195)	(72,932)
Fund Balances - Beginning, as restated	1,337,558	821,376	1,690,167	3,425,451	7,274,552
Fund Balances - Ending	$ 1,368,201	$ 952,690	$ 1,744,473	$ 3,136,256	$ 7,201,620

The notes to the financial statements are an integral part of this statement.

State of Washington

Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

Net change in fund balances--total governmental funds		$ (72,932)
Amounts reported for governmental activities in the statement of activities are different because:		
Capital outlays are reported as expenditures in governmental funds. However, in the statement of activities, the cost of capital assets is allocated over their estimated useful lives as depreciation expense. In the current period, these amounts are:		
Capital outlay	1,551,811	
Depreciation expense	(399,809)	
Excess of capital outlay over depreciation expense		1,152,002
Bond proceeds provide current financial resources to governmental funds, however, issuing debt increases long-term liabilities in the statement of net assets. In the current period, proceeds were received from:		
Bonds and bond anticipation notes issued	(775,487)	
Refunding bonds issued	(753,160)	
Notes issued	(32,127)	
Bond issue premium	(58,113)	
Capital leases issued	(7,040)	
Total bond proceeds		(1,625,927)
Repayment of long-term debt is reported as an expenditure in governmental funds, but the repayment reduces long-term liabilities in the statement of net assets. In the current year, these amounts consist of:		
Bond principal retirement	440,988	
Payments to the bond refunding agent	790,119	
Total long-term debt repayment		1,231,107
Internal service funds are used by management to charge the costs of certain activities to individual funds. The net revenue of the internal service funds is reported with governmental activities.		(69,753)
Because some revenues will not be collected for several months after the state's fiscal year ends, they are not considered "available" revenues in the governmental funds. Deferred revenues increased by this amount this year.		(42,794)
Some items reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds. These activities consist of:		
Decrease in accrued and accreted interest	5,769	
Increase in compensated absences	(7,069)	
Increase in miscellaneous liabilities	(4,099)	
Increase in claims and judgments	(1,410)	
Total additional expenditures		(6,809)
Change in net assets of governmental activities		$ 564,894

The notes to the financial statements are an integral part of this statement.

PROPRIETARY FUNDS
Statement of Fund Net Assets

June 30, 2003
(expressed in thousands)

	Business-Type Activities Enterprise Funds				Governmental Activities
	Workers' Compensation	Unemployment Compensation	Nonmajor Enterprise Funds	**Total**	Internal Service Funds
Assets					
Current Assets:					
Cash and pooled investments	$ -	$ 1,071,228	$ 633,547	$ 1,704,775	$ 141,523
Investments	1,568,215	-	132,135	1,700,350	1,774
Taxes receivable (net of allowance)	-	-	4,070	4,070	-
Other receivables (net of allowance)	598,883	405,117	150,258	1,154,258	5,643
Due from other funds	2,404	4,837	61,362	68,603	60,891
Due from other governments	1,282	32,284	42,299	75,865	6,466
Inventories	183	-	67,598	67,781	18,935
Prepaid expenses	26	-	6,802	6,828	1,464
Total Current Assets	2,170,993	1,513,466	1,098,071	4,782,530	236,696
Noncurrent Assets:					
Investments, noncurrent	9,170,964	-	1,007,848	10,178,812	39,138
Other noncurrent assets	-	-	75,875	75,875	-
Capital Assets:					
Land	3,240	-	80,354	83,594	1,476
Buildings	62,446	-	1,154,653	1,217,099	72,512
Other improvements and miscellaneous	1,002	-	61,143	62,145	24,950
Furnishings and equipment	24,374	-	262,804	287,178	544,277
Accumulated depreciation	(31,605)	-	(576,449)	(608,054)	(344,013)
Construction in progress	-	-	238,124	238,124	10,761
Total Noncurrent Assets	9,230,421	-	2,304,352	11,534,773	349,101
Total Assets	$ 11,401,414	$ 1,513,466	$ 3,402,423	$ 16,317,303	$ 585,797
Liabilities					
Current Liabilities:					
Accounts payable	$ 8,967	$ -	$ 106,695	$ 115,662	$ 36,077
Contracts and retainages payable	2,055	-	27,571	29,626	604
Accrued liabilities	127,106	-	193,568	320,674	15,530
Obligations under security lending agreements	1,568,215	-	57,790	1,626,005	1,585
Bonds and notes payable	2,723	-	67,968	70,691	6,430
Due to other funds	6,741	1	120,624	127,366	17,540
Due to other governments	-	-	2,633	2,633	1,054
Deferred revenues	14,824	-	30,689	45,513	720
Claims and judgments payable, current	1,484,543	-	49,015	1,533,558	78,141
Total Current Liabilities	3,215,174	1	656,553	3,871,728	157,681
Non-Current Liabilities:					
Claims and judgments payable, long-term	14,379,309	-	2,470	14,381,779	452,638
Bonds and notes payable	42,785	-	1,157,786	1,200,571	65,342
Other long-term liabilities	10,159	-	821,511	831,670	17,102
Total Non-Current Liabilities	14,432,253	-	1,981,767	16,414,020	535,082
Total Liabilities	17,647,427	1	2,638,320	20,285,748	692,763
Net Assets:					
Invested in capital assets, net of related debt	13,949	-	529,310	543,259	238,193
Restricted for:					
Unemployment compensation	-	1,509,887	-	1,509,887	-
Other specific purposes	-	-	63,476	63,476	-
Unrestricted	(6,259,962)	3,578	171,317	(6,085,067)	(345,159)
Total Net (Deficit) Assets	$ (6,246,013)	$ 1,513,465	$ 764,103	$ (3,968,445)	$ (106,966)

The notes to the financial statements are an integral part of this statement.

PROPRIETARY FUNDS
Statement of Revenues, Expenses, and Changes in Fund Net Assets

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	Business-Type Activities Enterprise Funds				Governmental Activities
	Workers' Compensation	Unemployment Compensation	Nonmajor Enterprise Funds	**Total**	Internal Service Funds
Operating Revenues:					
Sales	$ -	$ -	$ 542,724	$ 542,724	$ 136,991
Less: Cost of goods sold	-	-	372,276	372,276	112,796
Gross profit	-	-	170,448	170,448	24,195
Charges for services	41	-	906,289	906,330	532,151
Premiums and assessments	1,286,965	1,103,053	932,141	3,322,159	65,402
Federal aid for unemployment insurance benefits	-	744,669	-	744,669	-
Lottery ticket proceeds	-	-	460,345	460,345	-
Miscellaneous revenue	29,873	27,299	129,663	186,835	26,946
Total Operating Revenues	1,316,879	1,875,021	2,598,886	5,790,786	648,694
Operating Expenses:					
Salaries and wages	105,358	-	475,485	580,843	212,031
Employee benefits	25,537	-	85,409	110,946	47,148
Personal services	5,565	-	37,791	43,356	14,717
Goods and services	62,597	-	495,299	557,896	244,748
Travel	2,661	-	16,658	19,319	3,090
Premiums and claims	2,373,605	2,328,774	885,326	5,587,705	136,480
Lottery prize payments	-	-	297,975	297,975	-
Depreciation and amortization	442	-	44,348	44,790	57,936
Miscellaneous expenses	38,335	-	61,331	99,666	11,132
Total Operating Expenses	2,614,100	2,328,774	2,399,622	7,342,496	727,282
Operating Income (Loss)	(1,297,221)	(453,753)	199,264	(1,551,710)	(78,588)
Nonoperating Revenues (Expenses):					
Earnings (loss) on investments	1,117,289	79,312	119,775	1,316,376	3,917
Interest expense	(2,534)	-	(97,942)	(100,476)	(3,129)
Distributions to other governments	-	-	(31,056)	(31,056)	-
Other revenue (expenses)	6,428	-	124,866	131,294	(4,495)
Total Nonoperating Revenues (Expenses)	1,121,183	79,312	115,643	1,316,138	(3,707)
Income (Loss) Before Contributions and Transfers	(176,038)	(374,441)	314,907	(235,572)	(82,295)
Capital Contributions	-	-	60,340	60,340	6,225
Transfers in	329,126	-	175,768	504,894	433,932
Transfers (out)	(334,616)	-	(789,020)	(1,123,636)	(427,615)
Net Contributions and Transfers	(5,490)	-	(552,912)	(558,402)	12,542
Change in Net Assets	(181,528)	(374,441)	(238,005)	(793,974)	(69,753)
Net Assets - Beginning, as restated	(6,064,485)	1,887,906	1,002,108	(3,174,471)	(37,213)
Net Assets - Ending	$ (6,246,013)	$ 1,513,465	$ 764,103	$ (3,968,445)	$ (106,966)

The notes to the financial statements are an integral part of this statement.

PROPRIETARY FUNDS
Statement of Cash Flows

Continued

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	Business-Type Activities Enterprise Funds				Governmental Activities
	Workers' Compensation	Unemployment Compensation	Nonmajor Enterprise Funds	Total	Internal Service Funds
Cash Flows from Operating Activities:					
Receipts from customers	$ 1,139,224	$ 1,040,953	$ 2,793,023	$ 4,973,200	$ 723,881
Payments to suppliers	(1,459,460)	(2,328,810)	(1,971,706)	(5,759,976)	(431,049)
Payments to employees	(130,754)	-	(557,995)	(688,749)	(259,301)
Other receipts (payments)	29,873	784,400	129,662	943,935	26,948
Net Cash Provided (Used) by Operating Activities	(421,117)	(503,457)	392,984	(531,590)	60,479
Cash Flows from Noncapital Financing Activities:					
Transfers in	329,126	-	175,768	504,894	433,932
Transfers out	(334,616)	-	(789,020)	(1,123,636)	(427,616)
Operating grants and donations received	6,851	-	23,501	30,352	103
Taxes and license fees collected	5	-	106,718	106,723	-
Distributions to other governments	-	-	(31,056)	(31,056)	-
Other noncapital financing activity	775	-	71	846	50
Net Cash Provided (Used) by Noncapital Financing Activities	2,141	-	(514,018)	(511,877)	6,469
Cash Flows from Capital and Related Financing Activities:					
Interest paid	(2,534)	-	(54,353)	(56,887)	(3,147)
Principal payments on long-term capital financing	(2,582)	-	(65,308)	(67,890)	(12,172)
Proceeds from long-term capital financing	13	-	573,058	573,071	23,918
Proceeds from sale of capital assets	59	-	10,210	10,269	6,027
Acquisitions of capital assets	(870)	-	(160,252)	(161,122)	(59,229)
Net Cash or Pooled Investments Provided by (Used in) Capital and Related Financing Activities	(5,914)	-	303,355	297,441	(44,603)
Cash Flows from Investing Activities:					
Receipt of interest	325,353	79,312	37,988	442,653	3,428
Proceeds from sale of investment securities	6,540,562	-	437,400	6,977,962	4,679
Purchases of investment securities	(6,444,341)	-	(518,407)	(6,962,748)	(5,947)
Net Cash Provided by (Used in) Investing Activities	421,574	79,312	(43,019)	457,867	2,160
Net Increase (Decrease) in Cash and Pooled Investments	(3,316)	(424,145)	139,302	(288,159)	24,505
Cash and Pooled Investments, July 1	3,316	1,495,373	494,245	1,992,934	117,018
Cash and Pooled Investments, June 30	$ -	$ 1,071,228	$ 633,547	$ 1,704,775	$ 141,523
Cash Flows from Operating Activities:					
Operating Income (Loss)	$ (1,297,221)	$ (453,753)	$ 199,264	$ (1,551,710)	$ (78,588)
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided by Operations:					
Depreciation	442	-	44,348	44,790	57,936
Provision for uncollectible accounts	31,780	-	9,759	41,539	35
Change in Assets: Decrease (Increase)					
Receivables (net of allowance)	(147,236)	(49,668)	(50,475)	(247,379)	(10,945)
Inventories	10	-	(129)	(119)	121
Prepaid expenses	(25)	-	898	873	430
Change in Liabilities: Increase (Decrease)					
Payables	991,133	(36)	189,319	1,180,416	91,490
Net Cash or Cash Equivalents Provided by (Used in) Operating Activities	$ (421,117)	$ (503,457)	$ 392,984	$ (531,590)	$ 60,479

The notes to the financial statements are an integral part of this statement.

PROPRIETARY FUNDS
Statement of Cash Flows

Concluded

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	Business Type Activities Enterprise Funds				Governmental Activities
	Workers' Compensation	Unemployment Compensation	Nonmajor Enterprise Funds	**Total**	Internal Service Funds
Noncash Investing, Capital and Financing Activities:					
Contributions of capital assets	$ -	$ -	$ 60,340	$ 60,340	$ 6,225
Amortization of long-term lotto prize liability	-	-	35,743	35,743	-
Increase (decrease) in fair value of investments	791,936	-	81,334	873,270	494
Refunding bonds issued	-	-	7,650	7,650	-
Refunded bonds redeemed	-	-	(7,425)	(7,425)	-
Gain (loss) on on refunding activity	-	-	(225)	(225)	-
Amortization of debt premium (issue costs/discount)	-	-	795	795	-
Accretion of interest on zero coupon bonds	-	-	3,253	3,253	-

The notes to the financial statements are an integral part of this statement.

FIDUCIARY FUNDS
Statement of Fiduciary Net Assets

June 30, 2003
(expressed in thousands)

	Private-Purpose Trust	Local Government Investment Pool	Pension and Other Employee Benefit Plans	Agency Funds
Assets:				
Cash and pooled investments	$ 44,907	$ 2,774,168	$ 33,316	$ 159,502
Investments	-	2,405,385	-	-
Other receivables (net of allowance)	4,321	4,516	140,575	50,069
Due from other funds	7,230	-	262,635	522,731
Due from other governments	3,368	-	40,477	25,578
Prepaid expenses	702	-	-	-
Total Current Assets	60,528	5,184,069	477,003	757,880
Noncurrent Assets:				
Investments, noncurrent	31,273	143,941	42,938,536	23,812
Other noncurrent assets	16	-	-	76,674
Capital Assets:				
Land	7	-	-	-
Buildings	6,868	-	-	-
Other improvements	378	-	-	-
Furnishings and equipment	7,539	-	-	-
Accumulated depreciation	(8,233)	-	-	-
Total Noncurrent Assets	37,848	143,941	42,938,536	100,486
Total Assets	$ 98,376	$ 5,328,010	$ 43,415,539	$ 858,366
Liabilities:				
Accounts payable	$ 3,532	$ -	$ -	$ 14,473
Contracts and retainages payable	1	-	-	14,101
Accrued liabilities	11,396	199,856	37,730	265,480
Obligations under security lending agreements	-	143,941	1,438,530	14,176
Due to other funds	3,687	34	267,302	63,952
Due to other governments	171	-	-	404,708
Deferred revenues	1,820	-	-	-
Other long-term liabilities	14,953	-	-	81,476
Total Liabilities	35,560	343,831	1,743,562	$ 858,366
Net Assets:				
Net assets held in trust for:				
Pension benefits	-	-	40,209,042	
Deferred compensation participants	-	-	1,462,935	
Local government pool participants	-	4,984,179	-	
Individuals, organizations & other governments	62,816	-	-	
Total Net Assets	$ 62,816	$ 4,984,179	$ 41,671,977	

The notes to the financial statements are an integral part of this statement.

FIDUCIARY FUNDS
Statement of Changes in Fiduciary Net Assets

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	Private-Purpose Trust	Local Government Investment Pool	Pension and Other Employee Benefit Plans
Additions:			
Contributions:			
Employers	$ -	$ -	$ 166,842
Members	-	-	444,046
State	-	-	25,954
Pool participants	-	11,674,605	135,901
Total Contributions	-	11,674,605	772,743
Investment Income:			
Net appreciation (depreciation) in fair value	-	-	611,438
Interest and dividends	20,465	75,948	1,036,653
Less: Investment expenses	-	-	(88,654)
Net Investment Income	20,465	75,948	1,559,437
Transfers from other pension plans	-	-	613,393
Other additions:			
Charges for services	8,941	-	-
Federal grants-in-aid	186,362	-	-
Other contracts, grants and miscellaneous	164,878	-	1,196
Total other additions	360,181	-	1,196
Total Additions	380,646	11,750,553	2,946,769
Deductions:			
Pension benefits	-	-	1,862,914
Pension refunds	-	-	85,708
Transfers to other pension plans	-	-	613,393
Administrative expenses	25,922	4,382	3,000
Distributions to pool participants	-	12,177,407	68,469
Payments to or on behalf of individuals, organizations and other governments in accordance with trust agreements	331,264	-	-
Total Deductions	357,186	12,181,789	2,633,484
Net Increase (Decrease) Before Transfers	23,460	(431,236)	313,285
Transfers in	45,944	-	-
Transfers (out)	(62,345)	-	-
Net Increase (Decrease)	7,059	(431,236)	313,285
Net Assets - Beginning, as restated	55,757	5,415,415	41,358,692
Net Assets - Ending	$ 62,816	$ 4,984,179	$ 41,671,977

The notes to the financial statements are an integral part of this statement.

COMPONENT UNITS
Statement of Fund Net Assets
June 30, 2003
(expressed in thousands)

	Public Stadium	Nonmajor Component Units	**Total**
Assets			
Current Assets:			
Cash and pooled investments	$ 3,876	$ 4,157	$ 8,033
Investments	-	30,635	30,635
Other receivables (net of allowance)	10	1,599	1,609
Prepaid expenses	33	256	289
Total Current Assets	3,919	36,647	40,566
Noncurrent Assets:			
Investments, noncurrent	21,287	2,222	23,509
Other noncurrent assets	-	15,947	15,947
Capital Assets:			
Land	34,677	-	34,677
Buildings	452,301	-	452,301
Furnishings and equipment	25,605	1,104	26,709
Accumulated depreciation	(25,390)	(784)	(26,174)
Total Noncurrent Assets	508,480	18,489	526,969
Total Assets	$ 512,399	$ 55,136	$ 567,535
Liabilities			
Current Liabilities:			
Accounts payable	$ 186	$ 1,292	$ 1,478
Contracts and retainages payable	2,342	-	2,342
Accrued liabilities	45	66	111
Deferred revenues	-	657	657
Total Current Liabilities	2,573	2,015	4,588
Non-Current Liabilities:			
Other long-term liabilities	37,000	-	37,000
Total Non-Current Liabilities	37,000	-	37,000
Total Liabilities	39,573	2,015	41,588
Net Assets:			
Invested in capital assets, net of related debt	447,851	320	448,171
Restricted for deferred sales tax	21,287	-	21,287
Unrestricted	3,688	52,801	56,489
Total Net (Deficit) Assets	$ 472,826	$ 53,121	$ 525,947

The notes to the financial statements are an integral part of this statement.

COMPONENT UNITS
Statement of Revenues, Expenses, and Changes in Fund Net Assets

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	Public Stadium	Nonmajor Component Units	**Total**
Operating Revenues:			
Charges for services	$ 852	$ 9,211	$ 10,063
Total Operating Revenues	852	9,211	10,063
Operating Expenses:			
Salaries and wages	378	3,480	3,858
Employee benefits	50	885	935
Personal services	170	493	663
Goods and services	255	2,620	2,875
Travel	10	24	34
Depreciation and amortization	18,579	123	18,702
Miscellaneous expenses	-	2	2
Total Operating Expenses	19,442	7,627	27,069
Operating Income (Loss)	(18,590)	1,584	(17,006)
Nonoperating Revenues (Expenses):			
Earnings (loss) on investments	225	1,839	2,064
Grants and Donations	-	213	213
Pass through of HUD grant	-	(213)	(213)
Sales tax	1,871	-	1,871
Interest expense	-	(467)	(467)
Total Nonoperating Revenues (Expenses)	2,096	1,372	3,468
Net Income (Loss) before Contributions	(16,494)	2,956	(13,538)
Contributions of capital	31,211	-	31,211
Change in Net Assets	14,717	2,956	17,673
Net Assets - Beginning	458,109	50,165	508,274
Net Assets - Ending	$ 472,826	$ 53,121	$ 525,947

The notes to the financial statements are an integral part of this statement.

Notes to the Financial Statements

For the Fiscal Year Ended June 30, 2003

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Note 1 - Summary of Significant Accounting Policies

The accompanying financial statements of the state of Washington have been prepared in conformity with generally accepted accounting principles (GAAP). The Office of Financial Management (OFM) is the primary authority for the state's accounting and reporting requirements. OFM has adopted the pronouncements of the Governmental Accounting Standards Board (GASB), which is the accepted standard-setting body for establishing governmental accounting and financial reporting principles nationally. For government-wide and enterprise fund reporting, the state follows only those private-sector standards issued on or before November 30, 1989, unless those pronouncements conflict with or contradict the pronouncements of the GASB. The more significant of the state's accounting policies follow.

A. Reporting Entity

In evaluating how to define the state of Washington, for financial reporting purposes, management has considered: all funds, organizations, institutions, agencies, departments, and offices that are legally part of the state (the primary government); organizations for which the state is financially accountable; and other organizations for which the nature and significance of their relationship with the state are such that exclusion would cause the state's financial statements to be misleading or incomplete.

Financial accountability is manifest when the primary government appoints a voting majority of an organization's governing body and is able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to or impose specific financial burdens on the primary government. The primary government may be financially accountable if an organization is fiscally dependent on the primary government regardless of whether the organization has a separately elected governing board, a governing board appointed by a higher level of government, or a jointly appointed board. An organization is fiscally dependent if it is unable to determine its budget without another government having the substantive authority to approve or modify that budget, to levy taxes or set rates or charges without substantive approval by another government, or to issue bonded debt without substantive approval by another government.

Based on these criteria, the following are included in the financial statements of the primary government:

STATE AGENCIES - Except as otherwise described herein, all state elected offices, departments, agencies, commissions, boards, committees, authorities, and councils (agencies) and all funds and account groups of the state are included in the primary government. Executives of these agencies are either elected, directly appointed by the Governor, appointed by a board which is appointed by the Governor, or appointed by a board which is in part appointed by the Governor.

Additionally, a small number of board positions are established by statute or independently elected. The state Legislature creates these agencies, assigns their programs, approves operational funding, and requires financial accountability. The Legislature also authorizes all bond issuances for capital construction projects for the benefit of state agencies. The legal liability for these bonds and the ownership of agency assets reside with the state.

COLLEGES AND UNIVERSITIES - The governing boards of the five state universities, the state college, and the 33 state community and technical colleges are appointed by the Governor. Each college's governing board appoints a president to function as chief administrator. The state Legislature approves budgets and budget amendments for the colleges' appropriated funds, which include the state's General Fund as well as certain capital projects funds. The state Treasurer issues general obligation debt for major campus construction projects. However, the colleges are authorized to issue revenue bonds for construction of facilities for certain revenue generating activities such as housing, dining, and parking. These revenue bonds are payable solely from and secured by fees and revenues derived from the operation of constructed facilities; the legal liability for the bonds and the ownership of the college assets reside with the state. Colleges do not have separate corporate powers and sue and are sued as part of the state with legal representation provided through the state Attorney General's Office. Since the colleges are legally part of the state, their financial operations, including their blended component units, are reported in the primary government financial statements using the fund structure prescribed by GASB, not discretely reported according to the fund structure of the American Institute of Certified Public Accountants college and university reporting model.

RETIREMENT SYSTEMS – The state of Washington, through the Department of Retirement Systems, administers seven retirement systems for public employees of the state and political subdivisions: the Public Employees' Retirement System, the Teachers' Retirement System, the School Employees' Retirement System, the Law Enforcement Officers' and Fire Fighters' Retirement System, the Washington State Patrol Retirement System, the Judicial Retirement System, and the Judges Retirement Fund. The director of the Department of Retirement Systems is appointed by the Governor.

There are two additional retirement systems administered outside of the Department of Retirement Systems. The Volunteer Fire Fighters' Relief and Pension Fund is administered through the Board for Volunteer Fire Fighters, which is appointed by the Governor. The Judicial Retirement Account is administered through the Administrator for the Courts under the direction of the Board for Judicial Administration.

The state Legislature establishes laws pertaining to the creation and administration of all public retirement systems. The participants of the public retirement systems together with the state provide funding for all costs of the systems based upon actuarial valuations. The state establishes benefit levels and approves the actuarial assumptions used in determining contribution levels.

All nine of the aforementioned retirement systems are included in the primary government's financial statements.

BLENDED COMPONENT UNIT

Blended component units are entities that are legally separate from the state but reported as if part of the state when they exist for the exclusive benefit of the state. The following is blended in the state's financial statements:

TOBACCO SETTLEMENT AUTHORITY (TSA) – The TSA was created by the Washington State Legislature in March 2002 as a public instrumentality separate and distinct from the state. It is governed by a five-member board appointed by the governor. It was created to issue bonds to securitize a portion of the state's future tobacco settlement revenue in order to generate funds for increased costs of health care, long-term care, and other programs of the state. In November 2002, the TSA issued $517 million in bonds and transferred $450 million to the state in exchange for 29.2 percent of the state's tobacco settlement revenue stream for the estimated 17-year period that the bonds remain outstanding.

DISCRETE COMPONENT UNITS

Discrete component units are entities which are legally separate from the state but which are financially accountable to the state. The following are discretely presented in the financial statements of the state in the component units column:

The WASHINGTON STATE HOUSING FINANCE COMMISSION, the WASHINGTON HIGHER EDUCATION FACILITIES AUTHORITY, the WASHINGTON HEALTH CARE FACILITIES AUTHORITY, and the WASHINGTON ECONOMIC DEVELOPMENT FINANCE AUTHORITY (financing authorities) were created by the Legislature in a way that specifically prevents them from causing the state to be liable or responsible for their acts and obligations, including, but not limited to, any obligation to pay principal and interest on financing authority bonds. The financing authorities cannot obligate the state, either legally or morally, and the state has not assumed any obligation of, or with respect to, the financing authorities.

The financing authorities are reported as discrete component units because state officials either serve on or appoint the members of the governing bodies of the authorities. The state also has the ability to influence the operations of the authorities through legislation.

Financial reports of these financing authorities may be obtained from each authority at the following addresses:

Washington Health Care Facilities Authority
410 - 11th Avenue SE, Suite 201
PO Box 40935
Olympia, WA 98504-0935

Washington State Housing Finance Commission
Washington Higher Education Facilities Authority
Washington Economic Development Finance Authority
1000 Second Avenue, Suite 2700
Seattle, WA 98104-1046

The WASHINGTON STATE PUBLIC STADIUM AUTHORITY (PSA) was created by the Legislature to acquire, construct, own, and operate a stadium, exhibition center, and parking garage. The state has budget approval authority over a majority of PSA's funding sources. Further, conditioned upon certain events occurring, the state is authorized to issue and has issued general obligation bonds to participate in the funding of project construction costs. Under statute, the state's share of the total project cost is capped at $300 million. Project costs in excess of $300 million are the responsibility of the project's private partner, First & Goal, Inc. The bonds will be repaid through new state lottery games, a state sales tax credit, extension of the local hotel/motel tax, and parking and admissions taxes

at the new facility. Financial reports of the PSA may be obtained at the following address:

Washington State Public Stadium Authority
401 Second Avenue South, Suite 520
Seattle, WA 98104-0280

B. Government-wide and Fund Financial Statements

Government-wide Financial Statements

The state presents two basic government-wide financial statements: the Statement of Net Assets and the Statement of Activities. These government-wide financial statements report information on all non-fiduciary activities of the primary government and its component units. The financial information for the primary government is distinguished between governmental and business-type activities. Governmental activities generally are financed through taxes, intergovernmental revenues, and other non-exchange revenues. Business-type activities are financed in whole or in part by fees charged to external parties for goods and services.

Statement of Net Assets – The Statement of Net Assets presents the state's non-fiduciary assets and liabilities. As a general rule, balances between governmental and business-type activities are eliminated.

Assets and liabilities are presented in a net assets format in order of liquidity. Net assets are classified into three categories:

- Invested in capital assets, net of related debt consists of capital assets, net of accumulated depreciation and reduced by outstanding balances of bonds, notes and other debt that are attributed to the acquisition, construction, or improvement of those assets.

- Restricted net assets results when constraints are placed on net asset use either by external parties or by law through constitutional provision or enabling legislation.

- Unrestricted net assets consist of net assets that do not meet the definition of the two preceding categories.

Statement of Activities - The Statement of Activities reports the extent to which each major state program is supported by general state revenues or is self-financed through fees and intergovernmental aid. For governmental activities, a major program is defined as a function. For business-type activities, a major program is an identifiable activity.

Program revenues offset the direct expenses of major programs. Direct expenses are those that are clearly identifiable within a specific function or activity. Program revenues are identified using the following criteria:

- Charges to customers for goods and services of the program. A customer is one who directly benefits from the goods or services or is otherwise directly affected by the program, such as a state citizen or taxpayer, or other governments or nongovernmental entities.

- Amounts received from outside entities that are restricted to one or more specific program. These amounts can be operating or capital in nature.

- Earnings on investments that are restricted to a specific program are also considered program revenues.

General revenues consist of taxes and other items not meeting the definition of program revenues.

Generally the effect of internal activities is eliminated. Exceptions to this rule include charges between the health insurance and workers' compensation insurance programs and various other state programs and functions. Elimination of these charges would distort the direct costs and revenues reported for the various activities involved.

Fund Financial Statements

The state uses 500 accounts that are combined into 54 rollup funds. The state presents separate financial statements for governmental funds, proprietary funds, and fiduciary funds. Major individual governmental funds and major individual proprietary funds are reported in separate columns in the fund financial statements, with nonmajor funds being combined into a single column regardless of fund type. Internal service and fiduciary funds are reported by fund type. Major funds include:

Major Governmental Funds:

- **General Fund** is the state's primary operating fund. This fund is used to account for all financial resources and transactions not required to be accounted for in other funds.

- **Higher Education Special Revenue Fund** primarily accounts for grants and contracts received for research and other educational purposes. This fund also accounts for charges for services by state institutions of higher education.

- **Higher Education Endowment Fund** is used by the state to account for gifts and bequests that the donors have specified must remain intact. Each gift is governed by various restrictions on the investment and use of the funds.

Major Enterprise Funds:

- **Workers' Compensation Fund** is used to account for the workers' compensation program that provides medical, time-loss, and disability benefit payments to qualifying individuals sustaining work-related injuries.

- **Unemployment Compensation Fund** is used to account for the unemployment compensation program. It accounts for the deposit of funds requisitioned from the Federal Unemployment Trust Fund, to provide services to eligible participants within the state, and to pay unemployment benefits.

The state includes the following governmental and proprietary fund types within nonmajor funds:

Nonmajor Governmental Funds:

- **Special Revenue Funds** are used to account for a variety of state programs including public safety and health assistance programs; natural resource and wildlife protection and management programs; the state's transportation programs which include the operation of the state's ferry system and maintenance and preservation of non-interstate highway system; K-12 school construction; and construction and loan programs for local public works projects.

- **Debt Service Funds** are used by the state to account for the accumulation of resources for, and the payment of, principal and interest on the state's general obligation bonds.

- **Capital Projects Funds** are used to account for the acquisition, construction, and remodeling of public buildings including higher education facilities.

- **Common School Permanent** Fund accounts for the principal derived from the sale of timber. Interest earned is used for the benefit of common schools.

Nonmajor Proprietary Funds:

- **Enterprise Funds** are used to account for the state's business type operations including: the health insurance program; student housing and dining, parking and bookstore operations; the state lottery; state liquor stores; the guaranteed tuition and college savings program; and the convention and trade center.

- **Internal Service Funds** are used to account for the provision of legal, motor pool, data processing, risk management, and other services by one department or agency to other departments or agencies of the state on a cost-reimbursement basis.

The state reports the following fiduciary funds:

- **Pension (and other employee benefit) Trust Funds** - are used to report resources that are required to be held in trust by the state for the members and beneficiaries of defined benefit pension plans, defined contribution pension plans, and other employee benefit plans.

- **Local Government Investment Pool (LGIP)** is used to report the external portion of LGIP, which is reported, by the state as the sponsoring government.

- **Private-Purpose Trust Funds** are used to report trust arrangements, other than pension and investment trusts, under which principal and income benefit individuals, private organizations, or other governments. Examples include administration of grants in aid for rural hospitals and unclaimed property.

- **Agency Funds** – are used to account for resources held by the state in a purely custodial capacity for other governments, private organizations or individuals.

Operating and Non-operating Revenues and Expenses – The state's proprietary funds make a distinction between operating and nonoperating revenues and expenses. Operating revenues and expenses generally result from providing goods and services directly related to the principal operations of the funds. For example, operating revenues for the state's workers' compensation and health insurance funds consist of premiums collected and investment earnings. Operating expenses consist of the claims paid to covered individuals, claims adjustment expenses, costs of commercial insurance coverage and administrative expenses. All revenues and expenses not meeting this definition are reported as nonoperating, including interest expense and investment gains and losses.

Application of Restricted/Unrestricted Resources –
When both restricted and unrestricted resources are available for use, it is the state's policy to use restricted resources first, then unrestricted resources as they are needed.

C. Measurement Focus and Basis of Accounting

For government-wide reporting purposes, the state uses the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenue in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

For fund statement reporting purposes, the state uses the current financial resources measurement focus and modified accrual basis of accounting for governmental funds. With the current financial resources measurement focus, generally only current assets and current liabilities are included on the balance sheet. Operating statements for these funds present increases (i.e., revenues and other financing sources) and decreases (i.e., expenditures and other financing uses) in net current assets.

Under the modified accrual basis of accounting, revenues are recognized when susceptible to accrual (i.e., when they become both measurable and available). "Measurable" means the amount of the transaction can be reasonably estimated. "Available" means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. Primary revenues that are determined to be susceptible to accrual include sales taxes, business and occupation taxes, motor fuel taxes, federal grants-in-aid, and charges for services.

Revenues from property taxes are determined to be available if collected within 60 days. Revenue for timber cutting contracts is accrued when the timber is harvested. Revenues from licenses, permits, and fees are recognized when received in cash. Revenues related to expenditure driven grant agreements are recognized when the qualifying expenditures are made. All other accrued revenue sources are determined to be available if collectible within 12 months.

Property taxes are levied in December for the following calendar year. The first half-year collections are due by April 30, and the second half-year collections are due by October 31. Since the state is on a fiscal year ending June 30, the first half-year collections are recognized as revenue, if collected within 60 days of the fiscal year end. The second half-year collections are recognized as receivables offset by deferred revenue. The lien date on property taxes is January 1 of the tax levy year.

Under modified accrual accounting, expenditures are recognized when the related fund liability is incurred. Exceptions to the general modified accrual expenditure recognition criteria include unmatured interest on general long-term obligations which is recognized when due, and certain compensated absences and claims and judgments which are recognized when the obligations are expected to be liquidated with expendable available financial resources.

The state reports deferred revenues on its governmental fund balance sheet. Deferred revenues arise when a potential revenue does not meet both the "measurable" and the "available" criteria for revenue recognition in the current period. Deferred revenues also arise when resources are received by the state before it has a legal claim to them, such as when grant monies are received prior to the incurrence of qualifying expenditures.

All proprietary and trust funds are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operations of these funds are included on the statement of net assets. Operating statements present increases (i.e., revenues) and decreases (i.e., expenses) in net assets. Net assets are presented as 1) invested in capital assets, net of related debt, 2) restricted and 3) unrestricted.

All proprietary and trust funds are reported using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized when incurred.

D. General Budgetary Policies and Procedures

The legal level of budgetary control is at the fund/account, agency, and appropriation level, with administrative controls established at lower levels of detail in certain instances. The accompanying budgetary schedules presented as Required Supplementary Information (RSI) are not presented at the legal level of budgetary control. This is due to the large number of appropriations within individual agencies that would make such a presentation in the accompanying financial schedules extremely cumbersome. Section 2400.121 of the GASB Codification of Governmental Accounting and Financial Reporting Standards provides for the preparation of a separate report in these extreme cases. For the state of Washington, a separate report has been prepared for the 2001-2003 Biennium to illustrate legal budgetary compliance. Appropriated budget versus actual expenditures, and estimated versus actual revenues and other financing sources (uses) for appropriated funds at agency and appropriation level are presented in Report CAF1054 for governmental funds. A copy of this report is available at the Office of Financial Management, 6639 Capitol Boulevard, PO Box 43113, Olympia, Washington 98504-3113. For additional budgetary information, please refer to the notes to RSI presented later in this report.

E. Cash and Investments

Investments of surplus or pooled cash balances are reported on the accompanying Statements of Net Assets, Balance Sheets and Statements of Cash Flows as "Cash and Pooled Investments." The Office of the State Treasurer invests state treasury cash surpluses where funds can be disbursed at any time without prior notice or penalty. As a result, the cash balances of funds with surplus pooled balances are not reduced for these investments. For reporting purposes, pooled cash is stated at fair value or amortized cost, which approximates fair value. For the purposes of the Statement of Cash Flows, the state considers cash and short-term, highly-liquid investments, that are both readily convertible to cash and are so near their maturity dates that they present insignificant risk of changes in value because of changes in interest rates, to be cash equivalents.

The method of accounting for noncurrent investments varies depending upon the fund classification. Investments in the state's Local Government Investment Pool (LGIP), an external investment pool operated in a manner consistent with the SEC's Rule 2a-7 of the Investment Company Act of 1940, are reported at amortized cost. 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, phone number (360) 902-9000 or TTY (360) 902-8963.

All other noncurrent investments are reported at fair value. The fair value of investments is based on published market prices and quotations from major investment brokers at current exchange rates, as available. Privately held mortgages have been valued at cost which approximates fair market value. The fair value of real estate investments has been estimated based on independent appraisals. Venture capital and leveraged buy-out investments are determined by independent investment advisors based on analysis of the audited financial statements of the underlying partnerships. For information on derivative financial instruments utilized by the state, refer to Note 3.

F. Receivables

Receivables in the state's governmental funds consist primarily of tax and federal revenues. Receivables in all other funds have arisen in the ordinary course of business. Receivables are recorded when either the asset or revenue recognition criteria (refer to Note 1.C) have been met. All receivables are reported net of an allowance for accounts estimated to be uncollectible.

For government-wide reporting purposes, amounts recorded as interfund/interagency receivables and payables are eliminated in the governmental and business-type activities columns on the Statement of Net Assets, except for the net residual balance that is reported as "internal balances." Amounts recorded in governmental and business-type activities as due to or from fiduciary funds have been reported as due to or from other governments.

G. Inventories

Consumable inventories, consisting of expendable materials and supplies held for consumption, are reported in the state's financial statements if the annual balance on hand within an agency is estimated to be $25,000 or more. Consumable inventories are generally valued at cost using the first-in, first-out method. Donated consumable inventories are recorded at fair market value. Food stamps on hand are recorded at face value.

Merchandise inventories are generally valued at cost using the first-in, first-out method. All merchandise inventories are considered reportable for financial statement purposes.

For governmental activities, inventories are recorded using the consumption method. For business-type activities, inventories are expensed when used or sold.

For governmental fund reporting, inventory balances are also recorded as a reservation of fund balance indicating that they do not constitute "available spendable resources" except for $54 thousand in food stamps and $4.7 million in federally donated consumable inventories, both of which are offset by deferred revenues because they do not constitute a fund resource until issued or consumed.

H. Capital Assets

Except as noted below, it is the state's policy to capitalize all land; all additions and improvements to the state highway system; infrastructure, other than the state highway system, with a cost of $100,000 or greater; and all other capital assets with a unit cost of $5,000 or greater.

Art collections, library reserve collections, and museum and historical collections, that are considered inexhaustible in that their value does not diminish over time, are not capitalized by the state if all of the following conditions are met:

- The collection is held for public exhibition, education or research in furtherance of public service, rather than financial gain.
- The collection is protected, kept unencumbered, cared for, and preserved.

- The collection is subject to policy requirements that the proceeds from sales of collection items be used to acquire other items for the collection.

Capital assets acquired by capital leases with a net present value or fair market value, whichever is less, of less than $10,000 are not capitalized.

Purchased capital assets are valued at cost where historical records are available and at estimated historical cost where no historical records exist. Capital asset costs include the purchase price plus those costs necessary to place the asset in its intended location and condition for use. Normal maintenance and repair costs that do not materially add to the value or extend the life of the state's capital assets are not capitalized.

Donated capital assets are valued at their estimated fair market value on the date of donation, plus all appropriate ancillary costs. When the fair market value is not practically determinable due to lack of sufficient records, estimated cost is used. Where necessary, estimates of original cost and fair market value are derived by factoring price levels from the current period to the time of acquisition.

The value of assets constructed by agencies for their own use includes all direct construction costs and indirect costs that are related to the construction. In proprietary and trust fund type accounts, net interest costs (if material) incurred during the period of construction are capitalized.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Generally, estimated useful lives are as follows:

Buildings & building components	5-50 years
Furnishings, equipment & collections	5-50 years
Other improvements	3-50 years
Infrastructure	20-50 years

The cost and related accumulated depreciation of capital assets retired from service, or disposed of, are removed from the accounting records.

The state capitalizes the state highway system as a network but does not depreciate it since the system is being preserved approximately at or above a condition level established by the state. That condition level is documented and disclosed. Additionally, the highway system is managed using an asset management system that includes:

- Maintenance of an up-to-date inventory of system assets,
- Performance of condition assessments of the assets at least every three years with summarization of the results using a measurement scale, and
- Annual estimation of the amount to maintain and preserve the assets at the condition level established and disclosed.

All state highway system expenditures that preserve the useful life of the system are expensed in the period incurred. Additions and improvements that increase the capacity or efficiency of the system are capitalized. This approach of reporting condition instead of depreciating the highway system is called the Modified Approach.

For government-wide financial reporting purposes, capital assets of the state are reported as assets in the applicable governmental or business-type activities column on the Statement of Net Assets. Depreciation expense related to capital assets is also reported in the Statement of Activities. Capital assets and the related depreciation expense are also reported in the proprietary fund financial statements.

For governmental fund reporting, capital assets are not reported on the balance sheet. Instead, capital acquisitions and construction are reflected as expenditures in the year acquired. No depreciation is reported.

I. Compensated Absences

State employees accrue vested annual leave at a variable rate based on years of service. In general, accrued annual leave cannot exceed 30 days at the employee's anniversary date.

Employees accrue sick leave at the rate of one day per month without limitation on the amount that can be accumulated. Sick leave is not vested; i.e., the state does not pay employees for unused sick leave upon termination except upon employee death or retirement. At death or retirement, the state is liable for 25 percent of the employee's accumulated sick leave. In addition, the state has a "sick leave buyout option" in which each January, employees who accumulate sick leave in excess of 60 days may redeem sick leave earned but not taken during the previous year at the rate of one day's pay in exchange for each four days of sick leave.

It is the state's policy to liquidate unpaid compensated absence leave outstanding at June 30 with future resources rather than advance funding it with currently available expendable financial resources.

For government-wide reporting purposes, the state reports compensated absence obligations as liabilities in the applicable governmental or business-type activities columns on the Statement of Net Assets.

For fund statement reporting purposes, governmental funds recognize an expenditure for annual and sick leave when it is paid. Proprietary and trust funds recognize the expense and accrue a liability for annual leave and estimated sick leave buyout, including related payroll taxes and benefits as applicable, as the leave is earned.

J. Long-Term Liabilities

In the government-wide and proprietary fund financial statements, long-term obligations of the state are reported as liabilities on the Statement of Net Assets. Bonds payable are reported net of applicable premium or discount. When material, bond premiums, discounts, and issue costs are deferred and amortized over the life of the bonds.

For governmental fund financial statements, the face amount of debt issued is reported as other financing sources. Premiums and discounts on debt issuance are also reported as other financing sources and uses respectively. Issue costs are reported as debt service expenditures.

K. Fund Equity

In the fund financial statements, governmental funds report the difference between fund assets and fund liabilities as "Fund Balance." Reserved fund balance represents that portion of fund balance that is: (1) not available for appropriation or expenditure, and/or (2) legally segregated for a specific future use. Unreserved, designated fund balance indicates tentative plans for future use of financial resources. Unreserved, undesignated fund balance represents the amount available for appropriation.

L. Insurance Activities

Workers' Compensation

The state of Washington's workers' compensation program is established by Title 51 RCW. The statute requires all employers to insure payment of benefits for job related injuries and diseases through the Workers' Compensation Fund or through self-insurance. Direct private insurance is not authorized, although self-insurers are permitted to reinsure up to 80 percent of their obligations through private insurers.

The Workers' Compensation Fund, an enterprise fund, is used to account for the workers' compensation program which provides time-loss, medical, disability, and pension payments to qualifying individuals sustaining work-related injuries. The main benefit plans of the workers' compensation program are funded based on rates that will keep these plans solvent in accordance with recognized actuarial principles. The supplemental pension cost-of-living adjustments (COLA) granted for time-loss and disability payments, however, are funded on a pay-as-you-go basis. By statute, the state is only allowed to collect enough revenue to fund the current COLA payments.

Premiums are based on individual employers' reported payroll hours and insurance rates based on each employer's risk classification(s) and past experience. In addition to its regular premium plans, the Workers' Compensation Fund offers a retrospective premium rating plan under which premiums are adjusted annually for up to four years following the plan year based on individual employers' loss experience. Initial adjustments to the standard premiums are paid to or collected from the employers approximately ten months after the end of each plan year.

The Workers' Compensation Fund establishes claims liabilities based on estimates of the ultimate cost of claims (including future claims adjustment expenses) that have been reported but not settled, and of claims that have been incurred but not reported (IBNR). The length of time for which such costs must be estimated varies depending on the coverage involved. Because actual claims costs depend on such complex factors as inflation, changes in doctrines of legal liabilities, claims adjudication, and judgments, the process used in computing claims liabilities does not necessarily result in an exact amount. Claims liabilities are recomputed periodically using a variety of actuarial and statistical techniques to produce current estimates that reflect recent settlements, claim frequency, and other economic, legal, and social factors. A provision for inflation in the calculation of estimated future claim costs is implicit in the calculation because reliance is placed both on actual historical data that reflect past inflation and on other factors that are considered to be appropriate modifiers of past experience. Adjustments to claims liabilities are charged or credited to expense in the periods in which they are made.

Risk Management

Washington State operates a risk management liability program pursuant to RCW 4.92.130. The state manages its tort claims as an insurance business activity rather than a general governmental activity. The state's policy is generally not to purchase commercial insurance for the risk of losses to which it is exposed. Instead, the state management believes it is more economical to manage its risks internally and set aside assets for claims settlement in the Risk Management Fund, an internal service fund. A limited amount of commercial insurance is purchased for employee bonds and to limit the exposure to catastrophic losses. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three fiscal years. Otherwise, the risk management liability program services all claims against the state for injuries and property damage to third parties. The majority of state funds and agencies participate in the risk management

liability program in proportion to the anticipated exposure to liability losses.

Health Insurance

The state of Washington administers and provides medical, dental, basic life, and long-term disability insurance coverage for eligible state employees. In addition, the state offers coverage to K-12 school districts, educational service districts, political subdivisions and employee organizations representing state civil service workers. The state establishes eligibility requirements and approves plan benefits of all participating health care organizations.

The state's share of the cost of coverage for state employees is based on a per capita amount determined annually by the Legislature and allocated to state agencies. The Health Care Authority, as administrator of the health care benefits program, collects this monthly "premium" from agencies for each active employee enrolled in the program. State employees self-pay for coverage beyond the state's contribution. Cost of coverage for non-state employees is paid by their respective employers. Most coverage is also available on a self-paid basis to eligible retirees, former employees, and employees who are temporarily not in pay status.

The state secures commercial insurance for certain coverage offered, but self-insures the risk of loss for the Uniform Medical Plan. Thirty-two percent of eligible subscribers were enrolled in the Uniform Medical Plan in Fiscal Year 2003. Claims are paid from premiums collected, and claims adjudication is contracted through a third-party administrator. Considerations in calculating liabilities include frequency of claims, administrative costs, industry inflation trends, advances in medical technology, and other social and economic factors. Liabilities include an amount for claims incurred but not reported.

M. Interfund/Interagency Activities

The state engages in two major categories of interfund/interagency activity: reciprocal and nonreciprocal.

Reciprocal interfund/interagency activity is the internal counterpart to exchange and exchange-like transactions and includes both interfund loans and services provided and used. Nonreciprocal activity is nonexchange in nature and includes both transfers and reimbursements.

N. Donor-restricted Endowments

The state reports endowments in higher education endowment permanent accounts. These accounts are established outside of the state treasury for use by the higher education institutions. State law permits the governing boards of the institutions to appropriate for expenditure as much of the net appreciation, realized and unrealized, in the fair value of the assets of an endowment fund as is deemed prudent under the facts and circumstances prevailing at the time.

Generally, the institutions use a five percent spending rate policy for authorizing and spending investment income.

The net appreciation available for authorization for expenditure by the governing board totaled $79.1 million and is reported in the nonexpendable portion of the reserve for permanent funds.

Note 2 - Accounting and Reporting Changes

Fund equity at July 1, 2002, has been restated as follows (expressed in thousands):

	Fund equity at June 30, 2002, as previously reported	Fund Reclassification	Fund equity as restated, July 1, 2002
Governmental Funds:			
General	$ 1,337,558	-	$ 1,337,558
Higher Education Special Revenue	695,988	125,388	821,376
Higher Education Endowment	1,690,167	-	1,690,167
Nonmajor Governmental	3,408,277	17,174	3,425,451
Proprietary Funds:			
Enterprise Funds:			
Workers' Compensation	(6,064,485)	-	(6,064,485)
Unemployment Compensation	1,887,906	-	1,887,906
Nonmajor Enterprise Funds	1,002,108	-	1,002,108
Internal Service Funds:			
Nonmajor Internal Service Funds	(37,213)	-	(37,213)
Fiduciary Funds:			
Private Purpose Trust	202,413	(146,656)	55,757
Local Government Investment Pool	5,415,415	-	5,415,415
Pension and Other Employee Benefit Plans	41,358,692	-	41,358,692
Component Units:			
Public Stadium	458,109	-	458,109
Nonmajor Component Units	50,165	-	50,165

Fund Reclassification – The state implemented the provisions of GASB Statement No. 34 and No. 37 for Fiscal Year 2002 financial reporting purposes. During Fiscal Year 2003, it was discovered that certain accounts were misclassified as private-purpose trusts. As a result, certain beginning fund balances were required to be restated to effect proper fund classification.

Note 3 - Deposits and Investments

As of June 30, 2003, the carrying amount of Washington's cash and investments was $68.7 billion. Total cash and investments at fiscal year-end amounted to $68.9 billion, including cash from outstanding checks and warrants. Of this amount, cash on hand amounted to $50.7 million, deposits with financial institutions amounted to $1.4 billion, and deposits in the federal Unemployment Trust Fund amounted to $1.1 billion. The remaining $66.4 billion represented the total carrying amount of investments.

Deposits by type, at June 30, 2003, are as follows (expressed in thousands):

Type of Deposit	Carrying Amount	Bank Balance	Insured/ Collateralized	Uninsured/ Uncollateralized
Demand deposits	$ 142,781	$ 277,218	$ 276,745	$ 473
Certificates of deposit	990,044	990,044	990,042	2
Cash with fiscal and escrow agents	173,418	109,622	81,757	27,865
Total Deposits	$ 1,306,243	$ 1,376,884	$ 1,348,544	$ 28,340

DEPOSITS - At fiscal year end, 97.7 percent of the state's deposits with financial institutions were either insured or collateralized, with the remainder uninsured/uncollateralized. The Federal Deposit Insurance Corporation (FDIC) covers the state's insured deposits. The Washington Public Deposit Protection Commission (PDPC) provides collateral protection. The PDPC (established under Chapter 39.58 of the Revised Code of Washington) constitutes a multiple financial institution collateral pool. Pledged securities under the PDPC collateral pool are held by the PDPC's agent in the name of the collateral pool.

INVESTMENTS - The State Investment Board, the Office of the State Treasurer, and the University of Washington manage approximately 97.4 percent of the state's investing activity. Management responsibilities and investment instruments as authorized by statute follow:

STATE INVESTMENT BOARD (SIB) - Statute designates SIB as having investment management responsibility for pension funds, the Workers' Compensation Fund, permanent funds (established at statehood), and other specific funds. Pursuant to statute (Chapter 43.33A RCW) and SIB policy, SIB is authorized and invests in the following: Treasury Bills; discount notes; repurchase agreements; reverse repurchase agreements; banker's acceptances; commercial paper; guaranteed investment contracts; U.S. government and agency (government sponsored corporations eligible for collateral purposes at the Federal Reserve) securities; nondollar bonds; investment grade corporate bonds; publicly traded mortgage-backed securities; privately placed mortgages; private placements of corporate debt; U.S. and foreign common stock; U.S. preferred stock; convertible securities; private equity including but not limited to investment corporations, partnerships, and limited liability companies for venture capital, leveraged buy-outs, real estate, or other forms of private equity; asset backed securities; and derivative securities including futures, options, options on futures, forward contracts, and swap transactions.

The SIB is authorized to utilize various derivative financial instruments, including mortgage-backed securities, financial futures, forward contracts, interest rate and equity swaps, and options, to manage its exposure to fluctuations in interest and currency rates while increasing portfolio returns. Derivative transactions involve, to varying degrees, market and credit risk. SIB mitigates market risks arising from derivative transactions by requiring collateral in cash and investments to be maintained equal to the securities positions outstanding, and thereby prohibiting the use of leverage or speculation. Credit risks arising from derivative transactions are mitigated by selecting and monitoring creditworthy counterparties and collateral issuers.

Consistent with the SIB authority to invest in derivatives, international active equity managers may make limited investment in financial futures, forward contracts, or other derivative securities to manage exposure to currency rate risk and equitize excess cash holdings. No such derivative securities were held as of June 30, 2003. Domestic and foreign passive equity index fund managers may also utilize various derivative securities to manage exposure to risk and increase portfolio returns. Information on the extent of the use, and holdings of derivative securities by passive equity index fund managers is unavailable. At June 30, 2003, the only derivative securities held directly by SIB were collateralized mortgage obligations (CMO's) of $3.3 billion.

State law and Board policy permit the SIB to participate in securities lending transactions. The Board has entered into agreements with State Street Corporation (SSC) to act as agent for the SIB in securities lending transactions. As SSC is the custodian bank for the SIB, it is a counterparty to securities lending transactions. Therefore, all cash collateral reinvested by SSC is reflected as Category 3 for custodial credit risk disclosure purposes.

Securities were loaned and collateralized by the SIB's agents with cash and U.S. government securities (exclusive of mortgage backed securities and letters of credit), and irrevocable letters of credit. When the loaned securities were denominated in United States dollars, or were securities whose primary trading market was located in the United States, or were sovereign debt that was issued by foreign governments, the collateral requirement was 102 percent of the market value of the securities loaned. When the loaned securities were not denominated in United States dollars or were securities whose primary trading market was not located in the United States, the collateral requirement was 105 percent of the market value of the loaned securities. The collateral held and market value of securities on loan at June 30, 2003 approximated $3.1 and $3.0 billion, respectively.

During Fiscal Year 2003, securities lending transactions could be terminated on demand by either the SIB or the borrower. The average term of overall loans was 45 days.

Cash collateral was invested by the SIBs agents in securities issued or guaranteed by the U.S. government, the SIBs short-term investment pool (average weighted maturity of 358 days), or term loans. Because the securities lending agreements were terminable at will, their duration did not generally match the duration of the investments made with the cash collateral. Noncash collateral could not be pledged or sold absent borrower default. There are no restrictions on the amount of securities that can be lent.

Securities were loaned with the agreement that they could be returned in the future for exchange of the collateral. SSC indemnified the SIB by agreeing to purchase replacement securities or return the cash collateral in the event a borrower failed to return the loaned securities or pay distributions thereon. SSC responsibilities included performing appropriate borrower and collateral investment credit analyses, demanding adequate types and levels of collateral, and complying with applicable federal regulations concerning securities lending.

During Fiscal Year 2003, there were no significant violations of legal or contractual provisions nor failures by any borrower to return loaned securities or to pay distributions thereon. Further, the SIB incurred no losses during Fiscal Year 2003 resulting from a default by either the borrowers or the securities lending agents.

The SIB has entered into a number of agreements that commit the state, upon request, to make additional investment purchases up to a stated amount. As of June 30, 2003, the state had the following unfunded investment commitments (expressed in thousands):

Private equity partnerships	$ 5,178,999
Real estate	888,552

OFFICE OF THE STATE TREASURER (OST) - The OST operates the state's Cash Management Account for investing cash in excess of daily requirements. Statute authorizes the OST to buy and sell the following types of instruments: U.S. government and agency securities, banker's acceptances, commercial paper, and certificates of deposit with qualified public depositories. Securities underlying repurchase and reverse repurchase agreements are limited to those stated above.

State statutes permit the OST to lend its securities to broker-dealers and other entities with a simultaneous agreement to return the collateral for the same securities in the future. The OST, which has contracted with a lending agent to lend securities, earns a fee for this activity. The OST lending agent lends U.S. Government and U.S. Agency securities and receives collateral, which can be in the form of cash or other securities. The collateral, which must be valued at 102 percent of the fair value of the loaned securities, is priced daily and, if necessary, action is taken to maintain the collateralization level at 102 percent. The cash is invested by the lending agent in repurchase agreements or money market instruments, in accordance with investment guidelines approved by the OST. The securities held as collateral and the securities underlying the cash collateral are held by the custodian. The contract with the lending agent requires them to indemnify the OST if the borrowers fail to return the securities (and if the collateral is inadequate to replace the securities lent) or if the borrower fails to pay the OST for income distribution by the securities' issuers while the securities are on loan. The OST cannot pledge or sell collateral securities received unless the borrower defaults.

At June 30, 2003, securities on loan approximated $383 million. All OST securities on loan were collateralized by cash and other securities and are classified in the schedule of custodial credit risk according to the category for the collateral received on the securities lent. On June 30, 2003, the average life of both the loans and the investment of cash received as collateral was one day.

The OST investment policy requires that any securities on loan be made available by the lending agent for next day liquidity at the option of the OST. During Fiscal Year 2003, the OST had no credit risk exposure to

borrowers because the amounts owed to the borrowers exceeded the amounts the borrowers owed the OST. There were no violations of legal or contractual provisions or any losses resulting from a default of a borrower or lending agent during the fiscal year.

Repurchase agreements are collateralized at 102 percent. The collateral is priced daily and held by the OST's custodian in the state's name. Collateral for mortgage-backed repurchase agreements with a maturity date longer than seven days will be priced at 105 percent of fair value, plus accrued interest. Collateralized Mortgage Obligations (CMO) used as collateral for repurchase agreements must pass the Federal Financial Institutions Examination Council (FFIEC) test, or not exceed a volatility rating of V-5 by Fitch Investor Services, or a similar rating of a nationally recognized rating agency.

State law also permits the OST to enter into reverse repurchase agreements, which are, by contract, sales of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest. The fair value of the securities pledged as collateral by the OST underlying the reverse repurchase agreements normally exceeds the cash received, providing the dealers a margin against a decline in the fair value of the securities. If the dealers default on their obligations to resell these securities to the OST or to provide equal value in securities or cash, the OST would suffer an economic loss equal to the differences between the fair value plus accrued interest of the underlying securities and the agreement obligation, including accrued interest. The OST investment policy limits the amount of reverse repurchase agreements to 30 percent of the total portfolio. During the fiscal year, the OST did not enter into any reverse repurchase agreements and there were no obligations under reverse repurchase agreements outstanding at year-end.

UNIVERSITY OF WASHINGTON – The University's investment policies permit it to lend its securities to broker-dealers and other entities with a simultaneous agreement to return the collateral for the same securities in the future. The University's custodian lends securities of the type on loan at year-end for collateral in the form of cash or other securities. U.S. securities are loaned verses collateral valued at 102 percent of the fair value of the securities plus any accrued interest. Non-U.S. securities are loaned versus collateral valued at 105 percent of the fair value of the securities plus any accrued interest. At year-end, the University has no credit risk exposure to borrowers because the amounts the University owes the borrowers exceed the amounts the borrowers owe the University. The contract with the custodian requires it to indemnify the University if the borrowers fail to return the securities (and if the collateral is inadequate to replace the securities lent) or fail to pay the University for income distributions by the securities' issuers while the securities are on loan. Either the University or the borrower can terminate all securities loans on demand, although the average term of overall loans is ten days. Cash collateral is invested in a short-term investment pool. The relationship between the maturities of the investment pool and the University's loans is affected by the maturities of the securities loans made by other entities that use the custodian's pool, which the University cannot determine. Non-cash collateral cannot be sold unless the borrower defaults. Securities on loan at June 30, 2003, totaled $453 million.

The University's investments include certain derivative instruments and structured notes that derive their value from a security, asset, or index. Such investments are governed by the University's Investment Policies and Guidelines, which effectively constrain their use by establishing (a) duration parameters which limit price sensitivity to interest rate fluctuations (market risk), (b) minimum quality ratings at both the security and portfolio level, and (c) a market index as a performance benchmark.

INVESTMENT ACTIVITY - The state's investments are categorized below per GASB Statement No. 3 to give an indication of the level of risk assumed at year-end. Category 1 includes investments that are insured, registered, or held by the state or its agent in the state's name. Category 2 includes uninsured and unregistered investments that are held by the counterparties' trust departments or agents in the state's name. Category 3 includes uninsured and unregistered investments held by counterparties, or their trust departments or agents, but not in the state's name.

Investments at June 30, 2003, by investment type, are listed below (expressed in thousands):

	Carrying Amount by GASB Categories				
Investment Type	**1**	**2**	**3**	**Carrying Amount**	**Fair Value**
Corporate bonds	$ 8,497,946	$ 518	$ -	$ 8,498,464	$ 8,498,464
Corporate stocks	2,414,857	610	-	2,415,467	2,415,467
U.S. government securities	1,961,217	-	-	1,961,217	1,961,205
Government securities	2,417,181	-	-	2,417,181	2,417,181
Collateralized mortgage obligations	3,335,845	-	-	3,335,845	3,335,844
Repurchase agreements	2,165,740	-	-	2,165,740	2,165,740
Asset backed securities	256,860	-	243,853	500,713	500,718
Commercial paper	2,547	-	-	2,547	2,547
Discount notes	4,196,343	-	-	4,196,343	4,196,343
Bankers' acceptances	5,055	-	-	5,055	5,055
Municipal bonds	19,908	-	-	19,908	19,930
Variable rate notes	-	-	2,417,517	2,417,517	2,417,517
Negotiable certificates of deposit	-	-	325,860	325,860	325,860
Other	2,460	-	-	2,460	2,460
	$ 25,275,959	$ 1,128	$ 2,987,230	28,264,317	28,264,331
Mutual funds				4,413,054	4,413,054
Mortgages				1,560,565	1,560,565
Real estate				3,641,565	3,641,565
Private equity				5,902,436	5,902,436
Guaranteed investment contracts				544,107	544,107
Investments held by broker-dealers under securities lending programs:					
U.S. government securities				3,376,415	3,376,415
U.S. agency securities				465,823	465,823
Other investments				516,481	516,481
Commingled investment funds					
Foreign				3,402,501	3,402,501
Domestic				14,156,161	14,156,161
Other investment types				139,931	139,931
Total Investments				$ 66,383,356	$ 66,383,370

Note 4 - Receivables and Deferred Revenues

A. Governmental Funds

Taxes Receivable

Taxes receivable at June 30, 2003, consisted of the following (expressed in thousands):

Taxes Receivable	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
Property	$ 788,866	$ -	$ -	$ 728	$ 789,594
Sales	1,228,327	-	-	22,659	1,250,986
Business and occupation	386,500	-	-	-	386,500
Estate	19,968	-	-	-	19,968
Fuel	-	-	-	967	967
Other	50,197	-	-	70,334	120,531
Subtotals	2,473,858	-	-	94,688	2,568,546
Less: Allowance for uncollectible receivables	94,614	-	-	125	94,739
Total Taxes Receivable	$ 2,379,244	$ -	$ -	$ 94,563	$ 2,473,807

Other Receivables

Other receivables at June 30, 2003, consisted of the following (expressed in thousands):

Other Receivables	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
Public assistance	$ 1,128,713	$ -	$ -	$ -	$ 1,128,713
Accounts receivable	13,922	87,615	783	56,482	158,802
Interest	-	8,027	8,272	4,195	20,494
Loans	14	121,228	-	222,423	343,665
Long-term contracts	5,377	-	9,316	114,866	129,559
Miscellaneous	9,637	69,595	8,049	12,514	99,795
Subtotals	1,157,663	286,465	26,420	410,480	1,881,028
Less: Allowance for uncollectible receivables	921,300	15,997	74	20,369	957,740
Total Other Receivables	$ 236,363	$ 270,468	$ 26,346	$ 390,111	$ 923,288

Note: Public assistance receivables mainly represent amounts owed the state as a part of the Support Enforcement Program at the Department of Social and Health Services for the amounts due from persons required to pay support for individuals currently on state assistance, and have a low realization expectation. Accordingly, the receivable is offset by a large allowance for uncollectible receivables.

Deferred Revenues

Deferred revenues at June 30, 2003, consisted of the following (expressed in thousands):

Deferred Revenues	General Fund	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Total
Property taxes	$ 768,263	$ -	$ -	$ -	$ 768,263
Other taxes	336,087	-	-	19	336,106
Timber sales	5,377	-	9,316	110,336	125,029
Charges for services	7,735	44,273	-	13,310	65,318
Food stamps	54	-	-	-	54
Donable goods	4,734	-	-	-	4,734
Miscellaneous	38,657	101,712	19	343,239	483,627
Total Deferred Revenues	$ 1,160,907	$ 145,985	$ 9,335	$ 466,904	$ 1,783,131

B. Proprietary Funds

Taxes Receivable

Taxes receivable at June 30, 2003, consisted of $4.1 million in liquor taxes reported in Nonmajor Enterprise Funds.

Other Receivables

Other receivables at June 30, 2003, consisted of the following (expressed in thousands):

	Business-Type Activities Enterprise Funds				Governmental Activities
Other Receivables	Workers' Compensation	Unemployment Compensation	Nonmajor Enterprise Funds	**Total**	Internal Service Funds
Accounts receivable	$ 65,454	$ -	$ 197,625	$ 263,079	$ 5,467
Interest	94,891	-	2,345	97,236	332
Loans	-	-	4	4	-
Miscellaneous	489,064	486,048	7,054	982,166	31
Subtotals	649,409	486,048	207,028	1,342,485	5,830
Less: Allowance for uncollectible receivables	50,526	80,931	56,770	188,227	187
Total Other Receivables	$ 598,883	$ 405,117	$ 150,258	$ 1,154,258	$ 5,643

Deferred Revenues

Deferred revenues at June 30, 2003, consisted of the following (expressed in thousands):

	Business-Type Activities Enterprise Funds				Governmental Activities
Deferred Revenues	Workers' Compensation	Unemployment Compensation	Nonmajor Enterprise Funds	**Total**	Internal Service Funds
Charges for services	$ -	$ -	$ 5,370	$ 5,370	$ 686
Miscellaneous	14,824	-	25,319	40,143	34
Total Deferred Revenues	$ 14,824	$ -	$ 30,689	$ 45,513	$ 720

C. Fiduciary Funds

Other Receivables

Other receivables at June 30, 2003, consisted of the following (expressed in thousands):

Other Receivables	Private-Purpose Trust	Local Government Investment Pool	Pension and Other Employee Benefit Plans	Agency Funds
Accounts receivable	$ -	$ -	$ 2,851	$ 9,632
Interest	34	4,516	111,180	7,465
Loans	60	-	-	17
Miscellaneous	4,272	-	26,673	33,295
Subtotals	4,366	4,516	140,704	50,409
Less: Allowance for uncollectible receivables	45	-	129	340
Total Other Receivables	$ 4,321	$ 4,516	$ 140,575	$ 50,069

Deferred Revenues

Deferred revenues recorded in Private-Purpose Trust funds at June 30, 2003, consisted of $564 thousand related to charges for services and $1.3 million related to other miscellaneous revenues.

Note 5 - Interfund Balances and Transfers

A. Interfund Balances

The following balances at June 30, 2003, represent due from and due to balances among all funds and state agencies (expressed in thousands):

	Due From									
Due To	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Workers' Compensation	Unemployment Compensation	Nonmajor Enterprise Funds	Internal Service Funds	Fiduciary Funds	Totals
General	$ 83,762	$ 8,151	$ -	$ 95,824	$ 47	$ 1	$ 986	$ 460	$ 14,181	$ 203,412
Higher Educ. Special Revenue	28,836	19,088	-	9,442	169	-	43,923	4,653	23,886	129,997
Higher Education Endowment	-	-	-	-	-	-	-	-	194	194
Nonmajor Governmental Funds	142,611	5,269	2,223	78,178	159	-	11,877	1,382	17,795	259,494
Workers' Compensation	140	5	-	22	2,006	-	-	78	153	2,404
Unemployment Compensation	2,248	1,580	-	758	-	-	-	-	251	4,837
Nonmajor Enterprise Funds	9,811	2,736	-	1,146	-	-	42,072	238	5,359	61,362
Internal Service Funds	15,641	807	-	17,480	4,360	-	12,635	9,351	617	60,891
Fiduciary Funds	319,552	2,578	172,644	14,774	-	-	9,131	1,378	272,539	792,596
Totals	$ 602,601	$ 40,214	$ 174,867	$ 217,624	$ 6,741	$ 1	$ 120,624	$ 17,540	$ 334,975	$ 1,515,187

All interfund balances are expected to be paid within one year from the date of the financial statements. These balances resulted from the time lag between the dates that (1) interfund goods and services were provided and when the payments occurred, and (2) interfund transfers were accrued and when the liquidations occurred.

B. Interfund Transfers

Interfund transfers as reported in the financial statements reflect transfers between agencies and accounts reported within the same fund.

Net transfers between funds for the year ended June 30, 2003, consisted of the following (expressed in thousands):

	Transferred To								
Transferred From	General Fund	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Workers Compensation Fund	Nonmajor Enterprise Funds	Internal Service Funds	Private Purpose Funds	Total
General Fund	$ 2	$ 7,887	$ -	$ 708,249	$ -	$ -	$ 9,592	$ 2,232	$ 727,962
Higher Educ. Special Revenue	-	64,120	50	136,776	-	19,672	2,375	17,939	240,932
Higher Education Endowment	-	56,564	11	29,510	-	7	-	2,515	88,607
Nonmajor Governmental Funds	508,638	16,495	1,456	547,419	-	14,802	-	5	1,088,815
Workers' Compensation Fund	-	-	-	5,490	329,126	-	-	-	334,616
Nonmajor Enterprise Funds	42,601	26,166	-	578,901	-	125,013	52	16,287	789,020
Internal Service Funds	-	2,792	-	2,892	-	20	421,911	-	427,615
Private Purpose Funds	36,749	2,203	171	-	-	16,254	2	6,966	62,345
Total	$ 587,990	$ 176,227	$ 1,688	$ 2,009,237	$ 329,126	$ 175,768	$ 433,932	$ 45,944	$ 3,759,912

Transfers are used to 1) move revenues from the fund that statute requires to collect them to the fund that statute requires to expend them, 2) move receipts designated for debt service from the funds collecting the receipts to the debt service fund as debt service payments become due, 3) move unrestricted revenues collected in the General Fund to finance various programs accounted for in other funds in accordance with budgetary authorizations, 4) move profits from the Liquor Revolving Account and the State Lottery Account as required by law, and 5) transfer amounts to and from the General Fund as required by law.

In the Fiscal Year ended June 30, 2003, the state recorded a transfer of $450 million from the Tobacco Settlement Authority to the General Fund to provide funds for increased costs of health care, long-term care, and other state programs.

Note 6 - Capital Assets

A. Governmental Capital Assets

The following is a summary of governmental capital asset activity for the year ended June 30, 2003 (expressed in thousands):

Capital Assets	Balances July 1, 2002*	Additions	Deletions	Balances June 30, 2003
Capital assets, not being depreciated:				
Land	$ 1,088,525	72,171	(27,635)	$ 1,133,061
Highway System Infrastructure**	11,099,869	630,786	-	11,730,655
Construction in Progress	1,142,984	346,037	(325,653)	1,163,368
Art Collections, Library Reserves, and Museum and Historical Collections	74,570	66,352	(32,950)	107,972
Total capital assets, not being depreciated	13,405,948			14,135,056
Capital assets, being depreciated:				
Buildings	5,583,445	687,778	(216,092)	6,055,131
Accumulated depreciation	(1,866,806)	(162,755)	9,912	(2,019,649)
Net buildings	3,716,639			4,035,482
Furnishings, equipment, and collections	2,799,713	301,136	(124,033)	2,976,816
Accumulated depreciation	(1,549,763)	(168,398)	28,230	(1,689,931)
Net furnishings, equipment and collections	1,249,950			1,286,885
Other improvements and miscellaneous	664,604	108,362	(36,562)	736,404
Accumulated depreciation	(247,223)	(53,633)	24,731	(276,125)
Net other improvements and miscellaneous	417,381			460,279
Infrastructure (other)**	244,137	146,716	(107,809)	283,044
Accumulated depreciation	(73,160)	(28,756)	10,847	(91,069)
Net infrastructure (other)	170,977			191,975
Total capital assets, being depreciated, net	5,554,947			5,974,621
Governmental activities capital assets, net	$ 18,960,895			$ 20,109,677

*Beginning balances have been restated to reflect fund type reclassifications.
**The state first reported infrastructure under the new requirements of the Governmental Accounting Standards Board Statement Number 34 in Fiscal Year 2002. The state accounts for the State Highway System and Emergency Airfields using the modified approach and reports them as non-depreciable Highway System Infrastructure. The state's short rail line is depreciated and is reported as depreciable Infrastructure (other). Under the modified approach, rather than recording depreciation, asset condition is reported. The rating scales for pavements, bridges, and airfields are further explained in Required Supplementary Information.

B. Business-type Capital Assets

The following is a summary of business-type capital asset activity for the year ended June 30, 2003, (expressed in thousands):

Capital Assets	Balances July 1, 2002	Additions	Deletions	Balances June 30, 2003
Capital assets, not being depreciated:				
Land	$ 24,219	59,339	-	$ 83,558
Art Collections and Library Reserves	35	-	-	35
Construction in Progress	300,708	199,249	(261,833)	238,124
Total capital assets, not being depreciated	324,962			321,717
Capital assets, being depreciated:				
Buildings	1,031,391	282,352	(96,644)	1,217,099
Accumulated depreciation	(369,577)	(19,643)	39	(389,181)
Net buildings	661,814			827,918
Furnishings, equipment, and collections	285,560	32,922	(31,304)	287,178
Accumulated depreciation	(200,715)	(21,860)	23,895	(198,680)
Net furnishings, equipment, and collections	84,845			88,498
Other Improvements and miscellaneous	36,661	2,158	(5,246)	33,573
Accumulated depreciation	(11,172)	(1,847)	894	(12,125)
Net other improvements and miscellaneous	25,489			21,448
Infrastructure (other)	24,220	4,352	-	28,572
Accumulated depreciation	(6,628)	(1,440)	-	(8,068)
Net infrastructure (other)	17,592			20,504
Total capital assets, being depreciated, net	789,740			958,368
Business-type activities capital assets, net	$ 1,114,702			$ 1,280,085

C. Depreciation

Depreciation expense was charged to functions of the primary government as follows (in thousands):

	Amount
Governmental Activities:	
General Government	$ 44,686
Education - Elementary and Secondary (K-12)	1,719
Education - Higher Education	250,462
Human Services	33,553
Adult Corrections	23,548
Natural Resources and Recreation	31,211
Transportation	73,360
Total Depreciation Expense - Governmental Activities	$ 458,539 *
Business-Type Activities:	
Workers' Compensation	$ 442
Unemployment Compensation	-
Health Insurance Programs	191
Higher Education Student Services	36,335
Other	7,822
Total Depreciation Expense - Business-Type Activities	$ 44,790

*Includes $58,730 million internal service fund depreciation that was allocated to functions as a part of the net internal service fund activity.

D. Construction in Progress

Major construction commitments of the state at June 30, 2003, are as follows (expressed in thousands):

Agency/Project Commitments	Construction In Progress June 30, 2003	Remaining Project Commitments
Department of General Administration:		
Various projects	$ 128,300	$ 259,970
Liquor Control Board:		
Distribution Center	30,367	155
Washington State Patrol:		
Seattle and Vancouver crime laboratories	940	21,365
Military Department:		
Readiness centers and other projects	24,063	14,437
Department of Social and Health Services:		
State hospital and juvenile rehabilitation renovations, and other projects	73,443	33,340
Department of Veterans Affairs:		
240 Bed Skilled Nursing Center and other projects	4,015	44,001
Department of Corrections:		
Correctional centers construction, improvements, and other projects	221,112	353,139
Eastern Washington State Historical Society		
Museum addition	23,109	2,000
Department of Transportation:		
State Highway System, maintenance facilities, ferry vessels, and terminals	173,672	736,868
Department of Fish and Wildlife:		
Hatchery renovations, site improvements, and other projects	3,671	8,167
Higher Education Facilities:		
University of Washington	443,833	297,674
Washington State University	47,294	133,418
Eastern Washington University	5,438	23,731
Central Washington University	42,857	13,696
The Evergreen State College	25,459	18,178
Western Washington University	64,772	33,280
Community and Technical Colleges	85,142	187,879
Other Agencies Miscellaneous Projects	4,004	10,189
Total Construction in Progress	$ 1,401,491	$ 2,191,487

Note 7 – Long-Term Liabilities

A. Bonds Payable

Bonds payable at June 30, 2003, are reported by the state of Washington within Governmental Activities and Business-Type Activities, as applicable.

The State Constitution and enabling statutes authorize the incurrence of state general obligation debt, to which the state's full faith, credit, and taxing power are pledged, either by the State Legislature or by a body designated by statute (presently the State Finance Committee). Legislative authorization arises from an affirmative vote of 60 percent of both legislative houses without voter consent, or from an affirmative vote of more than 50 percent of both legislative houses and a majority of the voters voting thereon. The State Finance Committee debt authorization does not require voter approval; however, it is limited to providing for: (1) temporary deficiencies in the state treasury (must be discharged within 12 months of the date of incurrence): (2) appropriations already made by the legislature: or (3) refunding of outstanding obligations of the state.

Legal Debt Limitation
The State Constitution and current statutes generally limit debt authorized in the preceding procedures. The limitations prohibit the issuance of new debt if it would cause the maximum annual debt service, on all thereafter-outstanding general obligation debt, to exceed a specified percentage of the arithmetic mean of general state revenues for the preceding three fiscal years. These limitations are on the incurrence of new debt, not on the amount of debt service that may be paid by the state in future years.

As certified by the State Treasurer, the maximum debt authorization subject to limitation for Fiscal Year 2003 was $6.5 billion, under the then current constitutional and statutory limitation. This computation excludes specific bond issues and types, which are not secured by general state revenues. Based on the debt limitation calculation, the debt service requirements as of June 30, 2003, did not exceed the authorized debt service limitation.

Computation of Legal Debt Limitation (expressed in millions)[1]	
Three year mean, general state revenues	$ 8,886
Legal Debt Limitation:	
Debt service limitation (7 percent of above)	$ 622
Less: Projected maximum annual debt service of outstanding bonds	560
Uncommitted Portion of Debt Service Limitation	$ 62
Remaining State general obligation debt capacity	$ 846
Plus: Debt outstanding subject to limitation	5,622
Maximum Debt Authorization Subject to Limitation	$ 6,468

[1] Source: Office of the State Treasurer – Certification of the Debt Limitation of the State of Washington for Fiscal Year 2003.

Authorized but unissued
The state had a total of $3,548 million in bonds authorized but unissued as of June 30, 2003, for the purpose of public building and schools construction and renovation, higher education purposes, and highways construction and improvement.

Interest rates
Interest rates on fixed rate general obligation bonds ranged from 2.0 to 9.0 percent. Variable rate demand obligations (VRDO) of $185.2 million as of June 30, 2003, are remarketed on a weekly basis. Interest rates on revenue bonds range from 3.0 to 9.0 percent.

DEBT SERVICE REQUIREMENTS TO MATURITY
General obligation bonds have been authorized and issued primarily to provide funds for acquisition and construction of capital facilities for public and common schools, higher education, public and mental health, corrections, conservation, and construction and improvements of highways, roads, and bridges. The state has also issued bonds for assistance to municipalities for construction of water and sewage treatment facilities and corrections facilities. In addition, bonds are authorized and issued to provide for the refunding of general obligation bonds outstanding. Outstanding general obligations bonds are presented in the Washington State Treasurer's Annual Report for 2003. A copy of the report is available from the Office of the State Treasurer, PO Box 40200, Olympia, Washington, 98504-0200, phone number (360) 902-9000 or TTY (360) 902-8963.

Total debt service requirements to maturity for general obligation bonds, as of June 30, 2003, are as follows (expressed in thousands):

	Governmental Activities		Business-Type Activities		Totals	
General Obligation Bonds	Principal	Interest	Principal	Interest	Principal	Interest
By Fiscal Year:						
2004	$ 380,235	$ 425,385	$ 16,964	$ 7,374	$ 397,199	$ 432,759
2005	391,248	408,816	16,841	6,443	408,089	415,259
2006	394,279	386,374	17,836	5,498	412,115	391,872
2007	407,073	371,150	19,027	4,510	426,100	375,660
2008	413,744	348,768	20,529	3,395	434,273	352,163
2009-2013	1,936,823	1,460,373	43,473	20,973	1,980,296	1,481,346
2014-2018	2,091,884	1,037,827	28,614	33,932	2,120,498	1,071,759
2019-2023	1,597,389	568,563	9,114	23,411	1,606,503	591,974
2024-2028	748,330	184,277	-	-	748,330	184,277
2029-2033	15,562	48,289	-	-	15,562	48,289
Total Debt Service Requirements	$ 8,376,567	$ 5,239,822	$ 172,398	$ 105,536	$ 8,548,965	$ 5,345,358

Revenue Bonds are authorized under current state statutes, which empower certain state agencies to issue bonds that are not supported, or not intended to be supported, by the full faith and credit of the state. These bonds pledge income derived from acquired or constructed assets for retirement of the debt and payment of the related interest.

The State's Colleges and Universities issue revenue bonds for the purposes of housing, dining, parking, and student facilities construction. Additionally, the Tobacco Settlement Authority (TSA), a blended component unit of the state, also issued revenue bonds secured by the TSA's right to receive 29.2 percent of the state's tobacco settlement revenue stream.

Total debt service requirements for revenue bonds to maturity as of June 30, 2003, are as follows (expressed in thousands):

	Business-Type Activities	
Revenue Bonds	Principal	Interest
By Fiscal Year:		
2004	$ 9,668	$ 49,844
2005	11,202	49,481
2006	10,663	49,011
2007	11,100	48,520
2008	22,098	48,034
2009-2013	127,869	222,817
2014-2018	153,407	182,323
2019-2023	164,521	135,586
2024-2028	189,277	83,586
2029-2033	148,847	22,352
Total Debt Service Requirements	$ 848,652	$ 891,554

DEBT REFUNDINGS

When advantageous and permitted by statute and bond covenants, the State Finance Committee authorizes the refunding of outstanding bonds. When the state refunds outstanding bonds, the net proceeds of each refunding issue are used to purchase U.S. government securities that are placed in irrevocable trusts with escrow agents to provide for all future debt service payments on the refunded bonds. As a result, the refunded bonds are considered defeased and the liability has been removed from the government-wide statement of net assets.

CURRENT YEAR DEFEASANCES

Governmental Activities:

On October 2, 2002, the state issued $605.9 million of Various Purpose General Obligation Refunding Bonds (Series R-2003A) with an average interest rate of 4.72 percent to refund $597.4 million of Various Purpose General Obligation Bonds from several different series with an average interest rate of 5.76 percent. The refunding resulted in a $72 million gross debt service savings over the next nineteen years and an economic gain of $50.7 million.

On December 4, 2002, the state issued $70.3 million in Motor Vehicle Fuel Tax General Obligation Refunding Bonds (Series R-2003B) with an average interest rate of 4.92 percent to refund $68.4 million of Motor Vehicle Fuel Tax General Obligation bonds from several series with an average interest rate of 5.90 percent. The refunding resulted in a $7 million gross debt service savings over the next seventeen years and an economic gain of $4.7 million.

On May 27, 2003, the state issued $77 million of Various Purpose General Obligation Refunding Bonds (Series R-2003C) with an average interest rate of 3.82 percent to refund $75.5 million of Various Purpose General Obligation Bonds from several series with an average interest rate of 5.77 percent. The refunding resulted in a $6.9 million gross debt service savings over the next ten years and an economic gain of $6.5 million.

On June 4, 2003, the state issued $25.7 million of Refunding Certificates of Participation (Series RE-2003B) with an average interest rate of 4.5 percent to refund the remaining $27.8 million of the 1991 Department of Ecology State Office Building Project, with an average interest rate of 5.0 percent. The refunding resulted in a $5 million gross debt service savings over the next thirteen years and an economic gain of $3.3 million.

Business-Type Activities:

On August 6, 2002, Eastern Washington University issued $4.5 million in Housing and Dining System Revenue and Refunding Bonds (Series 2002), with an average interest rate of 3.39 percent, to refund $4.3 million in outstanding Housing and Dining System Revenue Bonds with an average interest rate of 6.20 percent. The refunding resulted in $604,048 gross debt service savings over the next ten years and an economic gain of $716,511.

On May 8, 2003, Western Washington University issued $15.1 million of Revenue and Refunding Bonds (Series 2003), with an average interest rate of 3.52 percent, to refund $3 million in outstanding Revenue Bonds (1991 and 1992 issues) with an average interest rate of 6.25 and 5.95 percent respectively, and to issue $12 million of new bonds to fund housing renovations. The refunding of the bonds resulted in a $390,000 gross debt service savings over the next 20 years and an economic loss of $166,988.

PRIOR YEAR DEFEASANCES

In prior years, the state defeased certain general obligation and other bonds by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the prior bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the state's financial statements.

General Obligation Bond Debt:

On June 30, 2003, $48.5 million of general obligation bonded debt outstanding is considered defeased.

Revenue Bond Debt:

On June 30, 2003, $77.2 million of proprietary revenue bonded debt outstanding is considered defeased.

B. Certificates of Participation

Current state law authorizes the state to enter into long-term financing contracts for the acquisition of real or personal property and for the issuance of certificates of participation in the contracts. These certificates of participation do not fall under the general obligation debt limitations and are generally payable only from annual appropriations by the Legislature. Other specific provisions could also affect the state's obligation under certain agreements. The certificates of participation are recorded for financial reporting purposes if the possibility of the state not meeting the terms of the agreements is considered remote.

Total debt service requirements for certificates of participation to maturity as of June 30, 2003, are as follows (expressed in thousands):

	Governmental Activities		Business-Type Activities		Totals	
Certificates of Participation	Principal	Interest	Principal	Interest	Principal	Interest
By Fiscal Year:						
2004	$ 29,637	$ 16,651	$ 23,792	$ 14,760	$ 53,429	$ 31,411
2005	19,389	11,574	15,908	10,581	35,297	22,155
2006	17,084	10,761	14,247	9,906	31,331	20,667
2007	15,727	10,051	13,576	9,303	29,303	19,354
2008	14,807	9,375	13,071	8,713	27,878	18,088
2009-2013	88,435	35,309	81,230	33,046	169,665	68,355
2014-2019	75,843	12,706	71,319	11,955	147,162	24,661
2019-2023	15,226	1,749	14,328	1,646	29,554	3,395
2024-2028	124	6	121	5	245	11
Total Debt Service Requirements	$ 276,272	$ 108,182	$ 247,592	$ 99,915	$ 523,864	$ 208,097

Note: An additional $5 million certificates of participation, related to fiduciary activities, remain outstanding as of June 30, 2003.

C. Claims and Judgments

Claims and judgments are materially related to three activities: workers' compensation, risk management, and health insurance. Workers' compensation and health insurance are business-type activities, and risk management is a governmental activity. A description of the risks to which the state is exposed by these activities, and the ways in which the state handles the risks, is presented in Note 1L.

Workers' Compensation

Changes in the balances of workers' compensation claims liabilities during Fiscal Years 2002 and 2003 were as follows (expressed in thousands):

Workers' Compensation Fund	Balances Beginning of Fiscal Year	Incurred Claims and Changes in Estimates	Claim Payments	Balances End of Fiscal Year
FY 2002	$ 14,243,113	2,045,466	(1,405,480)	$ 14,883,099
FY 2003	$ 14,883,099	2,489,547	(1,508,794)	$ 15,863,852

At June 30, 2003, $33.7 billion of unpaid claims and claim adjustment expenses are presented at their net present value of $15.9 billion. These claims are discounted at assumed interest rates of 4.0 percent (time loss and medical) to 6.5 percent (pensions) and are net of third party recoveries.

The claims and claim adjustment liabilities of $15.9 billion, as of June 30, 2003, include $7.9 billion for supplemental pension cost of living adjustments (COLAs) that by statute are not to be fully funded. These COLA payments are funded on a pay-as-you-go basis, and the Workers' Compensation actuaries have indicated that future premium payments will be sufficient to pay these claims as they come due. The remaining claims liabilities of $8.0 billion are fully funded by long-term investments, net of obligations under securities lending agreements.

Risk Management

Changes in the balances of risk management claims liabilities during Fiscal Years 2002 and 2003 were as follows (expressed in thousands):

Risk Manangement Fund	Balances Beginning of Fiscal Year	Incurred Claims and Changes in Estimates	Claim Payments	Tort Defense Payments	Balances End of Fiscal Year
FY 2002	$ 268,737	189,909	(33,638)	(22,538)	$ 402,470
FY 2003	$ 402,470	153,250	(40,082)	(16,724)	$ 498,914

Risk Management reports claims and judgment liabilities when it becomes probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an actuarially determined amount for claims that have been incurred but not reported. It also includes an actuarial estimate of loss adjustment expenses for tort defense. Because actual claims liabilities depend on such complex factors as inflation, changes in legal doctrines, and damage awards, it should be recognized that future loss emergence will likely deviate, perhaps materially, from the actuarial estimates. Claims liabilities are re-evaluated annually to take into consideration recently settled claims, the frequency of claims, and other economic or social factors.

The state is a defendant in a significant number of lawsuits pertaining to property and casualty matters. As of June 30, 2003, outstanding and actuarially determined claims against the state and its public authorities were $498.9 million for which the state has recorded a liability. The state is restricted by law from accumulating funds in the Self Insurance Liability Program in excess of 50 percent of total outstanding and actuarially determined claims. At June 30, 2003, the Risk Management Fund held $14.3 million in cash and pooled investments designated for payment of these claims under the state's Self Insurance Liability Program.

Health Insurance

Changes in the balances of Health Insurance claim liabilities during Fiscal Years 2002 and 2003 were as follows (expressed in thousands):

Health Insurance Fund	Balances Beginning of Fiscal Year	Incurred Claims and Changes in Estimates	Claim Payments	Balances End of Fiscal Year
FY 2002	$ 43,147	297,836	(294,057)	$ 46,926
FY 2003	$ 46,926	332,047	(331,039)	$ 47,934

The Health Insurance Fund establishes a liability when it becomes probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an actuarially determined amount for claims that have been incurred but not reported. Because actual claims liabilities depend on various complex factors, the process used in computing claims liabilities does not always result in an exact amount. Claims liabilities are re-evaluated periodically to take into consideration recently settled claims, the frequency of claims, and other economic and social factors.

At June 30, 2003, health insurance claims liabilities totaling $47.9 million are fully funded with cash and investments, net of obligations under securities lending agreements.

D. Leases

The state leases land, office facilities, office and computer equipment, and other assets under a variety of agreements. Although lease terms vary, most leases are subject to appropriation from the state Legislature to continue the obligation. If the possibility of receiving no funding from the Legislature is remote, leases are considered noncancelable for financial reporting purposes. Leases that represent acquisitions are classified as capital leases, and the related assets and liabilities are recorded in the financial records at the inception of the lease. Other leases are classified as operating leases with the lease payments recorded as expenditures or expenses during the life of the lease. Certain operating leases are renewable for specified periods. In most cases, management expects that the leases will be renewed or replaced by other leases.

Leased land, buildings and equipment under capital leases as of June 30, 2003, include the following (expressed in thousands):

	Governmental Activities	Business-Type Activities
Land (non-depreciable)	$ 3,368	$ -
Buildings	50,697	$ 6,182
Equipment	23,933	946
Less: Accumulated Depreciation	(21,825)	(771)
Totals	$ 56,173	$ 6,357

The following schedule presents future minimum payments for capital and operating leases as of June 30, 2003, (expressed in thousands):

	Capital Leases		Operating Leases	
Capital and Operating Leases	Governmental Activities	Business-Type Activities	Governmental Activities	Business-Type Activities
By Fiscal Year:				
2004	$ 6,794	$ 710	$ 93,056	$ 22,215
2005	6,716	690	80,938	21,062
2006	6,460	649	68,493	19,239
2007	5,170	625	53,578	18,529
2008	4,334	615	38,679	17,234
2009-2013	7,479	2,261	159,318	5,578
2014-2018	574	2,175	68,084	-
2019-2023	348	1,663	46,312	-
2024-2028	-	-	46,848	-
2029-2033	-	-	45,372	-
Total Future Minimum Payments	37,875	9,388	700,678	103,857
Less: Executory costs and interest costs	6,331	3,506	-	-
Net Present Value of future minimum lease payments	$ 31,544	$ 5,882	$ 700,678	$ 103,857

The total operating lease rental expense for Fiscal Year 2003 was $129.7 million.

E. Long-Term Liability Activity

Long-term liability activity for the Fiscal Year 2003 (expressed in thousands) was as follows:

Governmental Activities:	Beginning Balance July 1, 2002	Additions	Reductions	Ending Balance June 30, 2003	Amounts Due Within One Year
Long-term Debt:					
Bonds Payable -					
General obligation (GO) bonds	$7,750,915	$1,295,645	$1,134,335	$7,912,225	$366,825
GO - zero coupon bonds (principal)	246,254	233,002	14,914	464,342	13,410
Subtotal	7,997,169	1,528,647	1,149,249	8,376,567	380,235
GO - zero coupon bonds (accreted interest)	152,105	17,948	17,450	152,603	-
Total bonds payable	8,149,274	1,546,595	1,166,699	8,529,170	380,235
Other liabilities -					
Certificates of participation	248,657	32,127	4,512	276,272	29,637
Claims and judgments	471,383	547,623	425,452	593,554	122,324
Leases	35,055	7,040	10,551	31,544	6,794
Compensated absences	392,041	286,654	280,159	398,536	35,441
Unfunded pension obligations	44,700	5,200	-	49,900	-
Other	150,642	458,983	419,046	190,579	145,166
Total other liabilities	1,342,478	1,337,627	1,139,720	1,540,385	339,362
Total	$9,491,752	$2,884,222	$2,306,419	$10,069,555	$719,597

For Governmental Activities, payments on the certificates of participation are being repaid directly from various governmental funds. The compensated absences liability will be liquidated approximately 53 percent by the General Fund, 24 percent by the Higher Education Special Revenue Funds, and the balance by various other governmental funds. The claims and judgments liability will be liquidated primarily through the risk management fund, an internal service fund. Leases, installment contract obligations, and other liabilities will be repaid from various other governmental funds.

Business-Type Activities	Beginning Balance July 1, 2002	Additions	Reductions	Ending Balance June 30, 2003	Amounts Due Within One Year
Long-term Debt:					
Bonds Payable -					
General obligation (GO) bonds	$ 157,845	$ 261	$ 14,967	$ 143,139	$ 16,964
GO - zero coupon bonds (principal)	29,259	-	-	29,259	-
Limited revenue bonds	-	517,905	-	517,905	-
Revenue bonds	327,512	19,281	16,046	330,747	9,668
Less: Deferred amounts on refunding	(3,328)	(331)	56	(3,603)	-
Subtotal	511,288	537,116	30,957	1,017,447	26,632
GO - zero coupon bonds (accreted interest)	15,048	2,795	-	17,843	-
Less: Deferred amounts for issuance discounts	(1,771)	(14,203)	522	(15,452)	-
Subtotal	13,277	(11,408)	522	2,391	-
Total bonds payable	524,565	525,708	30,435	1,019,838	26,632
Other liabilities -					
Certificates of participation	235,905	135,084	123,397	247,592	23,792
Less: Deferred amounts for issuance discounts	(2,624)	1	571	(2,052)	-
Claims and judgments	14,933,093	2,824,973	1,842,730	15,915,336	1,533,558
Lottery prize annuities payable	542,496	134,093	147,435	529,154	70,046
Tuition benefits payable	207,900	154,509	12,409	350,000	15,300
Leases	1,758	4,532	408	5,882	710
Compensated absences	35,777	23,754	22,348	37,183	19,740
Other	24,475	51,520	39,244	36,749	35,998
Total other liabilities	15,978,780	3,328,466	2,187,400	17,119,844	1,699,144
Total	$16,503,345	$3,854,174	$2,217,835	$18,139,682	$1,725,776

The limited revenue bonds were issued by the Tobacco Settlement Authority (TSA), which is a blended component unit of the state. The bonds are obligations of the TSA and are secured solely by the TSA's right to receive 29.2 percent of the state's tobacco settlement revenues, restricted investments of the TSA, and undistributed TSA bond proceeds. These bonds do not constitute either a legal or moral obligation of the state, nor does the state pledge its full faith, credit or taxing power for payment of these bonds.

Note 8 - No Commitment Debt

The Washington State Housing Finance Commission, Washington Higher Education Facilities Authority, Washington Health Care Facilities Authority, and Washington Economic Development Finance Authority (financing authorities) were created by the state Legislature. For financial reporting purposes, they are discretely presented as component units. These financing authorities issue bonds for the purpose of making loans to qualified borrowers for capital acquisitions, construction, and related improvements. These bonds do not constitute either a legal or moral obligation of the state or these financing authorities, nor does the state or these financing authorities pledge their faith and credit for the payment of such bonds. Debt service on the bonds is payable solely from payments made by the borrowers pursuant to loan agreements. Due to their no commitment nature, the bonds issued by these financing authorities are excluded from the state's financial statements.

The table below presents the latest available balances for the "No Commitment" debt of the state's financing authorities (expressed in thousands):

No Commitment Debt	Principal Balance
Washington State Housing Finance Commission	$ 2,060,740
Washington Higher Education Facilities Authority	332,317
Washington Health Care Facilities Authority	2,700,000
Washington Economic Development Finance Authority	292,621
Total No Commitment Debt	$ 5,385,678

Note 9 – Fund Balances Reserved or Designated for Other Specific Purposes

The nature and purposes of fund balances reserves and designations for other specific purposes as of June 30, 2003, are listed below (expressed in thousands):

Fund Balances	General	Higher Education Special Revenue	Higher Education Endowment	Nonmajor Governmental Funds	Totals
Reserved for Other Specific Purposes:					
Long-term student loans	$ -	$ 92,035	$ -	$ -	$ 92,035
Investments with trustees	599	-	-	451	1,050
Long-term receivables	32,780	641	-	1,069,175	1,102,596
Long-term investments	-	121,191	-	29,286	150,477
Emergency reserve	-	-	-	57,631	57,631
Petty cash	611	3,693	-	824	5,128
Total Reserved for Other Specific Purposes	$ 33,990	$ 217,560	$ -	$ 1,157,367	$ 1,408,917
Unreserved, Designated for Other Specific Purposes:					
Higher education	$ -	$ 155,679	$ -	$ -	$ 155,679
Miscellaneous	-	-	-	168	168
Total Unreserved, Designated for Other Specific Purposes	$ -	$ 155,679	$ -	$ 168	$ 155,847

Note 10 - Deficit Net Assets

At June 30, 2003, there were three proprietary funds with deficit net assets.

The Workers' Compensation Fund, an enterprise fund, had deficit net assets of $6.2 billion at June 30, 2003. The fund is used to account for the workers' compensation program, which provides time-loss, medical, disability, and pension payments to qualifying individuals sustaining work-related injuries. The main benefit plans of the workers' compensation program are funded based on rates that will keep these plans solvent in accordance with recognized actuarial principles. The supplemental pension cost-of-living adjustments (COLA) granted for time-loss and disability payments, however, are funded on a pay-as-you-go basis. By statute, the state is only allowed to collect enough revenue to fund the current COLA payments.

The following schedule details the changes in total net assets for the Workers' Compensation Fund during the fiscal year ended June 30, 2003, (expressed in thousands):

Workers' Compensation Fund	Net Assets (Deficit)
Balances, July 1, 2002	$ (6,064,485)
Fiscal Year 2003 activity	(181,528)
Balances, June 30, 2003	$ (6,246,013)

The Risk Management Fund, an internal service fund, had deficit net assets of $ 484.3 million at June 30, 2003. The Risk Management Fund is used to account for the claims, torts, judgments generally arising from automobile and general government operations, and loss adjustment expenses for tort defense. These costs are supported by premium assessments to state agencies that are designed to cover current and future claim losses. Outstanding and incurred but not reported claims are actuarially determined and accrued, resulting in the deficit net assets.

The Self Insurance Liability Program initiated in 1990 is intended to provide funds for the payment of all claims and loss adjustment expenses for tort defense.

The state is restricted by law from accumulating funds in the Self Insurance Liability Program in excess of 50 percent of total outstanding and actuarially determined claims.

The following schedule details the changes in net assets for the Risk Management Fund during the fiscal year ended June 30, 2003, (expressed in thousands):

Risk Management Fund	Net Assets (Deficit)
Balance, July 1, 2002	$ (395,216)
Fiscal Year 2003 activity	(89,097)
Balance, June 30, 2003	$ (484,313)

The Other Activities Fund, an enterprise fund, had deficit net assets of $ 415.0 million at June 30, 2003. The Other Activities Fund is used to account for various enterprise activities of the state including the blended enterprise component unit, the Tobacco Settlement Authority (TSA). In Fiscal Year 2003, the TSA issued $517 million in bonds and transferred $450 million to the state in exchange for 29.2 percent of the state's tobacco settlement revenue stream. This revenue stream represents a contingent asset and, in accordance with accounting standards, cannot be recognized until the contingency no longer exists. As a result, the TSA reflects deficit net assets as of June 30, 2003, of $441 million.

The following schedule details the changes in net assets for the Other Activities Fund during the fiscal year ended June 30, 2003, (expressed in thousands):

Other Activities Fund	Net Assets (Deficit)
Balances, July 1, 2002	$ 13,091
Fiscal Year 2003 activity	(428,072)
Balances, June 30, 2003	$ (414,981)

Note 11 - Retirement Plans

A. General

The state of Washington, through the Department of Retirement Systems, the Board for Volunteer Fire Fighters, and the Administrator for the Courts, administers 12 defined benefit retirement plans, three combination defined benefit/defined contribution retirement plans, and one defined contribution retirement plan covering eligible employees of the state and local governments. Pension plans administered by the state are accounted for using the accrual basis of accounting. Under the accrual basis of accounting, employee and employer contributions are recognized in the period in which employee services are performed; investment gains and losses are recognized as incurred; and benefits and refunds are recognized when due and payable in accordance with the terms of the applicable plan.

DEPARTMENT OF RETIREMENT SYSTEMS
As established in chapter 41.50 of the Revised Code of Washington (RCW), the Department of Retirement Systems (DRS) administers seven retirement systems comprising 11 defined benefit pension plans and three combination defined benefit/defined contribution plans as follows:

Public Employees' Retirement System (PERS)
- Plan 1 - defined benefit
- Plan 2 - defined benefit
- Plan 3 - defined benefit/defined contribution

Teachers' Retirement System (TRS)
- Plan 1 - defined benefit
- Plan 2 - defined benefit
- Plan 3 - defined benefit/defined contribution

School Employees' Retirement System (SERS)
- Plan 2 - defined benefit
- Plan 3 - defined benefit/defined contribution

Law Enforcement Officers' and Fire Fighters' Retirement System (LEOFF)
- Plan 1 - defined benefit
- Plan 2 - defined benefit

Washington State Patrol Retirement System (WSPRS)
- Plan 1 - defined benefit
- Plan 2 - defined benefit

Judicial Retirement System (JRS)
- Defined benefit plan

Judges' Retirement Fund (Judges)
- Defined benefit plan

Although some assets of the plans are commingled for investment purposes, each plan's assets may be used only for the payment of benefits to the members of that plan in accordance with the terms of the plan.

Administration of the PERS, TRS, SERS, and LEOFF systems and plans was funded by an employer rate of .22 percent of employee salaries. Administration of the WSPRS, JRS, and Judges plans is funded by means of legislative appropriations.

The Department of Retirement Systems prepares a stand-alone financial report. Copies of the report that include financial statements and required supplemental information may be obtained by writing to Washington State Department of Retirement Systems, PO Box 48380, Olympia, Washington 98504-8380.

BOARD FOR VOLUNTEER FIRE FIGHTERS
As established in chapter 41.24 RCW, the Washington Board for Volunteer Fire Fighters' administers the Volunteer Fire Fighters' Relief and Pension Fund (VFFRPF), a defined benefit plan. Administration of VFFRPF is funded through legislative appropriation.

ADMINISTRATOR FOR THE COURTS
As established in chapter 2.14 RCW, the Administrator for the Courts administers the Judicial Retirement Account (JRA), a defined contribution plan. Administration of JRA is funded through member fees.

In addition to the retirement plans administered by the state of Washington, eligible higher education state employees may participate in the Teachers' Insurance and Annuity Association/College Retirement Equity Fund (TIAA/CREF) which is a privately administered defined contribution plan.

Plan descriptions, funding policies, and a table of employer contributions required and paid for defined benefit plans follow at Notes 11.B through D respectively. For information related to defined contribution plans, refer to Note 11.I. Details on plan net assets and changes in plan net assets of pension plans administered by the state are presented at Note 11.J.

Membership of each state administered plan consisted of the following at September 30, 2002, the date of the latest actuarial valuation for all plans except for VFFRPF which had an actuarial valuation performed on December 31, 2002.

Defined Benefit Plans Administered by the State	Retirees and Beneficiaries Receiving Benefits	Terminated Plan Members Entitled to but not yet Receiving Benefits	Active Plan Members Vested	Active Plan Members Nonvested	Total
PERS 1	54,006	3,280	20,167	1,570	79,023
PERS 2	9,741	15,674	68,372	48,567	142,354
PERS 3	9	198	10,455	5,054	15,716
TRS 1	33,148	1,822	12,096	360	47,426
TRS 2	823	2,487	7,005	804	11,119
TRS 3	283	2,151	17,154	28,644	48,232
SERS 2	437	1,397	13,535	9,335	24,704
SERS 3	185	1,148	12,025	14,896	28,254
LEOFF 1	7,987	22	1,146	1	9,156
LEOFF 2	244	376	10,076	3,935	14,631
WSPRS 1	718	95	780	255	1,848
JRS	131	3	24	-	158
Judges	18	-	1	-	19
JRA	3	10	184	-	197
VFFRPF	2,854	4,389	4,944	6,959	19,146

Following is a summary of government employers participating in state administered retirement plans as of June 30, 2003.

Plan	State Agencies	Public Schools	Counties/ Municipalities	Other Political Subdivisions
PERS 1	156	253	209	252
PERS 2	168	-	269	440
PERS 3	141	-	159	204
TRS 1	86	284	-	-
TRS 2	38	270	-	-
TRS 3	44	291	-	-
SERS 2	9	290	-	-
SERS 3	10	288	-	-
LEOFF 1	-	-	104	25
LEOFF 2	7	-	224	128
WSPRS 1	1	-	-	-
WSPRS 2	1	-	-	-
JRS	3	-	-	-
Judges	-	-	-	-
JRA	3	-	-	-
VFFRPF	-	-	-	520

B. Plan Description

Public Employees' Retirement System (PERS)

PERS is a cost-sharing multiple-employer retirement system comprised of three separate plans for membership purposes: Plans 1 and 2 are defined benefit plans and Plan 3 is a combination defined benefit/defined contribution plan. PERS participants who joined the system by September 30, 1977, are Plan 1 members. Those who joined on or after October 1, 1977, and by either, February 28, 2002, for state and higher education employees, or August 31, 2002, for local government employees, are Plan 2 members unless they exercise an option to transfer their membership to Plan 3. PERS participants joining the system on or after March 1, 2002, for state and higher education employees, or September 1, 2002, for local government employees have the irrevocable option of choosing membership in either PERS Plan 2 or PERS Plan 3. The option must be exercised within 90 days of employment. An employee is reported in Plan 2 until a choice is made. Employees who fail to choose within 90 days default to PERS Plan 3.

PERS defined benefit retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the PERS Plan 1 and 2 defined benefit plans accrue interest at a rate specified by DRS. During Fiscal Year 2003, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in PERS Plan 1 and 2 can elect to withdraw total employee contributions and interest thereon upon separation from PERS-covered employment. PERS Plan 3 defined contribution benefits are financed from employee contributions and investment earnings. Employees in PERS Plan 3 can elect to withdraw total employee contributions adjusted by earnings and losses from the investment of those contributions upon separation from PERS-covered employment.

The Legislature established PERS in 1947. Membership in the system includes: elected officials; state employees; employees of the Supreme, Appeals, and Superior Courts (other than judges currently in a judicial retirement system); employees of legislative committees; community and technical colleges, college and university employees not in national higher education retirement programs such as Teachers' Insurance and Annuity Association/College Retirement Equity Fund (TIAA/CREF); judges of district and municipal courts; and employees of local governments. TIAA/CREF is not administered by DRS. Approximately 52 percent of PERS salaries are accounted for by state employment. PERS retirement benefit provisions are established in state statute and may be amended only by the state Legislature.

PERS Plan 1 retirement benefits are vested after an employee completes five years of eligible service. Plan 1 members are eligible for retirement after 30 years of service, or at the age of 60 with five years of service, or at the age of 55 with 25 years of service. The annual benefit is 2 percent of the average final compensation (AFC) per year of service (AFC is based on the greatest compensation during any 24 eligible consecutive compensation months), capped at 60 percent.

PERS Plan 2 retirement benefits are vested after an employee completes five years of eligible service. Plan

2 members may retire at the age of 65 with five years of service, or at the age of 55 with 20 years of service, with an allowance of 2 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.) Plan 2 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

PERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. The defined benefit portion provides a benefit calculated at 1 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.) Plan 3 members become eligible for retirement if they have: at least ten years of service; or five years including 12 months that were earned after age 54; or five service credit years earned in PERS Plan 2 prior to June 1, 2003. Plan 3 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and Plan 3 provides the same cost-of-living allowance as Plan 2. Refer to section I of this note for a description of the defined contribution component of PERS Plan 3.

PERS Plan 1 provides duty and non-duty disability benefits. Duty disability retirement benefits for disablement prior to the age of 60 consist of a temporary life annuity payable to the age of 60. The allowance amount is $350 a month, or two-thirds of the monthly AFC, whichever is less. The benefit is reduced by any worker's compensation benefit and is payable as long as the member remains disabled or until the member attains the age of 60. A member with five years of membership service is eligible for non-duty disability retirement. Prior to the age of 55, the allowance amount is 2 percent of the AFC for each year of service reduced by 2 percent for each year that the member's age is less than 55. The total benefit is limited to 60 percent of the AFC.

PERS Plan 2 and Plan 3 provide disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the AFC for each year of service. For Plan 3 the allowance amount is 1 percent of the AFC for each year of service. Benefits are actuarially reduced for each year that the member's age is less than 65, and to reflect the choice of a survivor option.

Legislation passed in the 2003 session provides a $150,000 death benefit to the estate of an employee of schools, higher education and state agencies who dies in the line of service, if found eligible by the Department of Labor and Industries. There were no other material changes in PERS benefit provisions for the fiscal year ended June 30, 2003.

PERS pension benefit provisions have been established by chapter 41.40 RCW.

PERS is comprised of three separate plans for reporting purposes: Plan 1, Plan 2/3, and Plan 3. Plan 1 accounts for the defined benefits of Plan 1 members. Plan 2/3 accounts for the defined benefits of Plan 2 members and the defined benefit portion of benefits for Plan 3 members. Plan 3 accounts for the defined contribution portion of benefits for Plan 3 members. Although members can only be a member of either Plan 2 or Plan 3, the defined benefit portions of Plan 2 and Plan 3 are accounted for in the same pension trust fund. All assets of this Plan 2/3 defined benefit plan may legally be used to pay the defined benefits of any of the Plan 2 or Plan 3 members or beneficiaries, as defined by the terms of the plan. Therefore, Plan 2/3 is considered to be a single plan for reporting purposes.

Teachers' Retirement System (TRS)

TRS is a cost-sharing multiple-employer retirement system comprised of three separate plans for membership purposes: Plans 1 and 2 are defined benefit plans and Plan 3 is a combination defined benefit/defined contribution plan. TRS participants who joined the system by September 30, 1977, are Plan 1 members. Those who joined on or after October 1, 1977, and by June 30, 1996, are Plan 2 members unless they exercised an option to transfer their membership to Plan 3. TRS participants joining the system on or after July 1, 1996, and those who exercised their transfer option, are members of TRS Plan 3.

TRS defined benefit retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the TRS Plan 1 and 2 defined benefit plans accrue interest at a rate specified by DRS. During Fiscal Year 2003, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in TRS Plan 1 and 2 can elect to withdraw total employee contributions and interest thereon upon separation from TRS-covered employment. TRS Plan 3 defined contribution benefits are financed from employee contributions and investment earnings. Employees in TRS Plan 3 can elect to withdraw total employee contributions adjusted by earnings and losses from the investment of those contributions upon separation from TRS-covered employment.

TRS was legislatively established in 1938. Eligibility for membership requires service as a certificated employee in grades K-12 in the public schools. TRS is comprised principally of non-state employees. TRS retirement benefit provisions are established in state statute and may be amended only by the State Legislature.

TRS Plan 1 retirement benefits are vested after an employee completes five years of eligible service. Plan 1 members are eligible for retirement after 30 years of service, or at the age of 60 with five years of service, or at the age of 55 with 25 years of service. The annual pension is 2 percent of the average final compensation (AFC) per year of service (AFC is based on the greatest compensation during the highest of any consecutive two compensation contract years), capped at 60 percent.

TRS Plan 2 retirement benefits are vested after an employee completes five years of eligible service. Plan 2 members may retire at the age of 65 with five years of service, or at the age of 55 with 20 years of service, with an allowance of 2 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.) Plan 2 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

TRS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. The defined benefit portion provides a benefit calculated at 1 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.) Plan 3 members become eligible for retirement if they have: at least ten years of service; or five years including 12 months that were earned after age 54; or five service credit years earned in TRS Plan 2 by July 1, 1996, and transferred to Plan 3. Plan 3 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and Plan 3 provides the same cost-of-living allowance as Plan 2. Refer to section I of this note for a description of the defined contribution component of TRS Plan 3.

TRS Plan 1 provides death and duty disability benefits. TRS Plan 1 members receive the following additional lump sum death benefits: retired members-$400 (if at least 10 years of membership service), active members-$600. Members on temporary disability receive a temporary life annuity of $180 per month payable up to two years. After five years of service, members on a disability retirement receive an allowance based on their salary and service to date of disability. Members enrolled in TRS prior to April 25, 1973, may elect a benefit based on the formula in effect at that time.

TRS Plan 2 and Plan 3 provide disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the AFC for each year of service. For Plan 3, the allowance amount is 1 percent of the AFC for each year of service. Benefits are actuarially reduced for each year that the member's age is less than 65, and to reflect the choice of a survivor option.

Legislation passed in the 2003 session provides a $150,000 death benefit to the estate of an employee of schools, higher education and state agencies who dies in the line of service, if found eligible by the Department of Labor and Industries. There were no other material changes in TRS benefit provisions for the fiscal year ended June 30, 2003.

TRS pension benefit provisions have been established by chapters 41.32 and 41.34 RCW.

TRS is comprised of three separate plans for reporting purposes: Plan 1, Plan 2/3, and Plan 3. Plan 1 accounts for the defined benefits of Plan 1 members. Plan 2/3 accounts for the defined benefits of Plan 2 members and the defined benefit portion of benefits for Plan 3 members. Plan 3 accounts for the defined contribution portion of benefits for Plan 3 members. Although members can only be a member of either Plan 2 or Plan 3, the defined benefit portions of Plan 2 and Plan 3 are accounted for in the same pension trust fund. All assets of this Plan 2/3 defined benefit plan may legally be used to pay the defined benefits of any of the Plan 2 or Plan 3 members or beneficiaries, as defined by the terms of the plan. Therefore, Plan 2/3 is considered to be a single plan for reporting purposes.

School Employees' Retirement System (SERS)

SERS is a cost-sharing multiple-employer retirement system comprised of two separate plans for membership purposes: Plan 2 is a defined benefit plan and Plan 3 is a combination defined benefit/defined contribution plan. As of September 1, 2000, the membership of classified school employees in PERS Plan 2 was transferred to SERS Plan 2. Those who joined on or after October 1, 1977, and by August 31, 2000, are SERS Plan 2 members unless they exercised an option to transfer their membership to Plan 3. SERS participants joining the system on or after September 1, 2000, and those who exercised their transfer option, are members of SERS Plan 3.

SERS defined benefit retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the SERS Plan 2 defined benefit plan accrue interest at a rate specified by DRS. During Fiscal Year 2003, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in SERS Plan 2 can elect to withdraw total employee contributions and interest thereon upon separation from SERS-covered employment. SERS Plan 3 defined contribution benefits are financed from employee contributions and investment earnings. Employees in SERS Plan 3 can elect to withdraw total employee contributions adjusted by earnings and losses from the investment of those contributions upon separation from SERS-covered employment.

The Legislature established SERS in 2000. Membership in the system includes all classified employees of school districts or educational service districts. SERS is comprised principally of non-state employees. SERS retirement benefit provisions are established in state statute and may be amended only by the State Legislature.

SERS Plan 2 retirement benefits are vested after an employee completes five years of eligible service. Plan 2 members may retire at the age of 65 with five years of service, or at the age of 55 with 20 years of service, with an allowance of 2 percent of the average final compensation (AFC) per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.) Plan 2 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

SERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. The defined benefit portion provides a benefit calculated at 1 percent of the AFC per year of service. (AFC is based on the greatest compensation during any eligible consecutive 60-month period.) Plan 3 members become eligible for retirement if they have: at least ten years of service; or five years including 12 months that were earned after age 54; or five service credit years earned in PERS Plan 2 prior to September 1, 2000. Plan 3 retirements prior to the age of 65 receive reduced benefits. If retirement is at age 55 or older with at least 30 years of service, a 3 percent per year reduction applies; otherwise an actuarial reduction will apply. There is no cap on years of service credit; and Plan 3 provides the same cost-of-living allowance as Plan 2. Refer to section I of this note for a description of the defined contribution component of SERS Plan 3.

SERS Plan 2 and Plan 3 provide disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the AFC for each year of service. For Plan 3 the allowance amount is 1 percent of the AFC for each year of service. Benefits are actuarially reduced for each year that the member's age is less than 65, and to reflect the choice of a survivor option.

Legislation passed in the 2003 session provides a $150,000 death benefit to the estate of an employee of schools, higher education and state agencies who dies in the line of service, if found eligible by the Department of Labor and Industries. There were no other material changes in SERS benefit provisions for the fiscal year ended June 30, 2003.

SERS pension benefit provisions have been established by chapter 41.35 RCW.

SERS is comprised of two separate plans for reporting purposes: Plan 2/3 and Plan 3. Plan 2/3 accounts for the defined benefits of Plan 2 members and the defined benefit portion of benefits for Plan 3 members. Plan 3 accounts for the defined contribution portion of benefits for Plan 3 members. Although members can only be a member of either Plan 2 or Plan 3, the defined benefit portions of Plan 2 and Plan 3 are accounted for in the same pension trust fund. All assets of this Plan 2/3 defined benefit plan may legally be used to pay the defined benefits of any of the Plan 2 or Plan 3 members or beneficiaries, as defined by the terms of the plan. Therefore, Plan 2/3 is considered to be a single plan for reporting purposes.

Law Enforcement Officers' and Fire Fighters' Retirement System (LEOFF)

LEOFF is a cost-sharing multiple-employer retirement system comprised of two separate defined benefit plans. LEOFF participants who joined the system by September 30, 1977 are Plan 1 members. Those who joined on or after October 1, 1977, are Plan 2 members.

LEOFF defined benefit retirement benefits are financed from a combination of investment earnings, employer and employee contributions, and a special funding situation in which the state pays through state legislative appropriations. Employee contributions to the LEOFF Plan 1 and 2 defined benefit plans accrue interest at a rate specified by DRS. During Fiscal Year 2003, the DRS-established rate on employee contributions was 5.5 percent compounded quarterly. Employees in LEOFF Plan 1 and 2 can elect to withdraw total employee contributions and interest earnings thereon upon separation from LEOFF-covered employment.

LEOFF was established in 1970 by the Legislature. Membership includes all full-time, fully compensated, local law enforcement officers and firefighters. LEOFF membership is comprised primarily of non-state employees, with Department of Fish and Wildlife enforcement officers who were first included prospectively effective July 27, 2003, being a major exception. LEOFF retirement benefit provisions are established in state statute and may be amended only by the state Legislature.

LEOFF Plan 1 retirement benefits are vested after an employee completes five years of eligible service. Plan 1 members are eligible for retirement with five years of service at the age of 50. The benefit per year of service calculated as a percent of final average salary (FAS) is as follows:

Term of Service	Percent of FAS
20+	2.0%
10-19	1.5%
5-9	1.0%

The FAS is the basic monthly salary received at the time of retirement, provided a member has held the same position or rank for 12 months preceding the date of retirement. Otherwise, it is the average of the highest consecutive 24 months' salary within the last 10 years of service. If membership was established in LEOFF after February 18, 1974, the service retirement benefit is capped at 60 percent of FAS. A cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index).

LEOFF Plan 2 retirement benefits are vested after an employee completes five years of eligible service. Plan 2 members may retire at the age of 50 with 20 years of service, or at the age of 53 with five years of service, with an allowance of 2 percent of the FAS per year of service (FAS is based on the highest consecutive 60 months). Plan 2 retirements prior to the age of 53 are reduced 3 percent for each year that the benefit commences prior to age 53. There is no cap on years of service credit; and a cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

LEOFF Plan 1 provides death and disability benefits. Death benefits for Plan 1 members on active duty consist of the following: (1) If eligible spouse, 50 percent of the FAS, plus 5 percent of FAS for each surviving child, with a limitation on the combined allowances of 60 percent of the FAS; or (2) If no eligible spouse, 30 percent of FAS for the first child plus 10 percent for each additional child, subject to a 60 percent limitation of FAS. In addition, a duty death benefit of $150,000 is provided to Plan 1 and Plan 2 members.

The LEOFF Plan 1 disability allowance is 50 percent of the FAS plus 5 percent for each child up to a maximum of 60 percent. Upon recovery from disability before the age of 50, a member is restored to service with full credit for service while disabled. Upon recovery after the age of 50, the benefit continues as the greater of the member's disability allowance or service retirement allowance.

LEOFF Plan 2 provides non-duty disability benefits. There is no minimum amount of service credit required for eligibility. The Plan 2 allowance amount is 2 percent of the FAS for each year of service. Benefits are actuarially reduced for each year that the member's age is less than 53, and to reflect the choice of a survivor option.

Legislation passed in the 2003 session allows some members working as fire fighter emergency medical technicians (EMTs) to transfer service credit and contributions earned from PERS Plan 1 or Plan 2 to LEOFF Plan 2 if, while employed for a city, town, county or district, the EMT's job was relocated to a fire department from another city, town, county or district. Members electing to transfer EMT service credit are required to pay the difference between the contributions the employee paid to PERS Plan 1 or Plan 2 and the contributions that would have been paid by the employee had they been a member of LEOFF Plan 2, plus interest.

Other legislation passed in the 2003 session requires Department of Fish and Wildlife enforcement officers formerly in PERS Plan 2 or PERS Plan 3, to become members of LEOFF Plan 2, effective July 27, 2003. Service prior to the effective date will remain in PERS.

There were no other material changes in LEOFF benefit provisions for the fiscal year ended June 30, 2003.

LEOFF pension benefit provisions have been established by chapter 41.26 RCW.

Washington State Patrol Retirement System (WSPRS)

WSPRS is a single-employer retirement system comprised of two defined benefit plans. WSPRS participants who joined the system by December 31, 2002, are Plan 1 members. Those who joined on or after January 1, 2003, are Plan 2 members.

WSPRS retirement benefits are financed from a combination of investment earnings and employer and employee contributions. Employee contributions to the WSPRS Plan 1 and Plan 2 defined benefit plan accrue interest at a rate specified by DRS. During Fiscal Year 2003, the DRS-established rate on employee contributions was 5.5 percent compounded annually and posted monthly. Employees in WSPRS Plan 1 and Plan

2 can elect to withdraw total employee contributions and interest earnings thereon upon separation from WSPRS-covered employment.

WSPRS was established by the Legislature in 1947. Legislation passed in the 2001 session created a Washington State Patrol Plan 2. Any commissioned employee of the Washington State Patrol is eligible to participate. WSPRS benefits are established in state statute and may be amended only by the state Legislature.

WSPRS retirement benefits are vested after an employee completes five years of eligible service. Members are eligible for retirement at the age of 55 with five years of service, or after 25 years of service. The annual pension is 2 percent of the average final salary (AFS), capped at 75 percent, per year of service. For Plan 1 members, AFS is based on the average of the two highest-paid years and excludes voluntary overtime. For Plan 2 members, AFS is based on the average of the five highest-paid years and excludes both voluntary overtime and cash-outs of annual and holiday leave. At retirement, Plan 2 members also have the option of selecting an actuarially reduced benefit in order to provide for post-retirement survivor benefits. A cost-of-living allowance is granted (indexed to the Seattle Consumer Price Index), capped at 3 percent annually.

WSPRS benefit provisions include death benefits; however, the system provides no disability benefits. Disability benefits may be available from the Washington State Patrol. If disability benefits are received, the member may be eligible to acquire service credit for the period of disability. Death benefits for Plan 1 members on active duty consist of the following: (1) If eligible spouse, 50 percent of the FAS, plus 5 percent of the FAS for each surviving child, with a limitation on the combined allowances of 60 percent of the FAS; or (2) If no eligible spouse, 30 percent of FAS for the first child plus 10 percent for each additional child, subject to a 60 percent limitation of FAS. Death benefits for active-duty Plan 2 members consist of the following: (1) If the member is single or has less than 10 years of service, the return of the member's accumulated contributions; or (2) If the member is married, has an eligible child, or has completed 10 years of service, a reduced benefit allowance reflecting a joint and 100 percent survivor option *or* 150 percent of the member's accumulated contributions, at the survivor's option. In addition, a duty death benefit of $150,000 is provided to all WSPRS members.

There were no other material changes in WSPRS benefit provisions for the fiscal year ended June 30, 2003.

WSPRS pension benefit provisions have been established by chapter 43.43 RCW.

Judicial Retirement System (JRS)

JRS is an agent multiple-employer retirement system comprised of a single defined benefit plan. JRS retirement benefits are financed on a pay-as-you-go basis from a combination of investment earnings, employer contributions, employee contributions, and a special funding situation in which the state pays the remaining contributions. JRS employees accrue no interest on contributions and may not elect to withdraw their contributions upon termination.

JRS was established by the Legislature in 1971. Membership includes judges elected or appointed to the Supreme Court, Court of Appeals, and Superior Courts on or after August 9, 1971. The system was closed to new entrants on July 1, 1988, with new judges joining PERS Plan 2. JRS retirement benefit provisions are established in state statute and may be amended only by the state Legislature.

JRS members are eligible for retirement at the age of 60 with 15 years of service, or at the age of 60 after 12 years of service (if the member left office involuntarily) with at least 15 years after beginning judicial service.

The benefit per year of service calculated as a percent of average final compensation (AFC) is as follows:

Term of Service	Percent of AFC
15+	3.5%
10-14	3.0%

Death and disability benefits are also provided. Eligibility for death benefits while on active duty requires ten or more years of service. A monthly spousal benefit is provided which is equal to 50 percent of the benefit a member would have received if retired. If the member is retired, the surviving spouse receives the greater of 50 percent of the member's retirement benefit or 25 percent of the AFC. For members with ten or more years of service, a disability benefit of 50 percent of AFC is provided.

There were no material changes in JRS benefit provisions for the fiscal year ended June 30, 2003.

JRS pension benefit provisions have been established by chapter 2.10 RCW.

Judges' Retirement Fund (Judges)

The Judges' Retirement Fund is an agent multiple-employer retirement system comprised of a single defined benefit plan. Retirement benefits are financed on a pay-as-you-go basis from a combination of employee contributions, employer contributions, and a special funding situation in which the state pays the remaining contributions. Employees do not earn interest on their

contributions, nor can they elect to withdraw their contributions upon termination.

The Judges' Retirement Fund was created by the Legislature on March 22, 1937, pursuant to RCW 2.12, to provide retirement benefits to judges of the Supreme Court, Court of Appeals, or Superior Courts of the state of Washington. Subsequent legislation required that all judges first appointed or elected to office on or after August 9, 1971, enter the Judicial Retirement System. Judges' retirement benefit provisions are established in state statute and may be amended only by the State Legislature.

Judges' members are eligible for retirement at the age of 70 with ten years of service, or at any age with 18 years of service. Members are eligible to receive a partial retirement allowance after 12 years of credited service as a judge. With the exception of a partial retirement allowance, the member receives a benefit equal to one-half of the monthly salary being received as a judge at the time of retirement, or at the end of the term immediately prior to retirement if retirement occurs after the expiration of the member's term in office. A partial retirement allowance is based on the proportion of the member's 12 or more years of service in relation to 18 years of service.

There were no material changes in Judges' benefit provisions for the fiscal year ended June 30, 2003.

Judges' pension benefit provisions have been established by chapter 2.12 RCW.

The Volunteer Fire Fighters' Relief and Pension Fund (VFFRPF)

VFFRPF is a cost-sharing multiple-employer retirement system that provides death and active duty disability benefits to all members, and optional defined benefit pension plan payments.

VFFRPF retirement benefits are financed from a combination of investment earnings, member contributions, municipality contributions, and a special funding situation where the state pays the remaining contributions. VFFRPF members accrue no interest on contributions and may elect to withdraw their contributions upon termination.

VFFRPF was created by the Legislature in 1945. Membership in the system requires volunteer firefighter service with a fire department of an electing municipality of Washington State.

Retirement benefits are established in state statute and may be amended only by the state Legislature. Since retirement benefits cover volunteer service, benefits are paid based on years of service not salary. Members are vested after ten years of service.

After 25 years of active membership, members having reached the age of 65 and who have paid their annual retirement fee for 25 years are entitled to receive a monthly benefit of $50 plus $10 per year of service. The maximum monthly benefit is $300. Reduced pensions are available for members under the age of 65 or with less than 25 years of service.

Death and active duty disability benefits are provided at no cost to the member. Death benefits in the line of duty consist of a lump sum of $152,000. Funeral and burial expenses are also paid in a lump sum of $2,000 for members on active duty. Members receiving disability benefits at the time of death shall be paid $500. Members on active duty shall receive disability payments of $2,550 per month for up to six months; thereafter, payments are reduced. Disabled members receive $1,275 per month, their spouse $255, and dependent children $110. Benefit provisions for VFFRPF are established under the authority of chapter 41.24 RCW.

Effective July 1, 2001, the disability income benefits and the maximum survivor benefits under the Relief Plan are increased for increases in the CPI.

The benefit formula was changed from $30 plus $10 per year of service to $50 plus $10 per year of service. There were no other material changes in VFFRPF benefit provisions for the fiscal year ended June 30, 2003.

C. Funding Policies

Contributions towards the amortization of the PERS 1 and TRS 1 unfunded actuarial accrued liability are suspended for the 2003-2005 biennium.

Public Employees' Retirement System (PERS)

Each biennium, the state Pension Funding Council adopts Plan 1 employer contribution rates, Plan 2 employer and employee contribution rates, and Plan 3 employer contribution rates. Employee contribution rates for Plan 1 are established by statute at 6 percent and do not vary from year to year. The employer and employee contribution rates for Plan 2 and the employer contribution rate for Plan 3 are developed by the Office of the State Actuary to fully fund Plan 2 and the defined benefit portion of Plan 3. All employers are required to contribute at the level established by the Legislature. There are no employer contributions to PERS Plan 3 defined contribution. Employees who participate in the defined contribution portion of PERS Plan 3 contribute to the defined contribution plan instead of the defined benefit portion of PERS Plan 3. The employee chooses from six rate options provided in statute ranging from 5 to 15 percent, two of the options are graduated rates

dependent on the employee's age. The Employee Retirement Benefits Board may adopt other options.

The methods used to determine the contribution requirements are established under state statute in accordance with chapters 41.40 and 41.45 RCW.

Required contribution rates (expressed as a percentage of current year covered payroll) at the close of Fiscal Year 2003 were as follows:

PERS Actual Contribution Rates

	PLAN 1	PLAN 2	PLAN 3
Employer Rates:			
State agencies*	1.32%	1.32%	1.32%**
Local governmental units*	1.32%	1.32%	1.32%**
State gov't elected officials*	1.87%	1.32%	1.32%**
Employee Rates:			
State agencies	6.00%	0.65%	***
Local governmental units	6.00%	0.65%	***
State gov't elected officials	7.50%	0.65%	***

*Includes an administrative expense rate of 0.22 percent.
**Plan 3 defined benefit portion only.
***Variable from 5% to 15% based on rate selected by the member.

Teachers' Retirement System (TRS)

Each biennium the state Pension Funding Council adopts Plan 1 employer contribution rates, Plan 2 employer and employee contribution rates, and Plan 3 employer contribution rates. Employee contribution rates for Plan 1 are established by statute at 6 percent and do not vary from year to year. The employer and employee contribution rates for Plan 2 and the employer contribution rate for Plan 3 are developed by the Office of the State Actuary to fully fund Plan 2 and the defined benefit portion of Plan 3. All employers are required to contribute at the level established by the Legislature. There are no employer contributions to TRS Plan 3 defined contribution. Employees who participate in the defined contribution portion of TRS Plan 3 contribute to the defined contribution plan instead of the defined benefit portion of TRS Plan 3. The employee chooses from six rate options provided in statute ranging from 5 to 15 percent, two of the options are graduated rates dependent on the employee's age. The Employee Retirement Benefits Board may adopt other options.

The methods used to determine the contribution requirements are established under state statute in accordance with chapters 41.32 and 41.45 RCW.

Required contribution rates (expressed as a percentage of current-year covered payroll) at the close of Fiscal Year 2003 were as follows:

TRS Actual Contribution Rates

	PLAN 1	PLAN 2	PLAN 3
Employer Rates *	1.27%	1.27%	1.27%**
Employee Rates:			
State agencies	6.00%	0.15%	***
Local governmental units	6.00%	0.15%	***
State gov't elected officials	7.50%	0.15%	***

* Includes an administrative expense rate of 0.22 percent.
** Plan 3 defined benefit portion only.
*** Variable from 5% to 15% based on rate selected by the member.

School Employees' Retirement System (SERS)

Each biennium the state Pension Funding Council adopts Plan 2 employer and employee contribution rates and Plan 3 employer contribution rates. The employer and employee contribution rates for Plan 2 and the employer contribution rate for Plan 3 are developed by the Office of the State Actuary to fully fund Plan 2 and the defined benefit portion of Plan 3. All employers are required to contribute at the level established by the Legislature. There are no employer contributions to SERS Plan 3 defined contribution. Employees who participate in the defined contribution portion of SERS Plan 3 contribute to the defined contribution plan instead of the defined benefit portion of SERS Plan 3. The employee chooses from six rate options provided in statute ranging from 5 to 15 percent, two of the options are graduated rates dependent on the employee's age. The Employee Retirement Benefits Board may adopt other options.

The methods used to determine the contribution requirements are established under state statute in chapters 41.35 and 41.45 RCW.

Required contribution rates (expressed as a percentage of current year covered payroll) at the close of Fiscal Year 2003 were as follows:

SERS Actual Contribution Rates

	PLAN 2	PLAN 3
Employer Rates:		
State agencies*	1.18%	1.18% **
Local governmental units*	1.18%	1.18% **
Employee Rates:		
State Agencies	0.35%	***
Local Governmental Units	0.35%	***

*Includes an administrative expense rate of 0.22 percent.
**Plan 3 defined benefit portion only.
***Variable from 5% to 15% based on rate selected by the member.

Law Enforcement Officers' and Fire Fighters' Retirement System (LEOFF)

Beginning on July 1, 2000, Plan 1 employers and employees will contribute zero percent as long as the plan remains fully funded. Employer and employee contribution rates are developed by the Office of the State Actuary to fully fund the plan. Plan 2 employers and employees are required to pay at the level adopted by the Department of Retirement Systems in accordance with chapter 41.45 RCW. All employers are required to contribute at the level required by state statute.

Required contribution rates (expressed as a percentage of current year covered payroll) at the close of Fiscal Year 2003 were as follows:

LEOFF Actual Contribution Rates

	PLAN 1	PLAN 2
Employer Rates:		
Ports and Universities*	NA	4.61%
Local governmental units*	0.22%	2.86%
Employee Rates:		
Ports and Universities	NA	4.39%
Local governmental units	NA	4.39%
State of Washington	NA	1.75%

*Includes an administrative expense rate of 0.22 percent.

The Legislature, by means of a special funding arrangement, appropriated money from the state General Fund to supplement the current service liability and fund the prior service costs of Plan 1 in accordance with the requirements of the Pension Funding Council. However, this special funding situation is not mandated by the State Constitution and this funding requirement could be returned to the employers by a change of statute.

Washington State Patrol Retirement System (WSPRS)

State statute (chapter 43.43 RCW) obligates employees to contribute at a fixed rate of 2 percent for Fiscal Year 2003. The Pension Funding Council in accordance with chapter 41.45 RCW adopts contribution rates for the employee and the state. The employee and the state are required to contribute at the level required by state statute.

Required contribution rates (expressed as a percentage of current year covered payroll) at the close of Fiscal Year 2003 were as follows:

WSPRS Actual Contribution Rates

	PLAN 1	PLAN 2
Employer Contributions	0.00%	0.00%
Employee Contributions	2.00%	2.00%

Judicial Retirement System (JRS)

Contributions made are based on rates set in chapter 2.10 RCW. By statute, employees are required to contribute 7.5 percent with an equal amount contributed by the state. In addition, the state guarantees the solvency of the JRS on a pay-as-you-go basis. Each biennium, the Legislature, through biennial appropriations from the state General Fund, contributes amounts sufficient to meet benefit payment requirements. For Fiscal Year 2003, the state contributed $6 million.

Judges' Retirement Fund (Judges)

Contributions made are based on rates set in chapter 2.12 RCW. By statute, employees are required to contribute 6.5 percent with an equal amount contributed by the state. In addition, the state guarantees the solvency of the Judges' Retirement Fund on a pay-as-you-go basis. Each biennium, the Legislature, through biennial appropriations from the state General Fund, contributes amounts sufficient to meet benefit payment requirements. For Fiscal Year 2003, the state contributed $.25 million.

The Volunteer Fire Fighters' Relief and Pension Fund (VFFRPF)

The retirement provisions of VFFRPF is funded through member contributions of $30 per year, employer contributions of $30 per year, and 40 percent of the Fire Insurance Premium Tax, as per chapter 41.24 RCW. VFFRPF members earn no interest on contributions and may elect to withdraw their contributions upon termination. The death and disability provisions of VFFRPF are funded by an employer contribution rate of $10 per member.

Administrative expenses are funded through fire insurance premium taxes and are maintained in a separate fund. Amounts not needed for administrative expenses are transferred to VFFRPF.

D. Employer Contributions Required and Paid

The following table presents the state of Washington's required contributions in millions of dollars to cost-sharing plans in accordance with the funding policy. All contributions required by the funding method were paid.

	2003	2002	2001
PERS Plan 1	$28.8	$35.3	$94.0
PERS Plan 2/3	18.5	26.2	58.2
TRS Plan 1	0.6	1.7	3.5
TRS Plan 2/3	0.1	0.4	0.3
SERS Plan 2/3	0.0	0.0	0.0
LEOFF Plan 1	0.0	0.0	0.0
LEOFF Plan 2	16.6	15.8	21.1
VFFRPF	3.3	3.3	3.3

There are no long-term contracts for contributions for any of the retirement plans administered by the state.

E. Annual Pension Cost and Net Pension Obligation

The state's annual pension cost and net pension obligation (NPO), in millions, to the plans listed for the current year were as follows:

	WSPRS	JRS	Judges
Annual Required Contribution	$0.0	$16.2	$0.1
Interest on NPO	(2.4)	3.6	(0.2)
Adjustment to annual required contribution	3.6	(8.4)	0.5
Annual Pension Cost	1.2	11.4	0.4
Less Contributions Made	0.0	6.2	0.3
Increase (decrease) in NPO	1.2	5.2	0.1
NPO at beginning of year	(29.6)	44.7	(2.8)
NPO at end of year	(28.4)	49.9	(2.7)

The valuation date for the plans is September 30, 2002. The actuarial cost method for the WSPRS is aggregate and for JRS and Judges is entry age normal. The unfunded amount is being amortized as a level dollar amount to December 31, 2008, for JRS. All other methods and assumptions are the same as used in funding and disclosed in "Notes to the Required Supplementary Information – Defined Benefit Pension Plans."

F. Three Year Trend Information

The following table presents three-year trend information in millions for the plans listed:

	2003	2002	2001
WSPRS			
Annual Pension Cost	$1.2	$1.3	$1.4
% of APC contributed	0.0	0.0	0.0
NPO	$(28.4)	$(29.6)	$(30.9)
JRS			
Annual Pension Cost	$11.4	$10.7	$10.6
% of APC contributed	54.6	57.9	68.9
NPO	$49.9	$44.7	$40.1
Judges			
Annual Pension Cost	$0.4	$0.5	$0.4
% of APC contributed	75.0	60.0	200.0
NPO	$(2.7)	$(2.8)	$(3.0)

There are no long-term contracts for contributions for any of the retirement plans administered by the state.

G. Changes in Actuarial Assumptions and Methods

The method used to determine the actuarial value of assets was changed from a 4-year smoothing method to a graded 1 to 8-year smoothing method, depending on the size of the annual investment gain or loss, for all plans except VFFRPF, which continues to use the prior 4-year smoothing method, and JRS and Judges which continue to use market value.

H. Changes in Benefit Provisions

As noted in Note 11B, the 2003 legislative session provided for the following changes in benefit provisions: allowing some members working as fire fighter emergency medical technicians (EMTs) to transfer service credit and contributions earned from PERS Plan 1 or Plan 2 to LEOFF Plan 2, allowing Department of Fish and Wildlife enforcement officers membership in LEOFF 2, and permanently adopting the $150,000 death benefit to members of PERS, SERS and TRS which was to expire on June 30, 2003. These changes had no impact on PERS and TRS contribution rates and only a small impact on the LEOFF and SERS contribution rates.

I. Defined Contribution Plans

Public Employees' Retirement System Plan 3 (PERS 3)

The Public Employees' Retirement System (PERS) Plan 3 is a combination defined benefit/defined contribution plan administered by the state through the Department of Retirement Systems (DRS). Eligible employees include: elected officials; state employees; employees of the Supreme, Appeals, and Superior Courts (other than judges currently in a judicial retirement system); employees of legislative committees; community and technical colleges, college and university employees not in national higher education retirement programs such as Teachers' Insurance and Annuity Association/College Retirement Equity Fund (TIAA/CREF); judges of district and municipal courts; and employees of local governments. PERS participants who joined on or after October 1, 1977, and by either, February 28, 2002, for state and higher education employees, or August 31, 2002, for local government employees, are Plan 2 members unless they exercise an option to transfer their membership to Plan 3. PERS participants who joined the system on or after March 1, 2002, for state and higher education employees, or September 1, 2002, for local government employees have the option of choosing membership in either PERS Plan 2 or PERS Plan 3. The option must be exercised within 90 days of employment. An employee is reported in Plan 2 until a choice is made. Employees who fail to choose within 90 days default to PERS Plan 3. Refer to section B of this note for PERS plan descriptions.

PERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. As established by RCW 41.40, employee contribution rates to the defined contribution component range from 5 to 15 percent of salaries based on age. There are currently no requirements for employer contributions to the defined contribution component of PERS Plan 3.

PERS Plan 3 defined contribution retirement benefits are solely dependent upon the results of investment activities. Members may elect to self-direct the investment of their contributions as authorized by the Employee Retirement Benefits Board. Any expenses caused in conjunction with self-directed investments are to be paid by members. Absent a member's self-direction, PERS Plan 3 investments are made in the same portfolio as that of the PERS 2/3 defined benefit plan.

For Fiscal Year 2003, employee contributions required and made were $32.6 million, and plan refunds paid out were $5.7 million.

Teachers' Retirement System Plan 3 (TRS 3)

The Teachers' Retirement System (TRS) Plan 3 is a combination defined benefit/defined contribution plan administered by the state through the Department of Retirement Systems (DRS). Eligible employees include certificated employees in grades K-12 in the public schools. TRS participants who joined on or after October 1, 1977, and by June 30, 1996, are Plan 2 members unless they exercised an option to transfer their membership to Plan 3. TRS participants joining the system on or after July 1, 1996, and those who exercised their transfer option, are members of TRS Plan 3. Refer to Section B of this note for TRS plan descriptions.

TRS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. As established by RCW 41.34, employee contribution rates to the defined contribution component range from 5 to 15 percent of salaries based on member choice. There are currently no requirements for employer contributions to the defined contribution component of TRS Plan 3.

TRS Plan 3 defined contribution retirement benefits are solely dependent upon the results of investment activities. Members may elect to self-direct the investment of their contributions as authorized by the Employee Retirement Benefits Board. Any expenses caused in conjunction with self-directed investments are to be paid by members. Absent a member's self-direction, TRS Plan 3 investments are made in the same portfolio as that of the TRS 2/3 defined benefit plan.

For Fiscal Year 2003, employee contributions required and made were $168.2 million and plan refunds paid out were $19.3 million.

School Employees' Retirement System Plan 3 (SERS 3)

The School Employees' Retirement System (SERS) Plan 3 is a combination defined benefit/defined contribution plan administered by the state through the Department of Retirement Systems (DRS). Eligible employees include classified employees of school districts and educational service districts who joined PERS Plan 2 on or after October 1, 1977, and by August 31, 2000, and were transferred to SERS Plan 2 on September 1, 2000. Members transferred from PERS Plan 2 to SERS Plan 2 may exercise an option to transfer their membership to SERS Plan 3. SERS participants joining the system on or after September 1, 2000, are also members of SERS Plan 3. Refer to Section B of this note for SERS plan descriptions.

SERS Plan 3 has a dual benefit structure. Employer contributions finance a defined benefit component, and member contributions finance a defined contribution component. As established by RCW 41.35, employee contribution rates to the defined contribution component range from 5 to 15 percent of salaries based on member choice. There are currently no requirements for employer contributions to the defined contribution component of SERS Plan 3.

SERS Plan 3 defined contribution retirement benefits are solely dependent upon the results of investment activities. Members may elect to self-direct the investment of their contributions as authorized by the Employee Retirement Benefits Board. Any expenses caused in conjunction with self-directed investments are to be paid by members. Absent a member's self-direction, SERS Plan 3 investments are made in the same portfolio as that of the SERS 2/3 defined benefit plan.

For Fiscal Year 2003, employee contributions required and made were $44.3 million and plan refunds paid out were $11.3 million.

Judicial Retirement Account (JRA)

The Judicial Retirement Account Plan was established by the Legislature in 1988 to provide supplemental retirement benefits. It is a defined contribution plan administered by the state Office of the Administrator for the Courts, under the direction of the Board for Judicial Administration. Membership includes judges elected or appointed to the Supreme Court, Court of Appeals, and Superior Courts, and who are members of the PERS for their services as a judge. Vesting is full and immediate. There are three participating employers in JRA.

Employee contributions equal 2.5 percent of covered salary and the state, as employer, matches this amount. Contributions are collected by the Office of the Administrator for the Courts. The employer and employee obligations to contribute are established per chapter 2.14 RCW. Current-year covered payroll for JRA employees was $22.3 million for the fiscal year ended June 30, 2003. For Fiscal Year 2003, the contribution requirement for JRA was $1.1 million. Actual employer and employee contributions were $556 thousand each, for a total of $1.1 million. Plan benefits paid out for Fiscal Year 2003 totaled $168 thousand.

A JRA member who separates from judicial service for any reason is entitled to receive a lump-sum distribution of the accumulated contributions. If a member dies, the amount of accumulated contributions standing to the member's credit at the time of the member's death shall be paid to such a person or persons having an insurable interest in the member's life, per written designation of the member.

Teachers' Insurance and Annuity Association/College Retirement Equity Fund (TIAA/CREF)

TIAA/CREF, privately administered defined contribution plans, provide individual retirement fund contracts for each eligible employee. There are 38 state participating employers in the TIAA/CREF plan. Eligible employees include higher education faculty and other positions as designated by each institution; participation was established under chapter 28B.10 RCW. The employee must commence participation within the first two years of employment. Once eligible to participate in this system, members are vested immediately.

Employee contribution rates, which are based on age, range from 5 to 10 percent of salary. These rates are matched by the institution and sent to TIAA/CREF. The employer and employee obligations to contribute are established per chapter 28B.10 RCW. For Fiscal Year 2003, covered payroll for TIAA/CREF employees was $1.2 billion and the contribution requirement for TIAA/CREF was $202 million. Actual employer and employee contributions were $101 million each, for a total of $202 million. These contribution amounts represent approximately 8 percent of covered payroll for employers and employees.

TIAA/CREF benefits are payable upon termination at the member's option unless the participant is reemployed in another institution which participates in TIAA/CREF. Upon retirement, participant accumulations are used to purchase an annuity. The benefits are determined as follows: TIAA - accumulations are converted to a fixed guaranteed annuity payable for life. In addition to the guaranteed annuity, a dividend payment is declared each year depending on investment performance; CREF - at retirement the value of the fund is converted to a variable annuity. This means the annuity is not guaranteed but rises and falls with the value of equity investments.

J. Plan Net Assets and Changes in Plan Net Assets

Pension plan investments are presented at fair value. The fair value of investments is based on published market prices and quotations from major investment brokers at current exchange rates, as available. Privately held mortgages have been valued at cost which approximates fair market value. The fair value of real estate investments has been estimated based on independent appraisals. Private equity investments are valued by independent investment advisors based on an analysis of the audited financial statements of the underlying partnerships. The pension funds have no investments of any commercial or industrial organization whose market value equals five percent or more of each plan's net assets.

The Combining Statement of Plan Net Assets that follows presents the principal components of receivables, investments, and liabilities.

The Combining Statement of Changes in Plan Net Assets presents the additions and deductions to plan net assets.

Combining Statement of Plan Net Assets

Pension and Other Employee Benefit Funds

June 30, 2003

(expressed in thousands)

	PERS Plan 1	PERS Plan 2/3 Defined Benefit	PERS Plan 3 Defined Contribution	TRS Plan 1	TRS Plan 2/3 Defined Benefit	TRS Plan 3 Defined Contribution	SERS Plan 2/3 Defined Benefit
Assets:							
Cash and pooled investments	$ 5,934	$ -	$ 342	$ 5,010	$ 619	$ 2,720	$ 355
Receivables:							
Interest and dividends	24,794	27,010	390	21,022	9,217	2,683	3,726
Due from other funds	2,145	441	240,888	933	3,071	10,473	743
Due from other governments	5,522	6,305	2,238	4,010	2,120	11,117	1,232
Other (net of allowance)	5,939	5,768	82	4,809	1,946	565	787
Total Receivables	38,400	39,524	243,598	30,774	16,354	24,838	6,488
Investments, Noncurrent:							
Asset backed securities	40,277	43,932	640	34,156	14,963	4,396	6,047
Collaterialized mort oblig	367,220	400,542	5,835	311,410	136,420	40,082	55,134
Commercial paper	-	-	-	-	-	-	-
Corporate bonds	910,732	993,371	14,470	772,318	338,331	99,406	136,737
Corporate stock	418,280	456,234	6,646	354,709	155,388	45,655	62,800
Govt securities domestic	298,545	325,635	4,744	253,172	110,907	32,586	44,823
Govt securities foreign	44,300	48,319	704	37,567	16,457	4,835	6,651
Government bonds	1,339	1,461	21	1,136	498	146	201
Repurchase agreements	1,453	154	-	1,120	471	-	159
Certificates of deposit	33,253	36,270	528	28,199	12,353	3,629	4,993
Mutual funds	3,582,638	3,907,726	361,176	3,038,149	1,330,926	1,250,000	537,896
Mortgages	314,022	342,517	4,990	266,297	116,657	34,275	47,147
Real estate	810,018	883,519	12,870	686,911	300,916	88,413	121,616
Private equity	1,244,320	1,357,229	19,771	1,055,208	462,257	135,817	186,821
Investments on loan	301,433	328,785	4,790	255,621	111,980	32,901	45,257
Short term investments	569,158	629,244	7,809	483,905	226,231	57,570	91,712
Other noncurrent investments	50	4	-	38	16	-	5
Total Investments, Noncurrent	8,937,038	9,754,942	444,994	7,579,916	3,334,771	1,829,711	1,347,999
Total Assets	$ 8,981,372	$ 9,794,466	$ 688,934	$ 7,615,700	$ 3,351,744	$ 1,857,269	$ 1,354,842
Liabilities:							
Obligations under security lending agreements	$ 320,664	$ 348,379	$ 5,024	$ 271,818	$ 119,300	$ 34,597	$ 48,203
Accrued liabilities	13,675	4,883	53	11,059	1,612	365	651
Due to other funds	438	244,589	437	394	12,384	3,069	4,795
Total Liabilities	334,777	597,851	5,514	283,271	133,296	38,031	53,649
Net Assets							
Net Assets Held in Trust for:							
Pension Benefits (Schedule of funding progress by plan begins on page 112)	8,646,595	9,196,615	683,420	7,332,429	3,218,448	1,819,238	1,301,193
Deferred Compensation Participants							
Total Net Assets	$ 8,646,595	$ 9,196,615	$ 683,420	$ 7,332,429	$ 3,218,448	$ 1,819,238	$ 1,301,193

SERS Plan 3 Defined Contribution	LEOFF Plan 1	LEOFF Plan 2	WSPRS Plan 1	JRS	JRA	Judges	VFFRPF	Deferred Compensation	**Total**
$ 697	$ 1,912	$ 705	$ 480	$ 325	$ 7	$ 4,491	$ 9,398	$ 321	$ 33,316
1,007	12,373	6,969	1,705	7	-	-	277	-	111,180
3,898	5	2	1	1	-	10	23	1	262,635
3,514	-	4,350	53	16	-	-	-	-	40,477
213	2,669	1,509	359	5	-	4	3,358	1,382	29,395
8,632	15,047	12,830	2,118	29	-	14	3,658	1,383	443,687
1,653	20,111	11,338	2,773	-	-	-	451	-	180,737
15,072	183,355	103,374	25,277	-	-	-	4,109	-	1,647,830
-	-	-	-	-	-	-	-	-	-
37,381	454,735	256,376	62,689	-	-	-	10,191	-	4,086,737
17,168	208,850	117,748	28,792	-	-	-	4,680	-	1,876,950
12,254	149,065	84,042	20,550	-	-	-	3,340	-	1,339,663
1,818	22,119	12,471	3,049	-	-	-	496	-	198,786
55	669	377	92	-	-	-	15	-	6,010
-	570	104	77	52	1	620	1,303	44	6,128
1,365	16,603	9,361	2,289	-	-	-	372	-	149,215
311,259	1,788,836	1,008,533	246,606	-	-	-	40,087	-	17,403,832
12,889	156,793	88,399	21,615	-	-	-	3,514	-	1,409,115
33,247	404,447	228,025	55,756	-	-	-	9,064	-	3,634,802
51,073	621,297	350,283	85,651	-	-	-	13,923	-	5,583,650
12,372	150,508	84,855	20,749	-	-	-	3,373	-	1,352,624
20,850	284,179	166,827	39,807	6,483	-	-	6,356	-	2,590,131
-	20	3	3	2	10,634	22	45	1,461,484	1,472,326
528,456	4,462,157	2,522,116	615,775	6,537	10,635	642	101,319	1,461,528	42,938,536
$ 537,785	$ 4,479,116	$ 2,535,651	$ 618,373	$ 6,891	$ 10,642	$ 5,147	$ 114,375	$ 1,463,232	$ 43,415,539
$ 12,984	$ 159,955	$ 89,964	$ 22,050	$ 52	$ 1	$ 620	$ 4,875	$ 44	$ 1,438,530
137	3,238	988	625	139	-	12	48	245	37,730
743	88	343	5	-	-	-	9	8	267,302
13,864	163,281	91,295	22,680	191	1	632	4,932	297	1,743,562
523,921	4,315,835	2,444,356	595,693	6,700	10,641	4,515	109,443		40,209,042
								1,462,935	1,462,935
$ 523,921	$ 4,315,835	$ 2,444,356	$ 595,693	$ 6,700	$ 10,641	$ 4,515	$ 109,443	$ 1,462,935	$ 41,671,977

Combining Statement of Changes in Plan Net Assets

Pension and Other Employee Benefit Funds

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	PERS Plan 1	PERS Plan 2/3 Defined Benefit	PERS Plan 3 Defined Contribution	TRS Plan 1	TRS Plan 2/3 Defined Benefit	TRS Plan 3 Defined Contribution	SERS Plan 2/3 Defined Benefit
Additions:							
Contributions:							
Employers	$ 56,619	$ 38,287	$ -	$ 20,358	$ 18,225	$ -	$ 6,154
Members	66,870	36,668	32,634	48,585	931	168,241	1,913
State	-	-	-	-	-	-	-
Participants	-	-	-	-	-	-	-
Total Contributions	123,489	74,955	32,634	68,943	19,156	168,241	8,067
Investment Income:							
Net appreciation (depreciation) in fair value	115,168	148,785	12,310	100,949	57,869	25,419	23,452
Interest and dividends	225,317	238,274	6,897	190,783	86,590	18,550	35,317
Less: Investment expenses	(19,698)	(21,145)	(428)	(16,676)	(8,332)	(1,943)	(3,353)
Net Investment Income	320,787	365,914	18,779	275,056	136,127	42,026	55,416
Transfers from other pension plans	153	222	609,477	51	236	775	1,900
Other additions	-	-	-	-	-	-	-
Total Additions	444,429	441,091	660,890	344,050	155,519	211,042	65,383
Deductions:							
Pension benefits	776,683	72,460	-	689,253	10,861	-	4,305
Pension refunds	5,677	30,835	5,737	1,521	3,537	19,331	2,220
Transfers to other pension plans	25	611,721	207	-	807	238	329
Administrative expenses	429	161	-	174	102	-	26
Distributions to participants	-	-	-	-	-	-	-
Total Deductions	782,814	715,177	5,944	690,948	15,307	19,569	6,880
Net Increase	(338,385)	(274,086)	654,946	(346,898)	140,212	191,473	58,503
Net Assets - Beginning	8,984,980	9,470,701	28,474	7,679,327	3,078,236	1,627,765	1,242,690
Net Assets - Ending	$ 8,646,595	$ 9,196,615	$ 683,420	$ 7,332,429	$ 3,218,448	$ 1,819,238	$ 1,301,193

SERS Plan 3 Defined Contribution	LEOFF Plan 1	LEOFF Plan 2	WSPRS Plan 1	JRS	JRA	Judges	VFFRPF	Deferred Compensation	**Total**
$ -	$ 62	$ 25,583	$ -	$ 215	$ 556	$ 6	$ 777	$ -	$ 166,842
44,293	78	41,588	1,314	215	556	6	154	-	444,046
-	-	16,404	-	6,000	-	250	3,300	-	25,954
-	-	-	-	-	-	-	-	135,901	135,901
44,293	140	83,575	1,314	6,430	1,112	262	4,231	135,901	772,743
7,762	60,416	43,770	8,901	(1)	111	(15)	1,276	5,266	611,438
6,865	111,560	60,105	15,212	125	278	134	2,776	37,870	1,036,653
(487)	(9,756)	(5,248)	(1,330)	(8)	-	(10)	(240)	-	(88,654)
14,140	162,220	98,627	22,783	116	389	109	3,812	43,136	1,559,437
317	1	140	121	-	-	-	-	-	613,393
-	-	-	-	-	8	-	-	1,188	1,196
58,750	162,361	182,342	24,218	6,546	1,509	371	8,043	180,225	2,946,769
-	264,618	4,058	24,047	8,279	168	639	7,543	-	1,862,914
11,328	158	5,125	221	-	-	-	18	-	85,708
66	-	-	-	-	-	-	-	-	613,393
-	212	69	22	-	12	-	52	1,741	3,000
-	-	-	-	-	-	-	-	68,469	68,469
11,394	264,988	9,252	24,290	8,279	180	639	7,613	70,210	2,633,484
47,356	(102,627)	173,090	(72)	(1,733)	1,329	(268)	430	110,015	313,285
476,565	4,418,462	2,271,266	595,765	8,433	9,312	4,783	109,013	1,352,920	41,358,692
$ 523,921	$ 4,315,835	$ 2,444,356	$ 595,693	$ 6,700	$ 10,641	$ 4,515	$ 109,443	$ 1,462,935	$ 41,671,977

Note 12 - Commitments and Contingencies

A. Construction and Other Commitments

Outstanding commitments related to state facility construction, improvement, and/or renovation totaled $2.2 billion at June 30, 2003.

B. Summary of Significant Litigation

The state and its agencies are parties to numerous routine legal proceedings that normally occur in governmental operations. At any given point, there may be numerous lawsuits involving state agencies that could impact expenditures. There is a recurring volume of tort and other claims for compensation and damages against the state and some specific state agencies, including the Departments of Transportation, Social and Health Services, and the University of Washington. There are risk management funds reserved by the state for these claims and insurance is available to pay a portion of damages for certain types of claims. There has been a trend over the past few years of higher jury verdicts on certain types of damage claims. The collective impact of these claims, however, is not likely to have a material impact on state revenues or expenditures.

Social Service Program Administration Litigation

During the reporting period, there have been additional challenges or developments in pending cases involving the administration of state social service programs. These include:

Pierce County, et al. v. DSHS, et al. This case is a challenge to the state's mental health system, which contemplates a joint state-local responsibility for providing a continuum of services. The county asserts that the state agency and the Legislature have failed in their duty to provide care for the mentally ill and developmentally disabled. If relief is granted to the plaintiff, it is difficult to estimate the cost to the agency to comply with the court order.

Arc of Washington v. Quasim; Boyle v. Braddock. Both of these cases involve challenges to DSHS's administration of programs for developmentally disabled clients. A proposed settlement in the *Arc* case was rejected by the federal court and the case was dismissed. An appeal was taken by plaintiffs to the Ninth Circuit Court of Appeals. The *Boyle* case is a related class action, also dismissed by the federal district court and with an appeal also pending. Biennial costs of providing the expanded program services sought by the so far unsuccessful plaintiffs range from approximately $165 to $222 million.

Braam v. State. In May 2002, the Whatcom County Superior Court entered an injunction mandating significant changes to the state's foster care system. Although most of the injunction was stayed pending appeal, DSHS estimates it would cost approximately $60 million per year to comply with the injunction. The state is awaiting a decision from the Washington State Supreme Court on its appeal.

Keffeler v. DSHS. This is a class action challenging DSHS's authority when acting as a foster child's representative to use Social Security benefits for the costs of foster care. In February 2003, the United States Supreme Court upheld the state's position, but remanded the case to the Washington State Supreme Court for further proceedings regarding the constitutionality of the program. DSHS currently receives about $9 million a year from the Social Security Administration for foster care costs. It is difficult to quantify the risk and possible liability to the state if the next phase of *Keffeler* is unsuccessful.

Townsend v. Braddock. This is a class action on behalf of elderly and disabled adults under the Americans with Disabilities Act (ADA). At issue is whether there will be an expansion of eligibility for a home and community based care program (COPES-like program). Potential costs to the state are unknown. The case is in active settlement discussions, after a summary judgment ruling in favor of the state was reversed on appeal.

Higher Education Litigation

There have been a series of lawsuits challenging personnel and administrative practices by the State Board for Community and Technical Colleges. Several have been successfully defended or settled. In the most recent case, part-time faculty sought state-paid health care benefits during the summer quarter. In June 2003, the Washington State Supreme Court ruled in favor of the faculty plaintiffs. Further action has been stayed pending settlement evaluation and negotiations. Approximate value of the benefits owed to plaintiffs is in the range of $20 to $40 million, an amount that is significantly higher than the likely settlement value.

Personnel Administration Litigation

McGinnis v. State. This is a class action wage involving all employees working in straight hour shifts at all state institutions. Plaintiffs claim they have not been provided adequate meal or rest periods. The state won on summary judgment after legislative amendment of the relevant statute, and an appeal was taken by the employee class directly to the Washington State Supreme Court, where it is now pending. The potential

compensation claim could exceed $100 million if the state does not continue to prevail on appeal.

Tax and Medical Assistance Litigation
While there is a recurring volume of lawsuits seeking refunds of taxes paid to the state, there are currently no pending cases of such significance that they should be reported at this time. Similarly, there have in the past been a number of cases involving Medicaid reimbursement claims of significant magnitude. However, at this time those cases have been or are near settlement in amounts that do not require discussion in this report.

C. Federal Assistance

The state has received federal financial assistance for specific purposes that are generally subject to review or audit by the grantor agencies. Entitlement to this assistance is generally conditional upon compliance with the terms and conditions 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 state. The state does estimate and recognize a claims and judgments liability for disallowances when determined by the grantor agency or for probable disallowances based on experience pertaining to these grants; however, these recognized liabilities and any unrecognized disallowances are considered immaterial to the state's overall financial condition.

D. Arbitrage Rebate

Rebatable arbitrage is defined by the Internal Revenue Service Code Section 148 as earnings on investments purchased from the gross proceeds of a bond issue that are in excess of the amount that would have been earned if the investments were invested at a yield equal to the yield on the bond issue. The rebatable arbitrage must be paid to the federal government. State agencies and universities responsible for investments from bond proceeds carefully monitor their investments to restrict earnings to a yield less than the bond issue, and therefore limit any state arbitrage liability. The state estimates that rebatable arbitrage liability, if any, will be immaterial to its overall financial condition.

E. Other Commitments and Contingencies

School Bond Guarantee Program
Washington voters passed a constitutional amendment in November 1999, creating the Washington State School Bond Guarantee Program. The program's purpose is to provide savings to state taxpayers by pledging the full faith and credit of the state of Washington to the full and timely payment of voter-approved school district general obligation bonds in the event a school district is unable to made a payment. The issuing school district remains responsible for the repayment of the bonds, including any payment the state makes under the guarantee.

The State Treasurer introduced the School Bond Guarantee Program in March 2000. At the end of Fiscal Year 2003, the state had guaranteed 122 school districts' voter-approved general obligation debt with a total outstanding principal of $2.6 billion. The state estimates that school bond guarantee liability, if any, will be immaterial to its overall financial condition.

Local Option Capital Asset Lending Program (LOCAL)
On September 1, 1998, the state lease-purchase program was extended to local governments seeking low cost financing of essential equipment. The program allows local governments to pool their financing requests together with Washington State agencies in Certificates of Participation (COPs). Refer to Note 7.B for the state's COP disclosure. These COP's do not constitute a debt or pledge of the faith and credit of the state, rather local governments pledge their full faith and credit in a general obligation pledge. In the event that any local government fails to make any payment, the state is obligated to withhold an amount sufficient to make such payment from the local government's share, if any, of state revenues or other amounts authorized or required by law to be distributed by the state to such local government, if otherwise legally permissible. Upon failure of any local government to make a payment, the state is further obligated, to the extent of legally available appropriated funds to make such payment on behalf of such local government. The local government remains obligated to make all COP payments and reimburse the state for any conditional payments.

As of June 30, 2003, outstanding certificates of participation notes totaled $34.9 million for 166 local governments participating in LOCAL. The state estimates that LOCAL program liability, if any, will be immaterial to its overall financial condition.

Note 13 - Subsequent Events

A. Bond Issues

In August 2003, the state issued $271.4 million in Various Purpose General Obligation Bonds, Series 2004A, $200 million in Motor Vehicle Fuel Tax General Obligation Bonds, Series 2004B, and $110 million in Motor Vehicle Fuel Tax General Obligation Bonds, Series 2004C.

In October 2003, the state issued $20 million in General Obligation Taxable Bonds, Series 2004T.

In October 2003, the state issued $124 million in Various Purpose General Obligation Refunding Bonds, Series 2004A, and $57 million in Motor Vehicle Fuel Tax General Obligation Refunding Bonds, Series R-2004B.

B. Certificates of Participation

In September 2003, the state issued $5.9 million in Certificates of Participation for various state and local government equipment purchases, Series 2003C.

In December 2003, the state issued $3.9 million in Certificates of Participation for various state and local government equipment and real estate purchases, Series 2003G.

C. Office Building Lease

The 2001 Legislature authorized the state to lease-develop an office building in Tumwater, Washington. On October 23, 2003, the state entered into a ground lease and a lease agreement with Tumwater Office Properties (TOP), a Washington nonprofit corporation. The agreements call for TOP to design and construct an office building and to finance it with tax-exempt obligations that meet the requirements of Revenue Ruling 63-20 and Revenue Procedure 82-26 issued by the Internal Revenue Service. The state is required to make monthly payments that equal the required debt service on the bonds. Additional amounts may also be due per the terms of the lease agreement. The lease agreements provide the state with options to purchase the building during the term of the lease and transfer ownership of the building to the state at the end of the lease. The office building is scheduled for occupancy in September 2005.

Required Supplementary Information

Budgetary Information

Budgetary Comparison Schedule

General Fund

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	General Fund			
	Original Budget 2001-03 Biennium	Final Budget 2001-03 Biennium	Actual 2001-03 Biennium	Variance with Final Budget
Budgetary fund balance, July 1	$ 410,520	$ 564,950	$ 564,950	-
Resources:				
Taxes	21,535,714	20,842,764	20,901,981	59,217
Licenses, permits, and fees	161,284	155,723	150,336	(5,387)
Other contracts and grants	480,967	476,844	441,029	(35,815)
Timber sales	7,255	7,352	7,526	174
Federal grants-in-aid	9,725,433	9,949,343	9,480,413	(468,930)
Charges for services	69,918	78,792	72,072	(6,720)
Interest income	91,500	92,507	59,492	(33,015)
Miscellaneous revenue	97,261	107,375	170,063	62,688
Transfers from other funds	351,964	1,190,230	1,256,683	66,453
Total Resources	32,931,816	33,465,880	33,104,545	(361,335)
Charges to appropriations:				
General government	2,367,753	2,277,419	2,294,689	(17,270)
Human services	16,292,131	16,031,670	15,934,400	97,270
Natural resources and recreation	509,265	520,455	489,473	30,982
Transportation	47,217	47,602	45,813	1,789
Education	13,863,237	13,856,765	13,702,636	154,129
Capital outlays	294,045	235,269	78,329	156,940
Transfers to other funds	140,142	140,883	157,332	(16,449)
Total Charges to appropriations	33,513,790	33,110,063	32,702,672	407,391
Excess available for appropriation Over (Under) charges to appropriations	(581,974)	355,817	401,873	46,056
Reconciling Items:				
Changes in reserves (net)	-	-	(46,984)	(46,984)
Entity adjustments (net)	-	-	49,692	49,692
Accounting and reporting changes (net)	-	-	-	-
Total Reconciling Items	-	-	2,708	2,708
Budgetary Fund Balance, June 30	$ (581,974)	$ 355,817	$ 404,581	$ 48,764

Budgetary Information
Budgetary Comparison Schedule
Budget to GAAP Reconciliation
General Fund
For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	General Fund
Sources/inflows of resources	
Actual amounts (budgetary basis) "Available for Appropriation" from the Budgetary Comparison Schedule	$ 33,104,545
Differences - budget to GAAP:	
The following items are inflows of budgetary resources but are not revenue for financial reporting purposes:	
Transfers from other funds	(1,256,683)
Budgetary fund balance at the beginning of the year	(564,950)
The following items are not inflows of budgetary resources but are revenue for financial reporting purposes:	
Noncash commodities and food stamps	767,445
Unanticipated receipts	253,125
Noncash revenues	49,685
Revenues collected for other governments	51,282
Biennium total revenues	$ 32,404,449
Fiscal Year 2002 total revenues	(15,905,985)
Total revenues as reported on the Statement of Revenues, Expenditures, and Changes in Fund Balance - Governmental Funds	$ 16,498,464

Uses/outflows of resources	
Actual amounts (budgetary basis) "Total Charges to Appropriations" from the Budgetary Comparison Schedule.	$ 32,702,672
Differences - budget to GAAP:	
Budgeted expenditure transfers are recorded as expenditures in the budget statement but are recorded as other financing source (use) for financial reporting purposes.	(1,303,889)
Transfers to other funds are outflows of budgetary resources but are not expenditures for financial reporting purposes.	(157,332)
The following items are not outflows of budgetary resources but are recorded as current expenditures for financial reporting purposes.	
Noncash commodities and food stamps	767,445
Expenditures related to unanticipated receipts	253,125
Capital lease acquisitions	18,424
Distributions to other governments	51,283
Biennium total revenues	$ 32,331,728
Fiscal Year 2002 total expenditures	(15,992,487)
Total expenditures as reported on the Statement of Revenues, Expenditures, and Changes in Fund Balance - Governmental Funds	16,339,241

Budgetary Information

Notes to Required Supplementary Information

General Budgetary Policies and Procedures

The Governor is required to submit a budget to the state Legislature no later than December 20 of the year preceding odd-numbered year sessions of the Legislature. The budget is a proposal for expenditures in the ensuing biennial period based upon anticipated revenues from the sources and rates existing by law at the time of submission of the budget. The Governor may additionally submit, as an appendix to the budget, a proposal for expenditures in the ensuing biennium from revenue sources derived from proposed changes in existing statutes.

The appropriated budget and any necessary supplemental budgets are legally required to be adopted through the passage of appropriation bills by the Legislature and approved by the Governor. Operating appropriations are generally made at the fund/account and agency level; however, in a few cases, appropriations are made at the fund/account and agency/program level. Operating appropriations cover either the entire biennium or a single fiscal year within the biennium. Capital appropriations are biennial and are generally made at the fund/account, agency, and project level.

The legal level of budgetary control is at the fund/account, agency, and appropriation level, with administrative controls established at lower levels of detail in certain instances. The accompanying budgetary schedules are not presented at the legal level of budgetary control. This is due to the large number of appropriations within individual agencies that would make such a presentation in the accompanying financial schedules extremely cumbersome. Section 2400.121 of the GASB Codification of Governmental Accounting and Financial Reporting Standards provides for the preparation of a separate report in these extreme cases. For the state of Washington, a separate report has been prepared for the 2001-2003 Biennium to illustrate legal budgetary compliance. Appropriated budget versus actual expenditures, and estimated versus actual revenues and other financing sources (uses) for appropriated funds at agency and appropriation level are presented in Report CAF1054 for governmental funds. A copy of this report is available at the Office of Financial Management, 6639 Capitol Boulevard, PO Box 43113, Olympia, Washington 98504-3113.

Legislative appropriations are strict legal limits on expenditures/expenses, and overexpenditures are prohibited. All appropriated and certain nonappropriated funds are further controlled by the executive branch through the allotment process. This process allocates the expenditure/expense plan into monthly allotments by program, source of funds, and object of expenditure. According to statute RCW 43.88.110(2), except under limited circumstances, the original allotments are approved by the Governor and may be revised only at the beginning of the second year of the biennium and must be initiated by the Governor. Because allotments are not the strict legal limit on expenditures/expenses, the budgetary schedules presented as required supplementary information (RSI) are shown on an appropriation versus actual comparison rather than an allotment versus actual comparison.

Proprietary funds typically earn revenues and incur expenses (i.e., depreciation or budgeted asset purchases) not covered by the allotment process. Budget estimates are generally made outside the allotment process according to prepared business plans. These proprietary fund business plan estimates are adjusted only at the beginning of each fiscal year.

Additional fiscal control is exercised through various means. OFM is authorized to make expenditure/expense allotments based on availability of unanticipated receipts, mainly federal government grant increases made during a fiscal year. State law does not preclude the over expenditure of allotments, although RCW 43.88.110(3) requires that the Legislature be provided an explanation of major variances.

Operating encumbrances lapse at the end of the applicable appropriation. Capital outlay encumbrances lapse at the end of the biennium unless reappropriated by the Legislature in the ensuing biennium. Encumbrances outstanding against continuing appropriations at fiscal year end are reported as reservations of fund balance.

Budgetary Reporting versus GAAP Reporting

Governmental funds are budgeted materially in conformance with GAAP. However, the presentation in the accompanying budgetary schedules is different in certain respects from the corresponding Statements of Revenues, Expenditures, and Changes in Fund Balance (governmental operating statement). In the accompanying budgetary schedules, budget and actual expenditures are reported only for appropriated activities. Expenditures are classified based on whether the appropriation is from the operating or capital budget. Expenditures funded by operating budget appropriations are reported as current expenditures classified by the function of the agency receiving the appropriation. Expenditures funded by capital budget appropriations are reported as capital outlays.

However, in the governmental operating statements, all governmental funds are included and expenditures are classified according to what was actually purchased. Capital outlays are fixed asset acquisitions such as land, buildings, and equipment. Debt service expenditures are principal and interest payments. Current expenditures are all other governmental fund expenditures classified based on the function of the agency making the expenditures.

Additionally, certain governmental activities are excluded from the budgetary schedules because they are not appropriated. These activities include: activities designated as nonappropriated by the Legislature, such as the Higher Education Special Revenue Fund, Higher Education Endowment Fund, federal surplus food commodities, electronic food stamp benefits, capital leases, note proceeds, and resources collected and distributed to other governments.

Further, certain expenditures are appropriated as operating transfers. These transfers are reported as operating transfers on the budgetary schedules and as expenditures on the governmental operating statements. The factors contributing to the differences between the Budgetary Comparison Schedule and the Statement of Revenues, Expenditures, and Changes in Fund Balance are noted in the previous Budget to GAAP reconciliation.

Budgetary Fund Balance includes the following as reported on the Governmental Funds Balance Sheet: Unreserved, undesignated fund balance; Unreserved fund balance, designated for other specific purposes; and Reservation for encumbrances.

Pension Plan Information

Public Employees' Retirement System - Plan 1

Schedule of Funding Progress

Valuation Years 2002 through 1997 (dollars in millions)

	2002	2001	2000	1999	1998	1997
Actuarial Valuation Date	9/30/2002	9/30/2001	12/31/2000	12/31/1999	12/31/1998	12/31/1997
Actuarial Value of Plan Assets	$ 10,757	$ 10,990	$ 11,111	$ 10,456	$ 9,219	$ 8,211
Actuarial Accrued Liability	12,560	12,088	11,695	11,636	11,227	10,817
Unfunded Actuarial Liability	1,804	1,098	584	1,180	2,008	2,606
Percentage Funded	86%	91%	95%	90%	82%	76%
Covered Payroll	1,023	1,085	1,132	1,184	1,233	1,271
Unfunded Actuarial Liability as a Percentage of Covered Payroll	176%	101%	52%	100%	163%	205%

Source: Washington State Office of the State Actuary

Teachers' Retirement System - Plan 1

Schedule of Funding Progress

Valuation Years 2002 through 1997 (dollars in millions)

	2002	2001	2000	1999	1998	1997
Actuarial Valuation Date	9/30/2002	9/30/2001	6/30/2000	6/30/1999	6/30/1998	6/30/1997
Actuarial Value of Plan Assets	$ 9,365	$ 9,342	$ 9,372	$ 8,696	$ 7,819	$ 6,844
Actuarial Accrued Liability	10,235	9,895	9,566	9,529	9,354	9,044
Unfunded Actuarial Liability	869	553	194	833	1,535	2,200
Percentage Funded	91%	94%	98%	91%	84%	76%
Covered Payroll	741	800	957	984	1,046	1,083
Unfunded Actuarial Liability as a Percentage of Covered Payroll	117%	69%	20%	85%	147%	203%

Source: Washington State Office of the State Actuary

Pension Plan Information

Law Enforcement Officers' and Fire Fighters' Retirement System- Plan 1

Schedule of Funding Progress

Valuation Years 2002 through 1997 (dollars in millions)

	2002	2001	2000	1999	1998	1997
Actuarial Valuation Date	9/30/2002	9/30/2001	12/31/2000	12/31/1999	12/31/1998	12/31/1997
Actuarial Value of Plan Assets	$ 5,095	$ 5,369	$ 5,440	$ 5,150	$ 4,568	$ 4,087
Actuarial Accrued Liability	4,259	4,153	4,002	4,125	3,906	3,767
Unfunded (Assets in Excess of)						
Actuarial Liability	(836)	(1,216)	(1,437)	(1,024)	(662)	(320)
Percentage Funded	120%	129%	136%	125%	117%	108%
Covered Payroll	80	87	95	106	117	128
Unfunded Actuarial Liability as a						
Percentage of Covered Payroll	N/A	N/A	N/A	N/A	N/A	N/A

N/A indicates data not available.

Source: Washington State Office of the State Actuary

Judicial Retirement System

Schedule of Funding Progress

Valuation Years 2002 through 1997 (dollars in millions)

	2002	2001	2000	1999	1998	1997
Actuarial Valuation Date	9/30/2002	9/30/2001	12/31/2000	12/31/1999	12/31/1998	12/31/1997
Actuarial Value of Plan Assets	$ 8	$ 10	$ 10	$ 9	$ 8	$ 5
Actuarial Accrued Liability	92	91	93	94	97	95
Unfunded Actuarial Liability	84	81	83	85	89	90
Percentage Funded	9%	11%	11%	10%	8%	5%
Covered Payroll	3.0	3.0	4.0	4.0	4.0	4.0
Unfunded Actuarial Liability as a						
Percentage of Covered Payroll	2800%	2700%	2075%	2125%	2225%	2250%

Source: Washington State Office of the State Actuary

Pension Plan Information

Volunteer Fire Fighters' Relief and Pension Fund

Schedule of Funding Progress

Valuation Years 2002 through 1997 (dollars in millions)

	2002	2001	2000	1999	1998	1997
Actuarial Valuation Date	12/31/2002	12/31/2001	12/31/2000	12/31/1999	12/31/1998	12/31/1997
Actuarial Value of Plan Assets	$ 124	$ 129	$ 126	$ 118	$ 102	$ 91
Actuarial Accrued Liability	110	99	96	98	94	69
Unfunded (Assets in Excess of)						
Actuarial Liability	(14)	(30)	(30)	(20)	(8)	(22)
Percentage Funded	113%	130%	131%	120%	109%	132%
Covered Payroll*	N/A	N/A	N/A	N/A	N/A	N/A
Unfunded Actuarial Liability as a						
Percentage of Covered Payroll	N/A	N/A	N/A	N/A	N/A	N/A

*Covered Payroll is not presented because it is not applicable since this is a volunteer organization.

Source: Washington State Office of the State Actuary

Judges' Retirement Fund

Schedule of Funding Progress

Valuation Years 2002 through 1997 (dollars in millions)

	2002	2001	2000	1999	1998	1997
Actuarial Valuation Date	9/30/2002	9/30/2001	12/31/2000	12/31/1999	12/31/1998	12/31/1997
Actuarial Value of Plan Assets	$ 5	$ 5	$ 5	$ 4	$ 4	$ 4
Actuarial Accrued Liability	6	6	6	6	7	7
Unfunded Actuarial Liability	1	1	1	2	3	3
Percentage Funded	83%	83%	83%	67%	57%	57%
Covered Payroll	0.1	0.1	0.1	0.1	0.1	0.2
Unfunded Actuarial Liability as a						
Percentage of Covered Payroll	1000%	1000%	1000%	2000%	3000%	1500%

Source: Washington State Office of the State Actuary

Pension Plan Information

Schedules of Contributions from Employers and Other Contributing Entities

For the Fiscal Years Ended June 30, 2003 through 1998

	2003	2002	2001	2000	1999	1998
Public Employees' Retirement System - Plan 1 (expressed in millions)						
Employers' Annual Required Contribution	$ 228.9	$ 164.3	$ 118.8	$ 199.2	$ 237.6	$ 287.2
Employers' Actual Contribution	56.6	68.6	181.7	200.2	234.3	226.1
Percentage Contributed	25%	42%	153%	101%	99%	79%
Public Employees' Retirement System - Plan 2/3 (expressed in millions)						
Employers' Annual Required Contribution	$ 141.7	$ 72.0	$ 55.6	$ 103.6	$ 86.6	$ 106.3
Employers' Actual Contribution	38.2	51.0	115.0	101.9	238.4	222.8
Percentage Contributed	27%	71%	207%	98%	275%	210%
Teachers' Retirement System - Plan 1 (expressed in millions)						
Employers' Annual Required Contribution	$ 153.4	$ 119.8	$ 90.6	$ 176.1	$ 209.7	$ 269.7
Employers' Actual Contribution	20.4	59.5	141.3	183.0	222.5	211.6
Percentage Contributed	13%	50%	156%	104%	106%	78%
Teachers' Retirement System - Plan 2/3 (expressed in millions)						
Employers' Annual Required Contribution	$ 79.5	$ 66.7	$ 40.4	$ 56.2	$ 45.9	$ 59.8
Employers' Actual Contribution	18.2	46.4	69.6	75.3	100.2	105.6
Percentage Contributed	23%	70%	172%	134%	218%	177%
School Employees' Retirement System - Plan 2/3 (expressed in millions)						
Employers' Annual Required Contribution	$ 44.2	$ 19.5	$ 6.7	**	**	**
Employers' Actual Contribution	6.2	11.3	19.9	**	**	**
Percentage Contributed	14%	58%	297%	**	**	**

Source: Washington State Office of the State Actuary

Note: The Annual Required Contribution (ARC) has gone down with market gains, changes in funding methods, and plan assumptions and up with market losses and plan changes, as have the contributions required by law. The timing of these ups and downs for the ARC and for actual contributions is different because the ARC and actual contribution rates are determined from the results of different valuations. As a result, actual contributions lag behind the ARC for reporting purposes. There are additional differences between the ARC and those required in the statute, but this explains why the actual contributions, as a percentage of required, can be higher one year and lower the next.

** SERS did not exist prior to 9/1/2000

Pension Plan Information

Schedules of Contributions from Employers and Other Contributing Entities

For the Fiscal Years Ended June 30, 2003 through 1998

	2003	2002	2001	2000	1999	1998
Law Enforcement Officers' and Fire Fighters' Retirement System - Plan 1 (expressed in millions)						
Employers' Annual Required Contribution	$ -	$ -	$ -	$ 6.3	$ 6.9	$ 7.5
Employers' Actual Contribution	0.1	0.1	0.1	6.3	7.2	7.6
Percentage Contributed	N/A	N/A	N/A	100%	104%	101%
State Annual Required Contribution	-	-	-	-	-	-
State Actual Contribution	-	-	-	-	48.8	50.4
Percentage Contributed	N/A	N/A	N/A	N/A	N/A	N/A
Law Enforcement Officers' and Fire Fighters' Retirement System - Plan 2 (expressed in millions)						
Employers' Annual Required Contribution	$ 34.1	$ 26.2	$ 20.3	$ 26.9	$ 22.3	$ 22.5
Employers' Actual Contribution	25.6	24.0	31.5	26.2	34.3	31.1
Percentage Contributed	75%	92%	155%	97%	154%	138%
State Annual Required Contribution	22.7	17.5	13.5	18.0	14.9	15.0
State Actual Contribution	16.4	15.6	20.9	17.1	22.2	20.1
Percentage Contributed	72%	89%	155%	95%	149%	134%
Washington State Patrol Retirement System - Plan 1 (expressed in millions)						
Employers' Annual Required Contribution	$ -	$ -	$ -	$ -	$ -	$ -
Employers' Actual Contribution	-	-	-	-	5.9	6.0
Percentage Contributed	N/A	N/A	N/A	N/A	N/A	N/A

N/A indicates data not available.

Source: Washington State Office of the State Actuary

Note: The Annual Required Contribution (ARC) has gone down with market gains, changes in funding methods, and plan assumptions and up with market losses and plan changes, as have the contributions required by law. The timing of these ups and downs for the ARC and for actual contributions is different because the ARC and actual contribution rates are determined from the results of different valuations. As a result, actual contributions lag behind the ARC for reporting purposes. There are additional differences between the ARC and those required in the statute, but this explains why the actual contributions, as a percentage of required, can be higher one year and lower the next.

Pension Plan Information

Schedules of Contributions from Employers and Other Contributing Entities

For the Fiscal Years Ended June 30, 2003 through 1998

	2003	2002	2001	2000	1999	1998
Judicial Retirement System (expressed in millions)						
Employers' Annual Required Contribution	$ 16.2	$ 14.2	$ 13.3	$ 12.5	$ 12.2	$ 11.6
Employers' Actual Contribution	6.2	6.2	7.3	7.3	8.8	8.8
Percentage Contributed	38%	44%	55%	58%	72%	76%
Judges' Retirement Fund (expressed in millions)						
Employers' Annual Required Contribution	$ 0.1	$ 0.2	$ 0.2	$ 0.3	$ 0.3	$ 0.4
Employers' Actual Contribution	0.3	0.3	0.8	0.8	0.8	0.8
Percentage Contributed	300%	150%	400%	267%	267%	200%
Volunteer Fire Fighters' Relief and Pension Fund (expressed in millions)						
Employers' Annual Required Contribution	$ 0.8	$ 0.8	$ 0.7	$ 0.7	$ 0.8	$ 0.7
Employers' Actual Contribution	0.8	0.8	0.7	0.7	0.8	0.7
Percentage Contributed	100%	100%	100%	100%	100%	100%
State Annual Required Contribution	0.7	-	-	0.1	0.8	-
State Actual Contribution	3.3	3.3	3.3	2.7	2.5	2.0
Percentage Contributed	471%	N/A	N/A	2700%	313%	N/A

N/A indicates data not available.

Source: Washington State Office of the State Actuary

Note: The Annual Required Contribution (ARC) has gone down with market gains, changes in funding methods, and plan assumptions and up with market losses and plan changes, as have the contributions required by law. The timing of these ups and downs for the ARC and for actual contributions is different because the ARC and actual contribution rates are determined from the results of different valuations. As a result, actual contributions lag behind the ARC for reporting purposes. There are additional differences between the ARC and those required in the statute, but this explains why the actual contributions, as a percentage of required, can be higher one year and lower the next.

Pension Plan Information

Notes to the Required Supplementary Information
Defined Benefit Pension Plans

For the Fiscal Year Ended June 30, 2003

The information presented in the required supplementary schedules was determined as part of the actuarial valuations at the dates indicated below. Additional information as of the latest valuation follows.

	PERS Plan 1	PERS Plan 2/3	TRS Plan 1	TRS Plan 2/3	SERS Plan 2/3
Valuation - date	9/30/2002	9/30/2002	9/30/2002	9/30/2002	9/30/2002
Actuarial cost method	entry age	aggregate***	entry age	aggregate***	aggregate***
Amortization Method					
Funding	level %	n/a	level %	n/a	n/a
GASB	level $	n/a	level $	n/a	n/a
Remaining amortization period (closed)	6/30/2024	n/a	6/30/2024	n/a	n/a
Asset valuation method	8-year graded smoothed fair value*	8-year graded smoothed fair value*	8-year graded smoothed fair value*	8-year graded smoothed fair value*	8-year graded smoothed fair value*
Actuarial assumptions:					
Investment rate of return	8.00%	8.00%	8.00%	8.00%	8.00%
Projected salary increases					
Salary Inflation at 4.5%, plus the merit increases described below:					
initial salary merit (grades down to 0%)	6.1%	6.1%	6.2%	6.2%	7.0%
merit period (years of service)	17 yrs	17 yrs	17 yrs	17 yrs	17 yrs
Includes inflation at		3.50%		3.50%	3.50%
Cost of living adjustments	Uniform COLA** Gainsharing COLA**	CPI increase, maximum 3%	Uniform COLA** Gainsharing COLA**	CPI increase, maximum 3%	CPI increase, maximum 3%

N/A indicates data not applicable.

* Asset Valuation Method (for the 8 year graded method): The actuarial value of assets is calculated under an adjusted market value method by starting with the market value of assets. For subsequent years the actuarial value of assets is determined by adjusting the market value of assets to reflect the difference between the actual investment return and the expected investment return during each of the last 8 years or, if fewer, the completed years since adoption, at the following rates per year (annual recognition):

	Annual Gain/Loss			Annual Gain/Loss	
Rate of Return	Smoothing Period	Annual Recognition	Rate of Return	Smoothing Period	Annual Recognition
16% and up	8 years	12.50%	8-9%	0 years	100.00%
15-16%	7 years	14.29%	7-8%	1 year	100.00%
14-15%	6 years	16.67%	6-7%	2 years	50.00%
13-14%	5 years	20.00%	5-6%	3 years	33.33%
12-13%	4 years	25.00%	4-5%	4 years	25.00%
11-12%	3 years	33.33%	3-4%	5 years	20.00%
10-11%	2 years	50.00%	2-3%	6 years	16.67%
9-10%	1 year	100.00%	1-2%	7 years	14.29%
			1% and lower	8 years	12.50%

LEOFF Plan 1	LEOFF Plan 2	WSPRS Plan 1	JRS	Judges	VFFRPF
9/30/2002	9/30/2002	9/30/2002	9/30/2002	9/30/2002	12/31/2002
entry age	aggregate***	aggregate***	entry age****	entry age****	entry age
level %	n/a	n/a	n/a	n/a	level $
level $	n/a	n/a	level $	level $	level $
6/30/2024	n/a	n/a	12/31/2008	12/31/2008	12/31/2017
8-year graded smoothed fair value*	8-year graded smoothed fair value*	8-year graded smoothed fair value*	market	market	4-year smoothed fair value
8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
					n/a
11.7%	11.7%	6.0%	0.0%	0.0%	n/a
21 yrs	21 yrs	20 yrs			none
3.50%	3.50%	3.50%	3.50%	3.50%	
CPI increase	CPI increase, maximum 3%	CPI increase, maximum 3%	3.00%	none	

** Generally, all retirees over age 66 receive an increase in their monthly benefit at least once a year.
The Uniform COLA increase is added every July. On 7/1/1999, it was $0.77 per year of service.
The Gainsharing COLA is added every even-numbered year if certain extraordinary investment gains are achieved.
In 1998 it was $0.11. On 1/1/2000 it was $0.28 per year of service. On 1/1/2002, no Gainsharing COLA was added.
The next Uniform COLA amount is calculated as the last Uniform COLA amount plus any Gainsharing COLA amount,
all increased by 3%. On 7/1/2000, it was ($0.77+$0.28)x1.03 = $1.08. On 7/1/2001, it was ($1.08+$0.00)x1.03 = $1.1
On 7/1/2002, it was ($1.11+$0.00)x1.03 = $1.14. On 7/1/2003 it was ($1.14+$0.00)x1.03 = $1.18.
*** The aggregate cost method does not identify or separately amortize unfunded actuarial liabilities.
**** pay-as-you-go basis funding

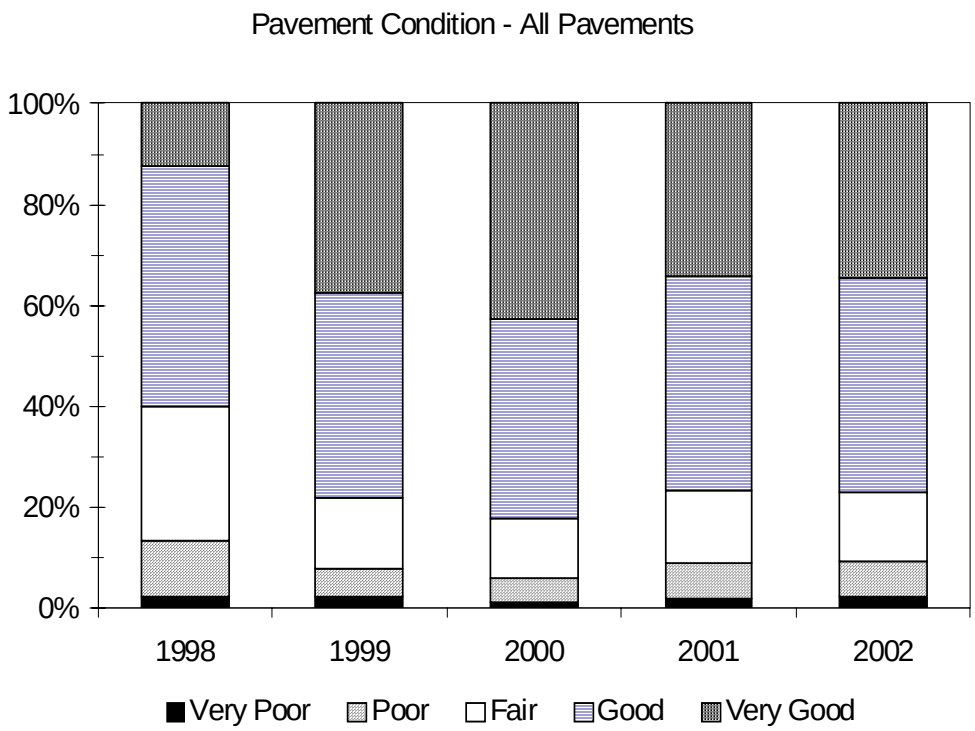
Information about Infrastructure Assets Reported Using the Modified Approach

Condition Assessment

Pavement Condition

The Washington State Department of Transportation (WSDOT) owns and maintains 19,204 lane miles of highway, including ramps and collectors. WSDOT has been rating pavement condition since 1969. Pavement rated in *good* condition is smooth and has few defects. Pavement in *poor* condition is characterized by cracking, patching, roughness and rutting. Pavement condition is rated using three factors: Pavement Structural Condition (PSC), International Roughness Index (IRI), and Rutting.

In 1993 the Legislature required WSDOT to rehabilitate pavements at the Lowest Life Cycle Cost, which has been determined to occur at a PSC range between 40 and 60, or when triggers for roughness or rutting are met. The trend over the last five years has shown slight decreases in the percent of pavements in poor or worse condition.



In 2002, WSDOT rated pavement condition on 17,843 of the 19,204 lane miles of highway.

The Department of Transportation manages State Highways targeting the lowest life cycle cost per the Pavement Management System due date. While the department has a long-term goal of no pavements in poor condition (a pavement condition index less than 40, on a 100 point scale), the policy for the current biennium is to maintain 90 percent of all highway pavement types at a pavement condition index of 40 or better with no more than 10 percent of its highways at a pavement condition index below 40. The most recent assessment found that State Highways were within the prescribed parameters with only nine percent of all pavement types with a pavement condition index below 40.

WSDOT uses the following scale for Pavement Structural Condition (PSC):

Category	PSC Range	Description
Very Good	80 – 100	Little or no distress. Example: Flexible pavement with 5% of wheel track length having "hairline" severity alligator cracking will have a PSC of 80.
Good	60 - 80	Early stage deterioration. Example: Flexible pavement with 15% of wheel track length having "hairline" alligator cracking will have a PSC of 70.
Fair	40 - 60	This is the threshold value for rehabilitation. Example: Flexible pavement with 25% of wheel track length having "hairline" alligator cracking will have a PSC of 50.
Poor	20 - 40	Structural deterioration. Example: Flexible pavement with 25% of wheel track length having "medium (spalled)" severity alligator cracking will have a PSC of 30.
Very Poor	0 - 20	Advanced structural deterioration. Example: Flexible pavement with 40% of wheel track length having "medium (spalled)" severity alligator cracking will have a PSC of 10. May require extensive repair and thicker overlays.

The PSC is a measure based on distresses such as cracking and patching which are related to the pavement's ability to carry loads. Pavements develop structural deficiencies due to truck traffic and cold weather. WSDOT attempts to program rehabilitation for pavement segments when they are projected to reach a Pavement Structural Condition (PSC) of 50. A PSC of 50 can occur due to various amounts and severity of distress. Refer to the table above for examples for flexible pavements such as asphalt. For rigid pavements (such as Portland cement concrete), a PSC of 50 represents 50 percent of the concrete slabs exhibiting joint faulting with a severity of 1/8 to ¼ inch (faulting is the elevation difference at slab joints and results in a rough ride – particularly in large trucks). Further, a PSC of 50 can also be obtained if 25 percent of concrete slabs exhibit two to three cracks per panel.

The International Roughness Index (IRI) uses a scale in inches per mile. Rutting is measured in millimeters. The three indices (PSC, IRI, and Rutting) are combined to rate a section of pavement which is assigned the lowest category of any of the three ratings. The following table shows the combined explanatory categories and the ratings for each index.

Category	PSC	IRI	Rut
Very Good	100 – 80	<= 95	<= 4
Good	80 – 60	95 – 170	4 – 8
Fair	60 – 40	170 – 220	8 – 12
Poor	40 – 20	220 – 320	12 – 16
Very Poor	0 – 20	> 320	> 16

Notes: Based on WSPMS 2002 database. Ramps are not included. Based on all three indices: PSC, IRI and Rut. A section of pavement is assigned the lowest category based on the three indices. The following table lists the explanatory categories and the ranges of the underlying indices. From 1991 - 1998, previous year IRI and rut values were used for those sections that were not surveyed in a particular year.

Beginning in 1999, the pavement distress survey procedure changed from a windshield survey to an automated survey. In the automated survey, high-resolution video images are collected at highway speed and these video images are then rated on special workstations at 3-6 mph speed. This change has also resulted in a more detailed classification and recording of various distresses that are rated.

Pavement condition surveys are generally conducted in the fall of each year, then analyzed during the winter and spring, with the previous year's results available by July each year. The chart on the following page shows recent pavement condition ratings for the State Highway System, using the combination of the three indices described above.

Condition Rating of Washington State Department of Transportation's Pavement

Percentage of Pavement in Fair or Better Condition	2002*	2001*	2000*	1999*	1998*
Statewide - Chip Seals	89	89	92	91	76
Statewide - Asphalt	91	92	95	93	90
Statewide - Concrete	92	92	92	90	92
Statewide - All Pavements	91	91	94	92	87

Percentage of Pavement in Poor or Very Poor Condition	2002*	2001*	2000*	1999*	1998*
Statewide - Chip Seals	11	11	8	9	24
Statewide - Asphalt	9	8	5	7	10
Statewide - Concrete	8	8	8	10	8
Statewide - All Pavements	9	9	6	8	13

* Calendar year data. Assessments are typically made in the fall of each year, and verified during the winter and spring, with final results released in June. Years indicated are when the physical assessment was done in the fall.

Note: The All Pavements percentages are calculated from total database averages, not a statistical average of the three pavement type percentages.

More information about pavement management at the Department of Transportation may be obtained at:
http://www.wsdot.wa.gov/biz/mats/pavement/pave_management_main.htm

Bridge Condition

During Fiscal Year 2003 there were 3,079 state-owned vehicular structures over twenty feet in length with a total area of 45,346,173 square feet. In addition to bridges, the 3,079 structures included 77 culverts and 30 ferry terminal structures. All bridges are inspected on a two to four year interval, with no more than 10 percent of the bridges inspected less than every three years. Divers inspect underwater bridge components at least once every five years in accordance with Federal Highway Administration requirements. Special emphasis is given to the ongoing inspection and maintenance of major bridges representing a significant public investment due to size, complexity or strategic location. Information related to public bridges is maintained in the Washington State Bridge Inventory System (WSBIS). This system is used to develop preservation strategies and comprehensive recommendations for maintenance and construction, and for reporting to the Federal Highway Administration (FHWA).

While the WSDOT has a 20 year goal of no structurally deficient bridges, the policy for the current biennium is to maintain 95 percent of its bridges at a structural condition of at least fair, meaning that all primary structural elements are sound. The most recent assessment found that state-owned bridges were within the prescribed parameters with 97 percent having a condition rating of fair or better and only 3 percent of bridges having a condition rating of poor. Bridges rated as poor may have structural deficiencies that restrict the weight and type of traffic allowed. No bridges that are currently rated as poor are unsafe for public travel. Any bridges determined to be unsafe are closed to traffic.

The following condition rating data is based on the structural sufficiency standards established in the FHWA "Recording and Coding Guide for the Structural Inventory and Appraisal of the Nation's Bridges." This structural rating relates to the evaluation of bridge superstructure, deck, substructure, structural adequacy and waterway adequacy. Three categories of condition were established in relation to the FHWA criteria as follows:

Category	National Bridge Inventory Code	Description
Good	6, 7, or 8	A range from no problems noted to some minor deterioration of structural elements.
Fair	5	All primary structural elements are sound but may have deficiencies such as minor section loss, deterioration, cracking, spalling or scour.
Poor	4 or less	Advanced deficiencies such as section loss, deterioration, cracking, spalling, scour or seriously affected primary structural components.

Notes: Bridges rated in poor condition may be restricted for the weight and type of traffic allowed.

Condition Rating of Washington State Department of Transportation's Bridges

Percentage of Bridges in Fair or Better Condition					
Bridge Type	**2003**	**2002**	**2001**	**2000**	**1999**
Reinforced Concrete (1,301 bridges in FY 2003)	98	97	96	95	NA
Prestressed Concrete (1,275 bridges in FY2003)	99.5	99.5	99	99	NA
Steel (346 bridges* in FY 2003)	93	92	91	91	NA
Timber (64 bridges in FY 2003)	69	70	71	71	NA
Statewide - All Bridges (2,986 out of 3,079 bridges in FY 2003)	97	96.7	96	95	NA

Percentage of Bridges in Poor Condition					
Bridge Type	**2003**	**2002**	**2001**	**2000**	**1999**
Reinforced Concrete (29 bridges in FY 2003)	2	3	4	5	NA
Prestressed Concrete (7 bridges in FY 2003)	0.5	0.5	1	1	NA
Steel (28 bridges* in FY 2003)	7	8	9	9	NA
Timber (29 bridges in FY 2003)	31	30	29	29	NA
Statewide - All Bridges (93 out of 3,079 bridges in FY 2003)	3	3.3	4	5	NA

N/A indicates data not available.
*****The steel bridge ratings for FY2003 include 24 Ferry terminal structures rated as fair or better and six Ferry terminal structures rated as poor. While the terminals are included in a depreciable asset category, they are included here with bridge condition information since they are evaluated by the WSDOT Bridge Office on a periodic basis.

Note: Bridges rated as poor may have structural deficiencies that restricted the weight and type of traffic allowed. WSDOT currently has 13 posted bridges and 143 restricted bridges. Posted bridges have signs posted which inform of legal weight limits. Restricted bridges are those where overweight permits will not be issued for travel by overweight vehicles. Refer to http://www.wsdot.wa.gov/freight/mcs/ for more information. Any bridges determined to be unsafe are closed to traffic. WSDOT had one closed bridge at June 30, 2003.

Additional information regarding the Department of Transportation's bridge inspection program may be obtained at:
http://www.wsdot.wa.gov/eesc/bridge/index.cfm or
http://www.wsdot.wa.gov/accountability/default.htm

Emergency Air Field Condition

The Washington State Department of Transportation (WSDOT), through its Aviation Division is authorized by RCW 47.68.100 to acquire and maintain airports. Under this authority, WSDOT owns eight emergency airfields and leases several others. Most of the airfields are located near or adjacent to state highways and range in character from paved to gravel or turf. The prime task of the airfields is to provide emergency facilities. Two airfields are in operational condition twelve months of the year, with five operational from June to October each year. One is only available for emergency search and rescue use. In accordance with WSDOT policy, maintenance is done on each airfield annually to keep it at its existing condition of use. Each airfield is inspected a minimum of three times per year.

The definitions below form the rating criteria for the current airfield condition ratings which follow.

Category	Definition
General Use Community Airport	An airport with a paved runway capable of handling aircraft with a maximum gross certificated takeoff weight of 12,500 pounds.
Limited Use Community Airport	An airport with an unpaved runway capable of handling aircraft with a maximum gross certificated takeoff weight of 12,500 pounds.
General Recreational Use Airport	An airport with a turf (unpaved) runway near access to recreational opportunities with capacity for aircraft less than 12,500 pounds.
Limited Search and Rescue Forward Operating Location	An airport with a landing pad only capable of accommodating rotorcraft.

Condition Rating of Washington State Emergency Airfields

	Number of Airports
Owned airports:	
Acceptable for general use as a community airport	2
Acceptable for limited use as a community airport	1
Acceptable for general recreation use	4
Limited search and rescue forward operating location	1
Total owned airports	8

	2003	2002	2001	2000	1999
Percentage of airports acceptable for general recreational use or better	88	88	88	88	88
Percentage of airports not acceptable for general recreational use or better	12	12	12	12	12

Notes: One airport is open only as a limited search and rescue operating location and is expected to remain in that status.

For pictures of specific airfields, see our website at: http://www.wsdot.wa.gov/Aviation/airports/default.htm

Information about Infrastructure Assets Reported Using the Modified Approach

Comparison of Budgeted-to-Actual Preservation and Maintenance

For the Fiscal Year Ended June 30, 2003
(expressed in thousands)

	FY 2002			FY 2003			Total		
Pavements									
	Budget	Actual	Variance	Budget	Actual	Variance	Budget	Actual	Variance
Preservation	$ 134,810	$ 127,946	$ 6,864	$ 119,160	$ 123,883	($4,723)	$ 253,970	$ 251,829	$ 2,141
Maintenance	23,746	19,485	4,261	22,796	24,123	(1,327)	46,542	43,608	2,934
Total	$ 158,556	$ 147,431	$ 11,125	$ 141,956	$ 148,006	($6,050)	$ 300,512	$ 295,437	$ 5,075
Bridges									
Preservation	$ 24,270	$ 16,307	$ 7,963	$ 22,460	$ 23,988	($1,528)	$ 46,730	$ 40,295	$ 6,435
Maintenance	11,430	11,012	418	11,222	12,853	(1,631)	22,652	23,865	(1,213)
Total	$ 35,700	$ 27,319	$ 8,381	$ 33,682	$ 36,841	($3,159)	$ 69,382	$ 64,160	$ 5,222
Emergency Air Fields									
Preservation & Maint.	$ 70	$ 64	$ 6	$ 70	$ 58	$ 12	$ 140	$ 122	$ 18

Notes: Numbers for the Pavement and Bridges budget amounts came from the 2001-2003 biennial plan as shown in the WSDOT December 2001 *Monthly Financial Report* for sub-programs P1 (Roadway Preservation), P2 (Structures Preservation), and M2 (Roadway, Bridge & Tunnel maintenance). For FY 2002, the annual budget amount was calculated as half the biennial amount. The Preservation budgeted and actual amounts were adjusted for capitalized infrastructure and equipment in FY 2002.

The emergency airfields (program F3, State Airport Construction and Maintenance) budget amount came from the same sources as for pavements and bridges described above but is only one fourth of the biennial amount budgeted as half of the biennial budget is assigned for airfields not owned by WSDOT.

The Maintenance Accountability Process (MAP) measures and communicates the outcomes of 34 distinct highway maintenance activities. Maintenance results are measured via field condition surveys and reported as Level of Service (LOS) ratings. LOS targets are defined in terms of the condition of various highway features (i.e. percent of guardrail on the highway system that is damaged) and are set commensurate with the level of funding provided for the WSDOT highway maintenance program. More information about MAP may be obtained at: http://www.wsdot.wa.gov/biz/maintenance/htm/accountability.htm

The state implemented the requirements of Statement No. 34 of the Governmental Accounting Standards Board (GASB), including the provisions related to capitalizing and reporting infrastructure on the modified approach, in Fiscal Year 2002. While budget to actual information is not available for years prior to Fiscal Year 2002 using the GASB definitions of preservation and maintenance, historical budget to actual information for the entire Construction and Maintenance programs is available by contacting the WSDOT Budget Office at (360) 705-7500.

APPENDIX E

BOOK-ENTRY TRANSFER SYSTEM

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BOOK-ENTRY TRANSFER SYSTEM

The following information has been provided by DTC. The state makes no representation as to the accuracy or completeness thereof. Beneficial Owners should confirm the following with DTC or the Participants (as hereinafter defined).

DTC will act as securities depository for the Certificates. The Certificates will be issued as fully registered Certificates, registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered certificate will be issued for each principal payment date of the Certificates, each in the aggregate principal amount of represented by such Certificates, and will be deposited with DTC.

DTC 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 securities that its participants (the "Participants") deposit with DTC. DTC also facilitates the settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Participants' accounts, thereby eliminating the need of physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations ("Direct Participants"). DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc. and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission.

Purchases of Certificates under the DTC system must be made by or through Direct Participants. Such Direct Participants will receive a credit for the Certificates on DTC's records. The ownership interest of each actual purchaser of each Certificate ("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, but Beneficial Owners are 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 Certificates are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Certificates, except in the event that use of the book-entry system for the Certificates is discontinued.

To facilitate subsequent transfers, all Certificates deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of Certificates with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The 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.

Redemption notices will be sent to Cede & Co. If less than all of the Certificates within a Series are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in Certificates to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to Certificates. Under its usual procedures, DTC mails an Omnibus Proxy to the state 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 the Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Certificates will be made to DTC. DTC's practice is to credit Direct Participants' accounts on payable date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on payable date. 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 Fiscal Agent or the state, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the state or the Fiscal Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Certificates at any time by giving reasonable notice to the state. Under such circumstances, in the event that a successor securities depository is not obtained, physical certificates are required to be printed and delivered.

The state may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, physical certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources the state believes to be reliable, but the state takes no responsibility for the accuracy or completeness thereof.