

**CITY OF REDMOND
RESOLUTION NO. 1411 (AM)**

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF REDMOND, WASHINGTON, APPROVING A PETITION BY MICROSOFT CORPORATION TO FORM REDMOND COMMUNITY FACILITIES DISTRICT NO. 2014-01; ESTABLISHING THE PURPOSE OF SAID COMMUNITY FACILITIES DISTRICT TO BE FINANCING THE CONSTRUCTION OF A PEDESTRIAN/BICYCLE BRIDGE CONNECTING THE EAST SIDE OF 156TH AVENUE NE TO THE OVERLAKE TRANSIT CENTER AND TO THE WEST SIDE OF SR 520 AND THE CONSTRUCTION OF CANOPY COVERAGE FOR WAITING AREAS AT THE OVERLAKE TRANSIT CENTER; MAKING FINDINGS IN SUPPORT OF FORMATION; PROVIDING FOR A BOARD OF SUPERVISORS; AND INCORPORATING TERMS AND CONDITIONS SET FORTH IN THE PETITION

WHEREAS, RCW 36.145 authorizes cities to form community facilities districts when the owners of one hundred percent (100%) of the land to be included in the district petition the city to do so; and

WHEREAS, on May 15, 2014, the Redmond Finance Director received a petition from Microsoft Corporation requesting that the City form a community facilities district ("CFD") to be known as Redmond CFD No. 2014-1, for the purpose of financing the construction of a pedestrian/bicycle bridge over SR 520 at the Overlake Transit Station and the construction of canopy coverage for waiting areas at the Overlake Transit Station; and

WHEREAS, pursuant to RCW 36.145.020, the Finance Director forwarded the petition to the King County Auditor for certification; and

WHEREAS, on May 29, 2014, the King County Elections Department, acting on behalf of the King County Auditor and the King County Assessor, issued a Certificate of Sufficiency for the petition, certifying that signatures on the petition were sufficient to meet the requirements of RCW 36.145.020; and

WHEREAS, the Redmond City Council held a public hearing on proposed Redmond CFD No. 2014-1 on July 15, 2014, and, after considering all public testimony received, determined to approve the petition and form the CFD as provided herein.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF REDMOND, WASHINGTON, HEREBY RESOLVES AS FOLLOWS:

Section 1. Findings. Pursuant to RCW 36.145.060, the Redmond City Council makes the following findings:

A. The land owned by the Petitioner, Microsoft Corporation, will be benefited by the improvements to be financed by Redmond CFD No. 2014-1 for the following reasons:

1. The Pedestrian/Bicycle Bridge allows safe, expedient, and sheltered travel across SR 520 for pedestrians and cyclists whose work is located on the property to be included in Redmond CFD No. 1. The bridge connects transit stops and regional pedestrian/bicycle trail on the west side of SR 520 with the Overlake Transit Station and the public sidewalk on 156th Avenue NE. This will avoid the need for pedestrians and cyclists to cross SR 520 via the NE 40th Street overpass,

thereby eliminating significant potential for pedestrian and bicycle encounters with automobiles and buses and making trips shorter and more convenient for pedestrians and cyclists.

2. The canopy coverage for the waiting areas will provide a drier and more comfortable area for transit riders whose work is located on the property to be included in Redmond CFD No. 2014-1 while waiting for the light rail trains and buses that serve the Overlake Transit Station.

B. The formation of Redmond CFD No. 2014-1 will be in the best interest of the City of Redmond for the following reasons:

1. The bridge and canopy improvements will be available for use by all people who live, work, and commute in Redmond and not just for those whose work is located on the property included in the CFD.

2. By eliminating significant potential for pedestrian and bicycle encounters with automobiles and buses, the Pedestrian/Bicycle Bridge will enhance public safety on City of Redmond streets and public ways. The Pedestrian/Bicycle Bridge will also encourage walking and bicycling by making these trips shorter and more convenient, as well as encourage the use of light rail by increasing pedestrian and bicycle access.

3. The canopy coverage for the waiting areas will encourage the use of light rail trains and buses and thereby reduce congestion on City of Redmond streets and public ways.

4. Upon completion of construction, the Pedestrian/Bicycle Bridge will be owned by and become an asset of the City of Redmond.

C. The formation of Redmond CFD 2014-1 is consistent with the requirements of the Washington Growth Management Act (GMA), RCW 36.70A for the following reasons:

1. Construction of the bridge and the canopy coverage fulfills the vision for the Overlake Urban Center set forth in the Urban Center and Overlake Neighborhood Policies in the Redmond Comprehensive Plan. Specifically, construction of the bridge and canopy coverage is consistent with:

a. Policy UC-22, which states that pedestrian corridors should be constructed in order to enhance pedestrian safety. By separating pedestrians from cars and buses, the bridge will enhance the safety of pedestrians;

b. Policy UC-28, which states that transit stations, shelters, and other amenities should be constructed in order to conveniently serve the City's urban centers and enable the City's vision for those centers to be fulfilled. By providing pedestrian access to the Overlake Transit Center and by providing drier and more comfortable waiting conditions, the bridge and canopy coverage will allow for more convenient transit service;

c. Policy OV-32, calling for the location of a light rail station at the existing Overlake Transit Center at NE 40th Street. By providing pedestrian access to the Overlake Transit Center and by providing drier and more comfortable waiting conditions, the bridge and canopy coverage will enhance use of the Overlake Transit Center; and

d. The Overlake Master Plan and Implementation Strategy and the Redmond Transportation Master Plan envision a pedestrian/bicycle bridge across SR 520 at the location proposed. Construction of the bridge implements the Overlake Master Plan.

2. Construction of the bridge and canopy coverage also fulfills the GMA's transportation goal set forth in RCW 36.70A.020(3), which provides for the encouragement of efficient multimodal transportation systems that are based on regional priorities and coordinated with the City's comprehensive plan. Light rail and bus transit are regional priorities that will be made more efficient and convenient for Redmond users through the construction of the bridge and the canopy coverage.

Section 2. Approval of Petition - Formation of District.

The petition submitted by Microsoft Corporation seeking the formation of a community facilities district is hereby approved.

A community facilities district to be known as Redmond CFD

No. 2014-1 is hereby formed for the purpose of financing the construction of a pedestrian/bicycle bridge over SR 520 at the Overlake Transit Station and the construction of canopy coverage for waiting areas at the Overlake Transit Station. The property in Redmond CFD No. 2014-1 is legally described on Attachment 1 to this resolution and the boundaries of Redmond CFD No. 2014-1 are depicted on Attachment 2 to this resolution.

Section 3. Costs to be Assessed. The total cost of the improvements to be paid for by Redmond CFD No. 2014-01 is estimated to be \$33,300,000.00. Sound Transit has agreed to pay any cost of the improvements in excess of this amount. All costs properly chargeable to Redmond CFD No. 2014-1 shall be assessed against the property legally described on Attachment 1.

Section 4. Board of Supervisors. Pursuant to RCW 36.145.080, a five-member Board of Supervisors is hereby created for Redmond CFD No. 2014-01. The Board of Supervisors shall consist of three members of, or appointed by, the Redmond City Council and two representatives nominated by the petitioner. The supervisors shall be appointed by the Redmond City Council within sixty days of the date this resolution is passed. The term of office of each supervisor shall be three years and until a successor is appointed, except that the terms of the supervisors initially appointed shall be staggered as follows, as provided in their appointments: one member

representing the Redmond City Council and one petitioner representative shall each serve a one-year term, and the other two members representing the Redmond City Council and the other petitioner representative shall each serve two year terms. The Board of Supervisors shall have those powers provided in RCW 36.145.090 and such other powers as may be provided for the Board of Supervisors under Chapter 36.145 RCW. The supervisors shall serve without compensation, provided, that they shall be entitled to expenses, including travel expenses, necessarily incurred in the discharge of their duties. Vacancies on the Board of Supervisors shall be filled as provided in RCW 36.145.080.

Section 5. Procedures and Requirements for Special Assessments. The Board of Supervisors shall impose the necessary assessments on the property in Redmond CFD 2014-1 according to the procedures and requirements of RCW 36.145.110. The special assessments shall be collected by the district treasurer, who shall be the Finance Director of the City of Redmond as appointed by the Board of Supervisors as provided in RCW 36.145.140. All special assessments shall be a lien upon the property within the boundaries of Redmond CFD 2014-1 and enforced as provided in Chapters 36.145 and 35.44 RCW.

Section 6. Terms of Petition Incorporated by Reference. The terms and conditions of the petition for Redmond CFD


No. 2014-1 are hereby incorporated by this reference as if set forth in full.

Section 7. Termination. Redmond CFD 2014-1 shall be dissolved upon final payment of all special assessments imposed for the bridge and canopy improvements described in this resolution.

Section 8. Effective Date. This resolution shall become effective immediately upon passage by the Redmond City Council.

ADOPTED by the Redmond City Council this 15 day of July, 2014.

APPROVED:



JOHN MARCHIONE, MAYOR

ATTEST:



MICHELLE M. HART, MMC, CITY CLERK

FILED WITH THE CITY CLERK: July 1, 2014
PASSED BY THE CITY COUNCIL: July 15, 2014
EFFECTIVE DATE: July 15, 2014
RESOLUTION NO.: 1411

CAIRCROSS&HEMPELMANN
524 2nd Ave, Suite 500
Seattle, WA 98104
www.cairncross.com

ATTORNEYS AT LAW
office 206 587 0700
fax 206 587 2308

CH&

May 15, 2014

VIA HAND DELIVERY

Michael Bailey
Finance Director
City of Redmond
15670 NE 85th Street
Redmond, WA 98073

Re: Overlake Transit Center – Pedestrian/Bicycle Bridge

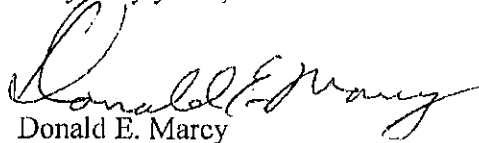
Dear Mr. Bailey:

Enclosed, on behalf of our client Microsoft Corporation, is a fully executed Petition to form a community facilities district in Redmond, pursuant to RCW 36.145, to finance the construction of a pedestrian/bicycle bridge over SR 520 at the Overlake Transit Center.

In accordance with RCW 36.145.020, the petition is to be transmitted by you to the King County Auditor. For your convenience, we have enclosed a draft of a transmittal letter to the Auditor to accompany the petition.

We request that the enclosed petition be transmitted to the King County Auditor at your earliest convenience. If you have any questions regarding the petition, please contact the undersigned or Jim Stanton (425-707-2076) (jstanton@microsoft.com).

Very truly yours,


Donald E. Marcy

DEM:cml:kgb

cc: Jane Christenson (via email)
James E. Haney (via email)
Jim Stanton (via email)

dmarcy@cairncross.com
direct: (206) 254-4465
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May 15, 2014

King County Auditor's Office
Kymber Waltmunson
County Auditor
Rm. W-1033
516 Third Avenue
Seattle, WA 98104

Re: Overlake Transit Center – Pedestrian/Bicycle Bridge

Dear Ms. Waltmunson:

Enclosed, in accordance with RCW 36.145.020, is a petition filed by Microsoft Corporation to form a community facilities district in Redmond, Washington to finance construction of a pedestrian/bicycle bridge over SR 520 at the Overlake Transit Center.

We ask that you review the petition, as required by RCW 36.145.020, determine whether the petition contains the required signatures, and thereafter either transmit the petition with a certificate of sufficiency to the City of Redmond or return the petition with a list of property owners who must sign the petition to Microsoft Corporation. RCW 36.45.020 provides you with thirty (30) days to make the required finding and an additional ten (10) days thereafter to transmit the petition to the City or Microsoft Corporation, depending on your finding.

If you have any questions, please call.

Sincerely,

DRAFT

cc: _____

Jim Stanton, Microsoft Corporation

REDMOND CFD No. 2014-1
Community Facilities District (“CFD”) Petition Pursuant to Chapter 36.145 RCW

Microsoft Corporation (“Petitioner”) respectfully submits this Community Facilities District Petition (the “Petition”) to the City of Redmond pursuant to Chapter 36.145 RCW. This Petition requests the formation of Redmond CFD No. 2014-1 (the “District” or “CFD No. 2014-1”), which shall include the Redmond CFD No. 2014-1 Property, as defined below, that is both located within the Redmond Urban Growth Area (“UGA”) and within the city limits of Redmond as required by RCW 36.145.020. The requirements for a community facilities district petition are set forth in RCW 36.145.020(1). Each of these requirements is addressed subsection-by-subsection below.

RCW 36.145.020(1)(b): See the township, range, and legal subdivision description of the boundaries of the District attached to this Petition as Attachment 1 (the “Redmond CFD No. 2014-1 Property”).

RCW 36.145.020(1)(b): The undersigned property owner hereby requests that the Redmond CFD No. 2014-1 Property be subject to assessments up to the amount outlined in RCW 36.145.020(1)(i)(iv) as authorized by Chapter 36.145 RCW.

RCW 36.145.020(1)(c): See the certification attached to this Petition as Attachment 2.

RCW 36.145.020(1)(d): The District’s objective is to finance portions of two specific improvements that provide special benefits to the Redmond CFD No. 2014-1 Property through the application of assessments. The net amount to be assessed on each parcel within the District is proportional to the special benefit conferred on such parcel by the two improvements. The District anticipates financing the following two specific facilities (the “Improvements”):

- Pedestrian/Bicycle Bridge connecting the east side of 156th Avenue NE to Overlake Transit Center and to the west side of SR 520.
- Canopy Coverage for Waiting Areas at Overlake Transit Center.

RCW 36.145.020(1)(e): The undersigned property owner declares that CFD No. 2014-1 will be conducive to public health, safety, and welfare for the following reasons. The proposed District will finance the Improvements which will improve the public health, safety, and welfare by improving pedestrian and bicycle circulation and thereby improving pedestrian and bicycle safety. The Improvements also enhance the public transit experience which should reduce reliance on private automobiles for commuting. The Improvements are in the best interest of the City for these reasons. The Improvements have benefits for the City, its residents and those who visit or work in the City. The proposed District, through the application of assessments, provides a secure financing source for the Improvements which provide public health, safety, and welfare benefits to the Redmond CFD No. 2014-1 Property and the citizens of Redmond.

RCW 36.145.020(1)(f): The purpose of forming the District is to finance the Improvements. The Improvements will provide special benefit to the Redmond CFD No. 2014-1 Property and will

increase the fair market value of the Redmond CFD No. 2014-1 Property on account of their proximity to the Redmond CFD No. 2014-1 Property. The Improvements provide special benefits to the Redmond CFD No. 2014-1 Property as summarized below:

- The Pedestrian/Bicycle Bridge allows safe, expedient, and sheltered travel across SR-520 for pedestrians and cyclists whose work is located on the Redmond CFD No. 2014-1 Property. The bridge connects transit stops and a regional pedestrian/bicycle trail on the west side of SR-520 with the Overlake Transit Station and the public sidewalk on 156th Avenue NE. This will avoid the need for pedestrians and cyclists to cross SR-520 via the NE 40th Street overpass thereby eliminating significant potential for pedestrian and bicycle encounters with automobiles and buses.
- The canopy coverage for the waiting areas will provide a drier and more comfortable area for transit riders whose work is located on the Redmond CFD No. 2014-1 Property while waiting for the light rail trains and buses that serve the Overlake Transit Station.

RCW 36.145.020(1)(g): See the “obligation” attached to this Petition as Attachment 3.

RCW 36.145.020(1)(h): Petitioner nominates the following two individuals as eligible supervisors for the District: (1) Jim Stanton, as a representative of the Petitioner; and (2) Donald Marcy, as a qualified professional. Both Mr. Stanton and Mr. Marcy are willing and able to serve on the District’s Board of Supervisors. Curriculum vitae for Mr. Stanton and Mr. Marcy, as well as documentation of their consent to serve, are attached hereto as Attachment 4.

RCW 36.145.020(1)(i): Subsections (i)-(v) of this section are each addressed separately below.

(i) See the diagram showing each separate lot, tract, parcel of land, or other property in the District attached hereto as Attachment 5.

(ii) The acreage of the Redmond CFD No. 2014-1 Property is 3.60 acres.

(iii) The name and address of the owner of each lot, parcel as shown on the tax roll of the King County Assessor:

| Lot/Parcel | Property Owner | Property Owner Address |
|-------------------|-----------------------|--|
| 550350-0050 | Microsoft Corporation | Microsoft Real Estate & Facilities One Microsoft Way Redmond, WA 98052 |

(iv) See Preliminary Assessment Roll on the following page:

| Community Facility District (CFD) No. 2014-1 Preliminary Assessment Roll | | |
|---|---------|---------------------|
| Parcel | | Total \$ per Parcel |
| Number | Acreage | |
| 1 | 3.60 | \$33,300,000 |
| Total: | 3.60 | \$33,300,000 |

(v) Because there is only one parcel of property and one property owner in the proposed district, the method of allocating the special benefit and assessments among the properties is not relevant to this petition as one hundred percent of the assessments will be assigned to the single parcel.


RCW 36.145.020(1)(j): The security to ensure the timely payment of assessments and the timely payment of bonds issued by the District will be the Redmond CFD No. 2014-1 Property.

[see signature of property owner on the following page]

PROPERTY OWNER:

MICROSOFT CORPORATION, a Washington corporation

By:


Chris Owens, General Manager,
Real Estate & Facilities

Mailing Address: Microsoft Real Estate & Facilities
One Microsoft Way
Redmond, WA 98502

Telephone No.: (425) 882-8080

Date:

May 9, 2014

WARNING

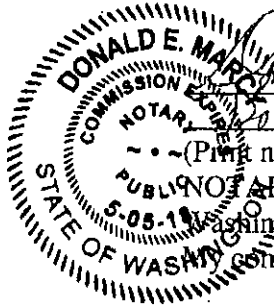
Every person who signs this petition with other than his or her true name, or who knowingly signs more than one of these petitions, or signs a petition seeking an election when he or she is not a legal voter, or signs a petition when he or she is otherwise not qualified to sign, or who makes any false statements, shall be guilty of a misdemeanor.

NOTARIAL CERTIFICATE

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me Chris Owens, to me known to be the General Manager, Real Estate & Facilities of Microsoft Corporation, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he/she is authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

GIVEN under my hand and official seal this 9th day of May, 2014.

 Donald E. Marcy
Donald E. Marcy
--- (Print name of notary)
I, Donald E. Marcy PUBLIC in and for the State of
Washington, residing at Seattle.
My commission expires 5-5-18

ATTACHMENT 1

REDMOND CFD NO. 2014-1

Lot 5 of Microsoft West Campus Binding Site Plan recorded under King County Recording No. 20100310001047 and located in the NW ¼ of Section 23, Township 25 N., Range 5 E., W.M.

ATTACHMENT 2

CERTIFICATION


Microsoft Corporation, the undersigned petitioner, voluntarily submits the Redmond CFD No. 2014-1 Property, as defined in Attachment 1 of the attached Petition, to the authority of the District described in the Petition pursuant to Chapter 36.145 RCW to approve the Petitioner's request to submit the Property to the assessments, up to the amount included in Section 36.145.020(1)(i) of the Petition and authorized under Chapter 36.145 RCW.

The undersigned petitioner certifies under the penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

PETITIONER:

MICROSOFT CORPORATION, a Washington corporation

By:


Chris Owens, General Manager,
Real Estate & Facilities

Mailing Address: Microsoft Real Estate & Facilities
One Microsoft Way
Redmond, WA 98502

Telephone No.: (425) 882-8080

Date:

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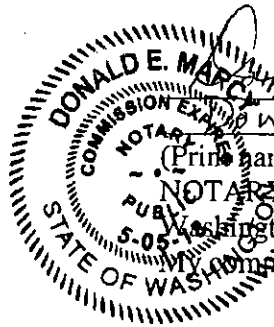
Every person who signs this petition with other than his or her true name, or who knowingly signs more than one of these petitions, or signs a petition seeking an election when he or she is not a legal voter, or signs a petition when he or she is otherwise not qualified to sign, or who makes any false statements, shall be guilty of a misdemeanor.

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COUNTY OF KING)

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GIVEN under my hand and official seal this 9th day of May, 2014.

A circular notary seal for Donald E. Marcy, Notary Public in and for the State of Washington. The seal contains the text: DONALD E. MARCY, COMMISSION EXPIRES 5-05-18, NOTARY PUBLIC, STATE OF WASHINGTON. The seal is stamped over the notary's signature and the printed name of the notary.
Donald E. Marcy
Donald E. Marcy
(Print name of notary)
NOTARY PUBLIC in and for the State of
Washington, residing at Seattle
My commission expires 5-5-18

ATTACHMENT 3

OBLIGATION


Microsoft Corporation certifies that it is the sole Petitioner for the attached Petition and that it agrees to pay the costs of the formation of the Redmond CFD No. 2014-1 pursuant to the Petition.

The undersigned Petitioner certifies under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

PETITIONER:

MICROSOFT CORPORATION, a Washington corporation

By:


Chris Owens, General Manager,
Real Estate & Facilities

Mailing Address: Microsoft Real Estate & Facilities
One Microsoft Way
Redmond, WA 98502

Telephone No.: (425) 882-8080

Date:

May 9, 2014

WARNING

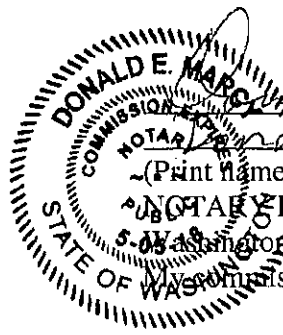
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STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

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GIVEN under my hand and official seal this 9th day of May, 2014.

A circular notary seal for Donald E. Maruy, Notary Public in and for the State of Washington. The seal contains the text: DONALD E. MARUY, COMMISSIONER, NOTARY PUBLIC, STATE OF WASHINGTON. The seal is stamped over the notary's signature and the printed name of the notary.
Donald E. Maruy
(Print name of notary)
NOTARY PUBLIC in and for the State of
Washington, residing at Seattle
My commission expires 5-5-18

R. James (Jim) Stanton

Work: 425-707-5076
Cell: 206-999-5389

22533 SE 47th Place
Sammamish, WA 98075

Email: jstanton@microsoft.com or jstanton6532@msn.com

DIRECTOR / VICE PRESIDENT LEVEL | Corporate Real Estate & Community Affairs

AREAS of EXPERTISE

Development | Entitlement | Political Strategy | Relationship Management | Project Delivery

Summary: Senior business leader with a strong organizational and leadership background in corporate real estate, government affairs, and community affairs with a large multi-national corporation. Proven leadership in driving the municipal entitlement process for Microsoft's corporate headquarters' development. Proven track record as a collaborative manager who works effectively in political, managerial and technical environments. Politically astute, solution oriented, problem solver who can drive group consensus.

PROFESSIONAL BACKGROUND

Microsoft Corporation (2001 to Present)

Senior Community Affairs Manager / Development Manager

- Manage all Real Estate & Facilities Community Affairs engagement on new development with governmental agencies (including entitlement & transportation requirements) and local philanthropy. Project Manager for three historic jurisdictional Development Agreements facilitating incremental 3M square feet of expansion on the existing corporate campus, including \$40M infrastructure & transportation improvements through design and public adoption process
- Managed delivery of entitlement for all headquarters campus new building construction projects including schedule, scope and budget
- Collaborate with contractors, consultants, internal lines of business, and public agencies to ensure issues resolution and timely project delivery
- Direct Microsoft's energy supply strategy and represent the company to Puget Sound Energy
- Responsible for initiatives and advocacy at the legislative level on regional transportation, K-12 education and housing initiatives in partnership with Microsoft Legal & Community Affairs Department
- Establish strategic priorities, manage philanthropic contributions, and speak internally and externally on behalf of Microsoft. Direct engagement with local and State elected officials, staff and press.

Puget Sound Services Manager

- Manage Puget Sound delivery of Tenant Improvements, Furniture and Move businesses in Real Estate & Facilities
- Work directly with internal business group to support operational issues
- Manage annual budget for approximately \$100M for the combined business

- Successfully moved 22,000 employees to new workplace environments in 2003 on time and within budget

Jim Stanton

Page 2

City of Redmond, WA (1984 to 2001)

Building Division Manager

- Manage daily operations of Building Division including responsibility for all budgeting resources, project management, technical oversight
- Personnel management of the Permit Center, Plan Review, and Building Inspection staffs (25 people; \$3.7 million annual budget)
- Designed and implemented significant re-engineering and re-deployment strategies improving efficiencies and improving customer delivery
- Developed automated permit system, customer service improvements, and three-fold increase in professional staff functions
- Certified ICC Plans Examiner and Building Inspector

Senior Planner and Planner, City of Redmond

- Managed review process for full development proposals from application through final entitlement process, including engagement with City Council, Design Review Board, Hearings Examiner, and Planning Commission
- Experience with State and local regulations related to State Environmental Protection Agency, Growth Management Agency, Shorelines regulations
- Coordinated multidisciplinary teams to complete project reviews in a time effective manner
- Developed, designed, drafted, and reviewed land use and long range planning documents, policies, reports, and ordinances
- Project manager on 1994 - 1997 zoning code update for consistency with State of Washington Growth Management Act
- Project manager for permit system implementation from 1989 - 1991
- Represented City of Redmond in local and regional policy discussions with elected officials

Other / Former Employment of Note

GTE Sylvania and Pacific Northwest Bell (Seattle, WA)

Customer Service Supervisor

- Customer service and product procurement as supervisor of \$80 million electrical products distribution warehouse and production facility

EDUCATION and Board / Commission Affiliations

University of Washington - College of Architecture
Master of Urban Planning

St. John Fisher College
Bachelor of Arts - Political Science

City of Redmond Chamber of Commerce – Board member
Bellevue Downtown Association – Board and Executive Committee member
Puget Sound Regional Council Transportation Policy Board – Board Member
State of Washington Joint Transit Commission – Board Member

Jim Stanton

Page 3

RECOGNITION AND CERTIFICATIONS

2005: **Microsoft CFO Award** for completion of Microsoft – City of Redmond Development Agreement
1993: **American Institute of Certified Planners (AICP)**
1997: International Code Council - **Certified Building Inspector/Plans Examiner**
1995: City of Redmond **All-Star Employee of the Year**
1990: City of Redmond **Distinguished Service Award**

REFERENCES: Available upon request

CH&Donald E. Marcy

Contact
dmarcy@cairncross.com
Direct: 206.254.4465
Fax: 206.587.2308

Practice Areas
Land Use, Natural Resources & Environmental Law
Real Estate
Real Estate Development
Retail, Office & Industrial Leasing
Transit-Oriented Development

Donald is one of the leading lawyers in land use and real estate development matters in Seattle. For over 30 years, he has guided many of the region's significant mixed-use, office, business park, retail, and multi-family projects to successful conclusion through creative application of the law. He has assisted real estate developers and owners of property in developing commercial and residential projects in the Pacific Northwest and other regions of the county. He has represented clients in all aspects of real estate development; buying property; negotiating ground leases; obtaining land use entitlements; negotiating design, construction, and financing documents; negotiating leases; and selling fully developed properties. The skills he has developed through this legal work are varied and include structuring real estate deals, drafting and negotiating agreements and contracts, obtaining land use entitlements for real property, negotiating with government agencies, analyzing regulatory programs and requirements, and making public presentations.

As Chairman of the Government Affairs Committee of NAIOP, the commercial real estate organization, Donald is active in the crafting of legislation that affects the commercial real estate industry.

Education

- *Stanford University (A.B., with Honors in Economics, 1975)*
- *University of Southern California (J.D., 1979)*
 - Executive Editor of Articles, Southern California Law Review, 1978-1979*
 - Member, Southern California Law Review, 1977-1978*

Admissions

- *Washington State Bar Association*
- *US District Court, Western District of Washington*
- *US District Court, Eastern District of Washington*

Awards/Honors and Organizational Memberships

- *Chambers USA, Top Ranked*
- *Super Lawyer Award Recipient, Washington Law & Politics Magazine*
- *Lawyer of the Year in Seattle Land Use & Zoning Law, 2014, Listed in Best Lawyers in America*
- *Best Lawyer in Land Use & Zoning Law, Listed in Best Lawyers in America*
- *Best Lawyer in Litigation - Land Use & Zoning, Listed in Best Lawyers in America*
- *Best Lawyer in Litigation - Real Estate, Listed in Best Lawyers in America*
- *Best Lawyer in Real Estate Law, Listed in Best Lawyers in America*
- *Top Rated Lawyer in Land Use and Zoning, The American Lawyer & Corporate Counsel Magazines*
- *Top Lawyer - Real Estate Award Recipient, Seattle Metropolitan Magazine*
- *Top Business Lawyer Award Recipient, Seattle Business*
- *Top Lawyer Award Recipient, Seattle Magazine*
- *Top Ten Attorneys in Washington (in the Area of Real Estate Law) Award Recipient, Washington CEO Magazine in conjunction with Avvo, Inc.*
- *League of Justice - Environmental & Land Use Law Award Recipient, Washington CEO Magazine*
- *Top 100 Attorneys Award Recipient, Washington CEO Magazine*
- *Top 100 Washington Super Lawyers Award Recipient, Washington Law & Politics Magazine*

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CH&Donald E. Marcy

- *NAIOP Washington State Chapter Member of the Year, 1994*
- *NAIOP Washington State Chapter Board Member of the Year, 2008*
- *Association of Washington Business Heavy Lifter Award Recipient, 2008*
- *Martindale-Hubbell Peer Review Rated AV® Preeminent™ (AV* "recognized for the highest level of professional excellence")*
**AV Preeminent is a certification mark of Reed Elsevier Properties Inc., used in accordance with the Martindale-Hubbell® certification procedures, standards and policies.*
- *NAIOP, Government Affairs Committee of Washington State Chapter, Chairman*
- *King County Bar Association, Member*
- *Lewis County Economic Development Council, Member*
- *Seattle Metropolitan Chamber of Commerce, Member*
- *Association of Washington Business, Environmental Affairs Council, Land Use Committee, and Regulatory Reform Committee, Member*

Publications/Speaking Engagements

- *"Seattle State of the Market," Bisnow, Seattle, WA, Moderator, December 17, 2013*
- *"Seattle Office 2020," Bisnow, Seattle, WA, Moderator, April 23, 2013*
- *"Seattle Construction & Development Summit," Bisnow, Seattle, WA, Moderator, March 27, 2013*

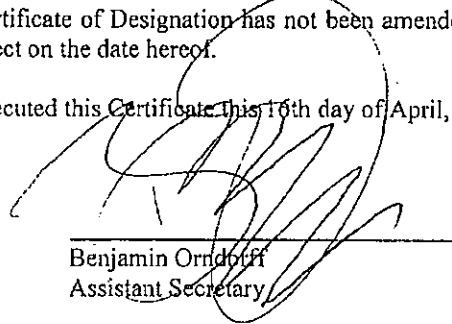
MICROSOFT CORPORATION

Assistant Secretary's Certificate

I, Benjamin Orndorff, do hereby certify that I am an Assistant Secretary of Microsoft Corporation, a corporation formed under the law of the state of Washington (the "Corporation"); that I am authorized to execute this certificate on behalf of the Corporation; and acting in such capacity I do further certify that:

1. Attached hereto as Exhibit A is a true, correct, and complete copy of a resolution duly adopted by the Board of Directors of the Corporation at a meeting duly called and held on 21 June 2006; at such meeting a quorum was present and acting throughout; and such resolution has not been amended or revoke and is in full force and effect on the date hereof.
2. Attached hereto as Exhibit B is a true and correct and complete copy of a Certificate of Designation executed by the Treasurer and an Assistant Treasurer of the Corporation on 8 April 2013; each such officer held such office on the date of such Certificate of Designation, and such Certificate of Designation has not been amended and revoked and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have executed this Certificate This 16th day of April, 2013.

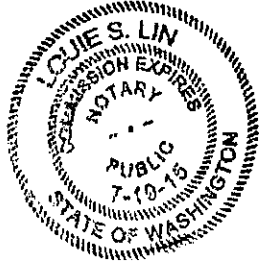



Benjamin Orndorff
Assistant Secretary

STATE OF WASHINGTON)
) ss:
 COUNTY OF KING)

I certify that I know or have satisfactory evidence that Benjamin Orndorff is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as an Assistant Secretary of Microsoft Corporation to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated this 16th day of April, 2013.

LOUIE S. LIN - NOTARY PUBLIC
 In and for the State of Washington, USA.
 Residing at Mercer Island, Washington, USA.
 My Appointment expires: July 19, 2015

Exhibit A

RESOLUTION REGARDING REAL ESTATE AUTHORIZATION

RESOLVED, that in managing the real estate, facilities and construction activities of Microsoft Corporation (the "Company"), the individuals designated by any two of the Chief Financial Officer, Corporate Controller, or the Treasurer; or any one of the foregoing with an Assistant Treasurer, now be and hereby are authorized to sign on behalf of the Company any and all agreements and other documents relating to the following:

Real estate leasing, subleasing; lease assignments and all other lease-related documents (such as estoppel certificates and subordination, non-disturbance and attornment agreements); disposition and acquisition of real estate and interests therein; engineering, design, construction, improvements and other services; operation, maintenance and management; fixtures, furniture, equipment and supplies; and all other agreements and documents relating to the above.

Exhibit B

CERTIFICATE OF DESIGNATION

Real Estate Authorization

This CERTIFICATE OF DESIGNATION is made pursuant to and in accordance with that certain resolution of the Board of Directors of Microsoft Corporation (the "Company"), adopted on 21 June 2006, under which the undersigned are authorized to designate persons empowered to sign any and all documents as relates to real estate transactions on behalf of the Company and its subsidiary companies.

The following persons are so designated, in compliance with the objectives in the resolution:

Chris Owens, General Manager, Real Estate & Facilities

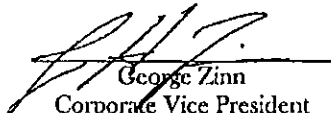
Jay Pittenger, Senior Regional Director, Americas

Steve Allen, Director, Venture Integration & Business Group Relationship Manager

Susan Wagner, Senior Director, Puget Sound Real Estate

Mike Webber, Director of Global Services, Real Estate & Facilities

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Designation to be executed as of 8th day of April 2013.


George Zinn
Corporate Vice President
Treasurer


Albert Damon
Assistant Treasurer

