EXHIBIT C

Official Notice of Sale

OFFICIAL NOTICE OF BOND SALE

THE CITY OF SEATTLE, WASHINGTON

$76,670,000*	**$49,870,000***
LIMITED TAX GENERAL OBLIGATION IMPROVEMENT AND REFUNDING BONDS, 2012	**UNLIMITED TAX GENERAL OBLIGATION REFUNDING BONDS, 2012**

Separate electronic bids for purchase of The City of Seattle Limited Tax General Obligation Improvement and Refunding Bonds, 2012 (the "LTGO Bonds"), and Unlimited Tax General Obligation Refunding Bonds, 2012 (the "UTGO Bonds"), will be received by The City of Seattle, Washington (the "City"), by the Director of Finance via the PARITY Electronic Bid Submission System ("Parity"), in the manner described below, on

MAY 2, 2012,

LTGO BONDS: 8:00 A.M., PACIFIC TIME,
UTGO BONDS: 8:30 A.M., PACIFIC TIME,

or such other day or time and under such other terms and conditions as may be established by the Director of Finance and communicated by the News Service as described under "Modification, Cancellation, Postponement."

Together, the LTGO Bonds and the UTGO Bonds are referred to in this Official Notice of Bond Sale as the "Bonds."

Bids must be submitted electronically via Parity in accordance with this Official Notice of Bond Sale. For further information about Parity, potential bidders may contact Parity at 212-404-8102. Hard copy bids will not be accepted.

No bid will be received after the time for receiving bids specified above. All proper bids received with respect to the Bonds will be considered and acted on by the City Council at approximately 1:30 p.m., Pacific Time, on May 2, 2012. No bid will be awarded until the City Council has adopted a resolution accepting the bid at its meeting.

Modification, Cancellation, Postponement. Bidders are advised that the City may modify the terms of this Official Notice of Bond Sale prior to the time for receipt of bids, including to change the principal amount and principal payments of either or both series of the Bonds if the City elects not to refund all or any of the bonds expected to be refunded with the Bonds or because the City elects to change the principal amounts or the redemption provisions. Any such modification will be announced through The Bond Buyer Wire (available on TM3, the Thomson Municipal Market Monitor, at *http://www.tm3.com*, which reference is not incorporated herein by reference) (the "News Service"), prior to 1:00 p.m., Pacific Time, on May 1, 2012. In addition, the City may cancel or postpone the date and time for the receipt of bids for either or both series of the Bonds at any time prior to the receipt of the bids. Notice of such cancellation or postponement will be communicated through the News Service as soon as practicable following such cancellation or postponement. As an accommodation to bidders, telephone, facsimile or electronic notice of any amendment or modification of this Official Notice of Bond Sale will be given to any bidder requesting such notice from the City's financial advisor at the address and phone number provided under "Contact Information" below. Failure of any bidder to receive such notice will not affect the legality of the sale.

Each bidder (and not the City) is responsible for the timely electronic delivery of its bid. The official time will be determined by the City and not by any bidder or qualified electronic bid provider.

* Preliminary, subject to change.

EXHIBIT C-2 TO UTGO 2012 SALE RESOLUTION

CONTACT INFORMATION

Finance Division	Michael van Dyck City of Seattle (206) 684-8347 *michael.vandyck@seattle.gov*
Financial Advisor	Rob Shelley, Seattle-Northwest Securities Office phone: (206) 628-2879 Day of sale phone: (206) 601-2249 *rshelley@snwsc.com*
Bond Counsel	Hugh Spitzer, Foster Pepper PLLC (206) 447-8965 *spith@foster.com*

DESCRIPTION OF THE BONDS

Bond Details

The Bonds will be dated the date of their initial delivery. Interest on the LTGO Bonds will be paid semiannually on each March 1 and September 1, beginning September 1, 2012. Interest on the UTGO Bonds will be paid semiannually on each June 1 and December 1, beginning December 1, 2012.

Registration and Book-Entry Only System

The Bonds are issuable only as fully registered bonds and when issued will be registered in the name of Cede & Co. as registered owner and nominee for the Depository Trust Company ("DTC"), New York, New York. DTC will act as initial securities depository for the Bonds. Purchases of the Bonds will be made in book-entry form, in the denomination of $5,000 or any integral multiple thereof within a maturity of a series of the Bonds. Purchasers will not receive certificates representing their interest in the Bonds purchased. The principal of and interest on the Bonds are payable by the City's Bond Registrar, currently the fiscal agent of the State of Washington (currently The Bank of New York Mellon in New York, New York) to DTC, which is obligated in turn to remit such payments to its participants for subsequent disbursement to beneficial owners of the Bonds.

Election of Maturities

LTGO Bonds. The successful bidder for the LTGO Bonds shall designate whether some or all of the principal amounts of the LTGO Bonds maturing on and after September 1, 2022, shall be retired as shown in the table below as serial bonds maturing in such year or as amortization installments of Term Bonds maturing in the years specified by the bidder. Term Bonds, if any, must consist of the total principal payments of two or more consecutive years and mature in the latest of those years.

LTGO BONDS

Years (September 1)	Serial Maturities or Amortization Installments[1]	Years (September 1)	Serial Maturities or Amortization Installments[1]
2012	$ 260,000	2023	$ 4,165,000[2]
2013	2,710,000	2024	5,310,000[2]
2014	3,225,000	2025	5,240,000[2]
2015	3,315,000	2026	2,995,000[2]
2016	5,065,000	2027	3,140,000[2]
2017	5,270,000	2028	2,880,000[2]
2018	3,710,000	2029	3,030,000[2]
2019	3,860,000	2030	3,170,000[2]
2020	3,995,000	2031	3,330,000[2]
2021	4,155,000	2032	3,500,000[2]
2022	4,345,000[2]		

(1) Preliminary, subject to change.

(2) These amounts will constitute principal maturities of the LTGO Bonds unless Term Bonds are specified by the successful bidder, in which case the amounts so specified will constitute mandatory sinking fund redemptions of Term Bonds.

UTGO Bonds. The UTGO Bonds will mature in the amounts and on the dates set forth below.

UTGO BONDS

Years (December 1)	Serial Maturities*	Years (December 1)	Serial Maturities*
2012	$ 695,000	2017	$ 5,420,000
2013	4,725,000	2018	5,635,000
2014	4,865,000	2019	5,865,000
2015	5,010,000	2020	6,095,000
2016	5,215,000	2021	6,345,000

* Preliminary, subject to change.

Redemption

No Redemption of the UTGO Bonds. The UTGO Bonds are not subject to redemption prior to maturity.

Optional Redemption—LTGO Bonds. The LTGO Bonds maturing on and before September 1, 2021, are not subject to redemption prior to maturity. The City reserves the right and option to redeem the LTGO Bonds maturing on and after September 1, 2022, prior to their stated maturity dates at any time on and after March 1, 2022, as a whole or in part, at a price of par plus accrued interest to the date fixed for redemption. See "Preliminary Official Statement—Description of the Bonds—Redemption of the Bonds."

Mandatory Redemption. A portion of the LTGO Bonds will be subject to mandatory redemption if Term Bonds are designated by the successful bidder for the LTGO Bonds. See "Preliminary Official Statement—Description of the Bonds—Redemption of the Bonds."

Selection of LTGO Bonds for Redemption. If fewer than all of the LTGO Bonds are to be redeemed prior to maturity, the selection of such LTGO Bonds for redemption shall be made as described in the Preliminary Official Statement in "Description of the Bonds—Redemption of the Bonds."

Purpose

The LTGO Bonds are being issued to refund certain outstanding bonds of the City, to pay for part of the costs of various projects, and to pay the administrative costs of the refunding and the costs of issuing the LTGO Bonds. The UTGO Bonds are being issued to refund certain outstanding bonds of the City, and to pay the costs of issuing the UTGO Bonds.

Security

The Bonds are general obligations of the City. The LTGO Bonds are secured by the City's irrevocable pledge to include in its annual budget and to levy taxes annually within the constitutional and statutory tax limitations provided by law without a vote of the electors of the City on all of the taxable property within the City in an amount sufficient, together with other money legally available and to be used therefor, to pay when due the principal of and interest on the LTGO Bonds. The UTGO Bonds are secured by the City's irrevocable pledge to include in its annual budget and to levy taxes annually without limitation as to rate or amount on all of the taxable property within the City in an amount sufficient, together with other money legally available and to be used therefor, to pay when due the principal of and interest on the UTGO Bonds. The full faith, credit and resources of the City are pledged irrevocably for the annual levy and collection of the respective taxes pledged to the Bonds and the prompt payment of the principal of and interest on the Bonds.

THE BONDS DO NOT CONSTITUTE A DEBT OF THE STATE OF WASHINGTON OR ANY POLITICAL SUBDIVISION THEREOF OTHER THAN THE CITY.

BIDDING INFORMATION AND AWARD

Bidders are invited to submit bids for the purchase of any or all series of the Bonds fixing the interest rate or rates that such series of the Bonds will bear. Interest rates included as part of a bid shall be in multiples of 1/8 or 1/20 of 1%, or both. No more than one rate of interest may be fixed for any one maturity of a series of the Bonds.

No bid will be considered for the LTGO Bonds that is less than an amount equal to 109% nor more than an amount equal to 120% of the par value of the LTGO Bonds. Each individual maturity must be reoffered at a yield that will produce a price of not less than 99% of the principal amount for that maturity. For the purpose of this paragraph, "price" means the lesser of the price at the redemption date, if any, or the price at the maturity date.

No bid will be considered for the UTGO Bonds that is less than an amount equal to 106% nor more than an amount equal to 120% of the par value of the UTGO Bonds.

Bids for each series of the Bonds must be unconditional. No bid for less than the entire offering of a series of the Bonds will be accepted. Bids may not be withdrawn or revised after the time that bids are due. The City strongly encourages the inclusion of women and minority business enterprise firms in bidding syndicates.

Bidding Process

Electronic bids for each series of the Bonds must be submitted via a qualified electronic bid provider only. The City has designated Parity as the qualified electronic bid provider for purposes of receiving electronic bids for the Bonds.

By submitting an electronic bid for a series of the Bonds, each bidder thereby agrees to the following terms and conditions:

(i) If any provision in this Official Notice of Bond Sale conflicts with information or terms provided or required by Parity, this Official Notice of Bond Sale (including any amendments issued by the City through the News Service) shall control.

(ii) Each bidder is solely responsible for making necessary arrangements to access Parity for purposes of submitting a timely bid in compliance with the requirements of this Official Notice of Bond Sale (including any amendments issued by the City through the News Service).

(iii) The City has no duty or obligation to provide or assure access to Parity, and the City shall not be responsible for the proper operation of Parity, or have any liability for any delays or interruptions or any damages caused by use or attempted use of Parity.

(iv) Parity is acting as an independent contractor, and is not acting for or on behalf of the City.

(v) The City is not responsible for ensuring or verifying bidder compliance with Parity's procedures.

(vi) If a bid is accepted by the City, this Official Notice of Bond Sale (including any amendments issued by the City through the News Service) and the information that is submitted electronically through Parity shall form a contract, and the bidder shall be bound by the terms of such contract.

(vii) Information provided by Parity to bidders shall form no part of any bid or of any contract between the successful bidder and the City unless that information is included in this Official Notice of Bond Sale.

Good Faith Deposit

To be considered by the City Council, the successful bidder's bid must be backed by a good faith deposit in the amount of $765,000 with respect to the LTGO Bonds and $500,000 with respect to the UTGO Bonds.

The good faith deposit for each series of the Bonds must be paid by federal funds wire transfer within 90 minutes after the verbal award to the successful bidder(s). Wiring instructions will be provided to the successful bidder for such series at the time of the verbal award.

The good faith deposit for each series of the Bonds shall be retained by the City as security for the performance of the successful bidder and shall be applied to the purchase price of the applicable series of the Bonds upon the delivery of such series of the Bonds to the successful bidder. Pending delivery of the Bonds, the good faith deposits may be invested for the sole benefit of the City. If a series of the Bonds is ready for delivery and the successful bidder for such series of the Bonds fails or neglects to complete the purchase of such series of the Bonds within 30 days following the acceptance of its bid, the good faith deposit for such series of the Bonds shall be retained by the City as reasonable liquidated damages and not as a penalty.

Award

The Bonds of each series will be sold to the bidder making a bid that conforms to the terms of the offering and is, based on the City's determination of the lowest true interest cost, the best bid. The true interest cost to the City will be the rate that, when used to discount to the date of such series of the Bonds all future payments of principal and interest (using semiannual compounding and a 30/360 day basis), produces an amount equal to the bid amount for such series of the Bonds, without regard to the interest accrued to the date of delivery of such series of the Bonds. The true interest cost calculations for any bids received for each series of the Bonds will be performed by the City's Financial Advisor, and the City will base its determination of the best bid for such series of the Bonds solely on such calculations. If there are two or more equal bids for a series of the Bonds and those bids are the best bids received, the Director of Finance will determine by lot which bid will be presented to the City Council.

The City reserves the right to reject any or all bids submitted and to waive any formality or irregularity in any bid or the bidding process. If all bids for a series of the Bonds are rejected, then such series of the Bonds may be sold in the manner provided by law. Any bid presented after the time specified for the receipt of bids will not be accepted, and any bid not backed by the required good faith deposit will not be considered by the City Council. The successful bid for each series of the Bonds shall remain in effect until 5:00 p.m., Pacific Time, on the date set for the receipt of bids.

Adjustment of Principal Amounts and Bid Price After Receipt of Bids

The City has reserved the right to increase or decrease the preliminary principal amount of the LTGO Bonds by an amount not to exceed 10% of the principal amount of the LTGO Bonds following the time for receipt of the bids. The City also reserves the right to increase or decrease the preliminary principal amount of any maturity of the LTGO Bonds shown in this Official Notice of Bond Sale by an amount not to exceed the greater of 15% of the preliminary principal amount of that maturity or $150,000.

The City has reserved the right to increase or decrease the preliminary principal amount of the UTGO Bonds by an amount not to exceed 10% of the principal amount of the UTGO Bonds following the opening of the bids. The City also reserves the right to increase or decrease the preliminary principal amount of any maturity of the UTGO Bonds shown in this Official Notice of Bond Sale by an amount not to exceed the greater of 15% of the preliminary principal amount of that maturity or $350,000.

If the preliminary principal amount of a series of the Bonds is adjusted by the City, the price bid by the successful bidder for such series of the Bonds will be adjusted by the City on a proportionate basis to reflect an

increase or decrease in the principal amount and maturity schedule. In the event that the City elects to alter the bond size of a series of the Bonds after the bid pursuant to this Official Notice of Bond Sale, the underwriter's discount, expressed in dollars per thousand, will be held constant. The City will not be responsible in the event that any adjustment affects (i) the net compensation to be realized by the successful bidder, or (ii) the true interest cost of the winning bid or its ranking relative to other bids.

Issue Price Information

Upon award of a series of the Bonds, the successful bidder for such series of the Bonds shall advise the City and Bond Counsel of the initial reoffering prices to the public of each maturity of such series of the Bonds (the "Initial Reoffering Prices"), for the City's inclusion in the final Official Statement for the Bonds. Prior to delivery of a series of the Bonds, the successful bidder for such series of the Bonds shall furnish to the City and Bond Counsel a certificate in form and substance acceptable to Bond Counsel:

(i) confirming the Initial Reoffering Prices,

(ii) certifying that a *bona fide* offering of such series of the Bonds has been made to the public (excluding bond houses, brokers, and other intermediaries),

(iii) stating the first price at which a substantial amount (at least 10%) of each maturity of such series of the Bonds was sold to the public (excluding bond houses, brokers, and other intermediaries),

(iv) if the first price at which a substantial amount of any maturity of such series of the Bonds is sold does not conform to the Initial Reoffering Price of that maturity, providing an explanation of the facts and circumstances that resulted in that nonconformity, and

(v) stating which maturities of such series of the Bonds, if any, are amortization installments of Term Bonds maturing in the years specified by the bidder.

A draft form of such certificate will be available prior to the sale date from the City's Financial Advisor. See "Contact Information" in this Official Notice of Bond Sale.

Insurance

Bids for the Bonds shall not be conditioned upon obtaining insurance or any other credit enhancement, or upon the City's acceptance of any of the terms of insurance or other credit enhancement. If a series of the Bonds qualifies 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 bidder, and any increased costs of issuance of such series of the Bonds resulting by reason of such insurance, unless otherwise paid, shall be paid by such bidder, but shall not, in any event, be paid by the City. Any failure of a series of the Bonds 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 contractual obligations arising from the acceptance of its proposal for the purchase of such series of the Bonds.

If the successful bidder purchases insurance for a series of the Bonds, the City may require the successful bidder to furnish to the City and Bond Counsel a certificate in form and substance acceptable to Bond Counsel confirming that the present value (calculated using the same yield as the yield on the insured Bonds) of the insurance premium is less than the present value (calculated using the same yield as the yield on the insured Bonds) of the interest cost savings represented by the comparative differences between interest amounts that would have been payable on the various maturities of the insured Bonds at interest rates on the insured Bonds issued with and without the insurance on the insured Bonds.

DELIVERY

The City will deliver the Bonds (consisting of one certificate for each maturity of each series of the Bonds) to DTC in New York, New York, or to the Bond Registrar on behalf of DTC by Fast Automated Securities Transfer, prior to the date of closing. Closing shall occur within 30 days after the sale date. Settlement shall be in immediately available federal funds in Seattle, Washington, on the date of delivery.

If, prior to the delivery of the Bonds, the interest receivable by the owners of a series of the Bonds becomes includable in gross income for federal income tax purposes, or becomes subject to federal income tax other than as described in the Preliminary Official Statement, the successful bidder for such series of the Bonds, at its option, may be relieved of its obligation to purchase such series of the Bonds and in that case the good faith deposit accompanying its bid will be returned without interest.

Legal Opinions

The approving legal opinion of Foster Pepper PLLC, Seattle, Washington, Bond Counsel, will be provided to the successful bidder for each series of the Bonds at the time of the delivery of such series of the Bonds. A no-litigation certificate will be included in the closing documents for the Bonds.

CUSIP Numbers

It is anticipated that CUSIP identification numbers will appear on each series of the Bonds, but neither the failure to insert such numbers on such series of the Bonds nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder for such series of the Bonds to accept delivery of and pay for such series of the Bonds in accordance with the terms of this Official Notice of Bond Sale.

The successful bidder for each series of the Bonds is responsible for obtaining CUSIP numbers for such series of the Bonds. The charge of the CUSIP Service Bureau shall be paid by such successful bidder; however, all expenses for printing CUSIP numbers on the Bonds shall be paid by the City.

CONTINUING DISCLOSURE UNDERTAKING

In order to assist bidders in complying with paragraph (b)(5) of United States Securities and Exchange Commission Rule 15c2-12 ("Rule 15c2-12"), the City will undertake to provide certain annual financial information and notices of the occurrence of certain events. A description of this undertaking is set forth in the Preliminary Official Statement and also will be set forth in the final Official Statement.

OFFICIAL STATEMENT

Preliminary Official Statement

The Preliminary Official Statement is in a form that the City expects to deem final for the purpose of paragraph (b)(1) of Rule 15c2-12, but is subject to revision, amendment, and completion in a final Official Statement, which the City will deliver, at the City's expense, to each successful bidder through its designated representative not later than seven business days after the City's acceptance of such successful bidder's bid, in sufficient quantities to permit such successful bidder to comply with Rule 15c2-12.

By submitting the successful proposal for a series of the Bonds, the successful bidder's designated senior representative agrees:

(i) to provide to the City's Debt Manager, in writing, within 24 hours after the acceptance of the bid, pricing and other related information, including Initial Reoffering Prices of such series of the Bonds, necessary for completion of the final Official Statement (see "Issue Price Information");

(ii) to disseminate to all members of the underwriting syndicate, if any, copies of the final Official Statement, including any amendments or supplements prepared by the City;

(iii) to take any and all actions necessary to comply with applicable rules of the Securities and Exchange Commission and Municipal Securities Rulemaking Board governing the offering, sale, and delivery of such series of the Bonds to ultimate purchasers, including the delivery of a final Official Statement to each investor who purchases such series of the Bonds; and

(iv) to file the final Official Statement or cause it to be filed with the Municipal Securities Rulemaking Board within one business day following its receipt from the City.

The Preliminary Official Statement may be obtained from i-Deal Prospectus, a service of i-Deal LLC, at *www.i-dealprospectus.com* (which reference is not incorporated herein by reference), telephone (212) 849-5024.

In addition, the Preliminary Official Statement may be obtained upon request to the City's Debt Manager or Financial Advisor. See "Contact Information" in this Official Notice of Bond Sale.

Official Statement

At closing, the City will furnish a certificate of an official or officials of the City, stating that, to the best knowledge of such official(s) and relying on the opinions of Bond Counsel where appropriate, as of the date of the Official Statement and as of the date of delivery of the Bonds,

(i) the information (including financial information) regarding the City contained in the Official Statement was and is true and correct in all material respects and did not and does not contain any untrue statement of a material fact or omit any statement or information which is necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; and

(ii) the descriptions and statements, including financial data, of or pertaining to entities other than the City and their activities contained in the Official Statement have been obtained from sources that the City believes to be reliable and the City has no reason to believe that they are untrue in any material respect (however, the City will make no representation regarding Bond Counsel's forms of opinions or the information provided by or obtained from DTC, The Bank of New York Mellon, or any entity providing bond insurance or other credit facility).

DATED at Seattle, Washington, this 23rd day of April, 2012.

/s/

Glen Lee
Director of Finance