

**SECOND AMENDED AND RESTATED
REDMOND CFD No. 2016-1
Community Facilities District (“CFD”) Petition Pursuant to Chapter 36.145 RCW**

Microsoft Corporation (“Petitioner”) respectfully submits this Second Amended and Restated Community Facilities District Petition (the “Petition”) to the City of Redmond pursuant to Chapter 36.145 RCW. This Petition requests the amendment of Redmond CFD No. 2016-1 (the “District” or “CFD No. 2016-1”), which shall include the Redmond CFD No. 2016-1 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)(a): 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. 2016-1 Property”).

RCW 36.145.020(1)(b): The undersigned property owner hereby requests that the Redmond CFD No. 2016-1 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 eight specific improvements that provide special benefits to the Redmond CFD No. 2016-1 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 eight improvements. The District anticipates financing the following eight specific facilities (the “Improvements”):

- Multimodal improvements, including eastbound and westbound left-turn lanes at the intersection of 154th Avenue NE and NE 51st Street and at the intersection of 156th Avenue NE and NE 51st Street along with signal modification to the intersection of 156th Avenue NE and NE 51st Street and bicycle lanes along NE 51st Street from 154th Avenue NE to the SR 520 eastbound on-ramp.
- Multimodal improvements, including bicycle lanes along NE 31st Street from the roundabout just east of SR 520 to 156th Avenue NE along with improvements to the intersection of NE 31st Street and 156th Avenue NE.
- Extension of storm water pipe from 172nd Avenue NE to Lake Sammamish along the NE 40th street right-of-way and related improvements required as part of project construction; flow splitter vault at the intersection of NE 40th Street and 172nd Avenue NE; energy dissipation vault at end of pipe extension; outfall at Lake Sammamish that mitigates for wetland and lake impacts; water quality treatment facilities for a portion of the basin to improve water quality in Lake Sammamish and/or Villa Marina Creek; potential Salmon Safe certification; and project mitigation.

- Grade separated path for pedestrians/bicycles on the west side of SR 520 to reduce potential pedestrian/bicycle conflicts with motor vehicles on NE 40th Street. The extent of the funding for the grade separated pedestrian/bicycle path is dependent on the actual cost of the other three Improvements. To the extent there are funds available from the assessment approved by the District after construction of the other three Improvements, those remaining funds will be applied to the construction cost of the grade separated pedestrian/bicycle path.
- Extension of shared use path on south side of NE 40th Street from 163rd Avenue NE to 172nd Avenue NE and related improvements. This project will replace all sidewalk on the south side of the street which is currently non ADA-compliant.
- Perform ADA ramp improvements and push button activation for crosswalks at select locations to be determined.
- Install adaptive traffic signal controls at multiple intersections along 148th Avenue NE, 156th Avenue NE, and NE 40th Street in the Overlake neighborhood.
- Install bike lane improvements (improved curve design and completion of bike lane gaps) on 150th Avenue NE. The project will complete missing bike lane connections near the Nintendo campus at the 4500 block and at the intersection with NE 51st Street. Work includes pavement widening, new curb and gutter, and associated stormwater improvements.

RCW 36.145.020(1)(e): The undersigned property owner declares that CFD No. 2016-1 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 reducing the incidence of automobile collisions, reducing the incidence of automobile/bicycle/pedestrian collisions, and reducing traffic congestion. The Improvements also create a more connected network of bicycle facilities, which helps facilitate travel and commuting by bicycle resulting in reduced production of carbon dioxide. The Improvements will also improve traffic flow on 156th Avenue NE reducing congestion and the production of carbon dioxide. The Improvements also increase pedestrian safety, especially for disabled persons. The Improvements also improve storm water quality in the NE 40th Street drainage basin with concomitant improvement to water quality in Lake Sammamish. 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. 2016-1 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. 2016-1 Property and will increase the fair market value of the Redmond CFD No. 2016-1 Property on account of their

proximity to the Redmond CFD No. 2016-1 Property. The Improvements provide special benefits to the Redmond CFD No. 2016-1 Property as summarized below:

- The eastbound and westbound left-turn lanes on NE 51st Street will reduce the potential for automobile and automobile/bicycle collisions by enabling left turns to occur at 154th Avenue NE without impeding eastbound and westbound through traffic, and will also reduce congestion on NE 51st Street.
- The bike lanes on NE 31st Street and NE 51st Street will improve non-motorized mobility and access to transit in the Overlake neighborhood and increase the potential for reduction of carbon dioxide emissions from motor vehicles.
- The signal modification at the intersection of NE 51st Street and 156th Avenue NE will reduce congestion on NE 51st Street.
- The NE 40th Street drainage basin improvements will improve storm water quality and result in water quality improvement in Lake Sammamish which will provide recreational benefits as well as improved habitat for salmonids and other aquatic life.
- The grade separated pedestrian/bicycle path on the west side of SR 520 will reduce the potential for automobile collisions with pedestrians/bicycles on NE 40th Street. The path will also improve non-motorized mobility in the Overlake neighborhood and increase the potential for reduction of carbon dioxide emissions from motor vehicles.
- The extension of the shared use path on NE 40th Street will improve non-motorized mobility and access to transit in the Overlake neighborhood and increase the potential for reduction of carbon dioxide emissions from motor vehicles.
- The ADA ramp improvements and push button activation for crosswalks will improve pedestrian safety, especially for disabled persons.
- The adaptive signal controls on 148th Avenue NE, 156th Avenue NE, NE 40th Street will improve traffic flow on these streets reducing congestion and the production of carbon dioxide.
- The bike lane improvements on 150th Avenue NE will improve non-motorized mobility in the Overlake neighborhood and increase the potential for reduction of carbon dioxide emissions from motor vehicles.

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) Mike Behn, as a representative of the Petitioner; and (2) Donald Marcy, as a qualified professional. Both Mr. Behn and Mr. Marcy are willing and able to serve on the District’s

Board of Supervisors. Curriculum vitae for Mr. Behn 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. 2016-1 Property is 7.23 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
142505-9141	Microsoft Corporation	Microsoft Real Estate & Facilities One Microsoft Way Redmond, WA 98052
550300-0110	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. 2016-1 Preliminary Assessment Roll		
Parcel		Total \$ per Parcel
Number	Acreage	
1	4.18	\$12,756,400
2	3.05	\$15,197,500
Total:	7.23	\$27,953,900

(v) Because there are only two parcels 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 two parcels.


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. 2016-1 Property.

[see signature of property owner on the following page]

PROPERTY OWNER:

MICROSOFT CORPORATION, a Washington corporation

By:


Steph Longstreth, General Manager, Microsoft Global Workplace Services

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

Telephone No.: (425) 882-8080

Date:

04/04/24

WARNING

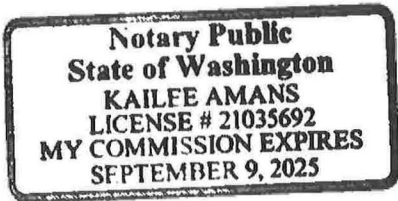
Every person who signs this petition with other than his or her true name, or who knowingly signs more than one of these petitions, or signs a petition seeking an election when he or she is not a legal voter, or signs a petition when he or she is otherwise not qualified to sign, or who makes any false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

NOTARIAL CERTIFICATE

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me Steph Longstreth, to me known to be the General Manager of Microsoft Global Workplace Services 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 April,
2024.



Kailfe Amans
Kailfe Amans
(Print name of notary)
NOTARY PUBLIC in and for the State of
Washington, residing at One Microsoft Way
My commission expires Sept. 9, 2025

ATTACHMENT 1

REDMOND CFD NO. 2016-1

PARCEL 1

PARCEL A OF KING COUNTY BOUNDARY LINE ADJUSTMENT NO. L010069, RECORDED UNDER RECORDING NO. 20020110900002, IN KING COUNTY, WASHINGTON.

LOCATED IN SW QUARTER OF SECTION 14, TOWNSHIP 25, RANGE 5 E, W.M.

PARCEL 2

LOT 11 OF MICROSOFT MAIN CAMPUS BINDING SITE PLAN RECORDED ON OCTOBER 22, 2008 UNDER RECORDING NO. 20081022000945 IN KING COUNTY, WASHINGTON.

LOCATED IN NE QUARTER OF SECTION 23, TOWNSHIP 25, RANGE 5 E, W.M.

ATTACHMENT 2

CERTIFICATION


Microsoft Corporation, the undersigned petitioner, voluntarily submits the Redmond CFD No. 2016-1 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:


Steph Longstreth, General Manager, Microsoft Global Workplace Services

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

Telephone No.: (425) 882-8080

Date:

04/04/24

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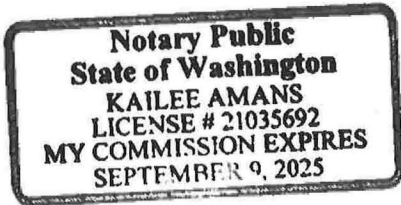
Every person who signs this petition with other than his or her true name, or who knowingly signs more than one of these petitions, or signs a petition seeking an election when he or she is not a legal voter, or signs a petition when he or she is otherwise not qualified to sign, or who makes any false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

NOTARIAL CERTIFICATE

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me Steph Longstreth, to me known to be the General Manager of Microsoft Global Workplace Services 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 4th day of April,
2024.



Kailee Amans
Kailee Amans
(Print name of notary)

NOTARY PUBLIC in and for the State of
Washington, residing at One Microsoft Way
My commission expires Sept. 9, 2025

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. 2016-1 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:


Steph Longstreth, General Manager, Microsoft Global Workplace Services

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

Telephone No.: (425) 882-8080

Date: 04/09/29

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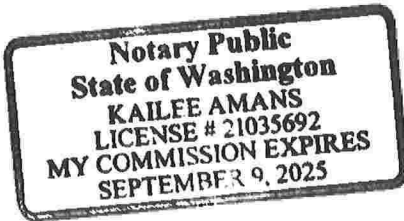
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NOTARIAL CERTIFICATE

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me Steph Longstreth, to me known to be the General Manager of Microsoft Global Workplace Services 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 4th day of April,
2024.



Kailie Amans
Kailie Amans
(Print name of notary)
NOTARY PUBLIC in and for the State of
Washington, residing at One Microsoft Way
My commission expires Sept. 9, 2025

ATTACHMENT 4

NOMINEES FOR BOARD OF SUPERVISORS

I, Mike Behn, hereby acknowledge that Property Owner, Microsoft Corporation, has nominated me to serve as a supervisor on Redmond CFD No. 2016-1's Board of Supervisors and hereby consent to serve on such board if I am appointed by the City of Redmond.

Mike Behn 4/4/24
Mike Behn, Senior Real Estate and Land Use Manager of Date
Microsoft Corporation

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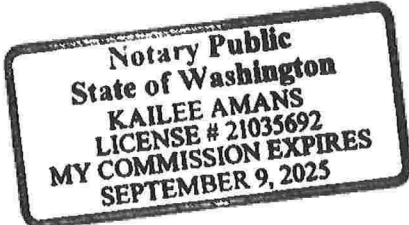
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NOTARIAL CERTIFICATE

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me Mike Behn, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged to me that he/she signed the same as his/her free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 4th day of April, 2024.



Kailee Amans
Kailee Amans
(Print name of notary)
NOTARY PUBLIC in and for the State of Washington, residing at 09E Microsoft Way
My commission expires Sept 9, 2025

Mike Behn

1 Microsoft Way, Redmond WA 98065
425-703-6420 mike.behn@microsoft.com

Mike is a land use professional with skills covering the spectrum of real estate processes including land acquisition, master planning, entitlement, development, and leasing. He has a life-long passion for the built environment and creating places that enhance everyday experience. At Microsoft, Mike applies his real estate and land use expertise to the company's 500+ acre Redmond, WA campus including their current 2050 master planning efforts, public/private partnerships, and execution on sustainability initiatives. Additionally, Mike oversees commercial acquisitions and dispositions in Puget Sound. Prior to joining Microsoft, Mike spent 15 years in residential development working for regional and national homebuilders. During his tenure, Mike oversaw the purchase, design, entitlement and development of numerous single-family and townhouse communities and the buildout of notable northwest master-planned communities. Mike has an honors Bachelor of Arts degree in Planning, Public Policy, and Management from the University of Oregon. He is a member of NAIOP and the Urban Land Institute.

Education **Bachelor of Arts – Planning, Public Policy, and Management**

1991-1996 University of Oregon Eugene, OR
Robert D. Clark Honors College; Architecture minor

Experience **Senior Real Estate and Land Use Manager**

2017 – Present Microsoft Redmond, WA

- Manage land use of the Redmond campus through master planning activities, lead acquisition efforts on new properties, and oversee infrastructure projects
- Collaborate on behalf of Microsoft stakeholders with the City of Redmond, Sound Transit, and other agencies to facilitate agreements
- Serve as a land use subject matter expert and share knowledge of the Redmond campus and best practices for land use planning to the company

Director of Land Planning and Entitlement, Senior Development Manager

2004 – 2017 Pulte Homes, Quadrant Homes Bellevue, WA

- Provided senior leadership for the entitlement of new subdivisions, meeting with elected officials and senior city staff to secure approvals
- Oversaw land development activities, including the installation of new innovative and sustainable low-impact development features (pervious pavement, modular wetland vault systems, bioswales, etc.)
- Served as President of multiple Commercial Owner's Associations and Residential Owner's Associations during the declarant period of control

Involvement **Member, Board of Directors and Government Affairs Committee**

2017 – 2019 OneRedmond Redmond, WA

I, Donald Marcy, hereby acknowledge that Property Owner, Microsoft Corporation, has nominated me to serve as a supervisor on Redmond CFD No. 2016-1's Board of Supervisors and hereby consent to serve on such board if I am appointed by the City of Redmond.

Donald E. Marcy
Donald Marcy

4-12-24
Date

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 Donald Marcy, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged to me that he/she signed the same as his/her free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 12 day of April,
2024.

Sophie Johnson
SOPHIE JOHNSON

(Print name of notary)
NOTARY PUBLIC in and for the State of
Washington, residing at Seattle
My commission expires 11-07-26



DONALD E. MARCY

Land Use Attorney

Email: dmarcy@cairncross.com

Direct: 206-254-4465

Introduction

Donald is one of the leading lawyers in land use and real estate development matters in Seattle. For over 40 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 country. 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, negotiating with government agencies, analyzing regulatory programs and requirements, and making public presentations.

As a member and past 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)
- University of Southern California (J.D.)
 - Member and Executive Editor of Articles, Southern California Law Review

Admissions

- Washington
- US District Court, Western District of Washington
- US District Court, Eastern District of Washington

Honors & Recognition

- Top Ranked in Washington State by *Chambers USA* in the area of Real Estate: Zoning/Land Use since 2016

- Named *The Best Lawyers in America*® Litigation – Land Use and Zoning “Lawyer of the Year” in Seattle (2022)
- Named *The Best Lawyers in America*® Litigation – Real Estate “Lawyer of the Year” in Seattle (2021)
- Named *The Best Lawyers in America*® Land Use & Zoning Law “Lawyer of the Year” in Seattle (2014)
- Listed in *The Best Lawyers in America*® in Land Use & Zoning Law since 2010
- Listed in *The Best Lawyers in America*® in Litigation – Land Use & Zoning since 2010
- Listed in *The Best Lawyers in America*® in Litigation – Real Estate since 2010
- Listed in *The Best Lawyers in America*® in Real Estate Law since 2010
- Named on the Washington Super Lawyers list by *Super Lawyers*® Magazine since 2000
- Named on the Top 100 Washington Super Lawyers list by *Super Lawyers*® Magazine
- NAIOP Washington State Chapter Board Member of the Year, 2008
- NAIOP Washington State Chapter Member of the Year, 1994
- Association of Washington Business Heavy Lifter Award Recipient, 2008
- Martindale-Hubbell AV® Preeminent 5.0 out of 5
- Avvo® rated 10.0 out of 10.0
- Top 100 Attorneys Award Recipient, *Washington CEO Magazine*
- Top Rated Lawyer in Land Use and Zoning, *The American Lawyer & Corporate Counsel Magazines*
- 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 Lawyer Award Recipient, *Seattle Magazine*
- Top Business Lawyer Award Recipient, *Seattle Business*
- Top Lawyer – Real Estate Award Recipient, *Seattle Metropolitan Magazine*

Professional & Community Involvement

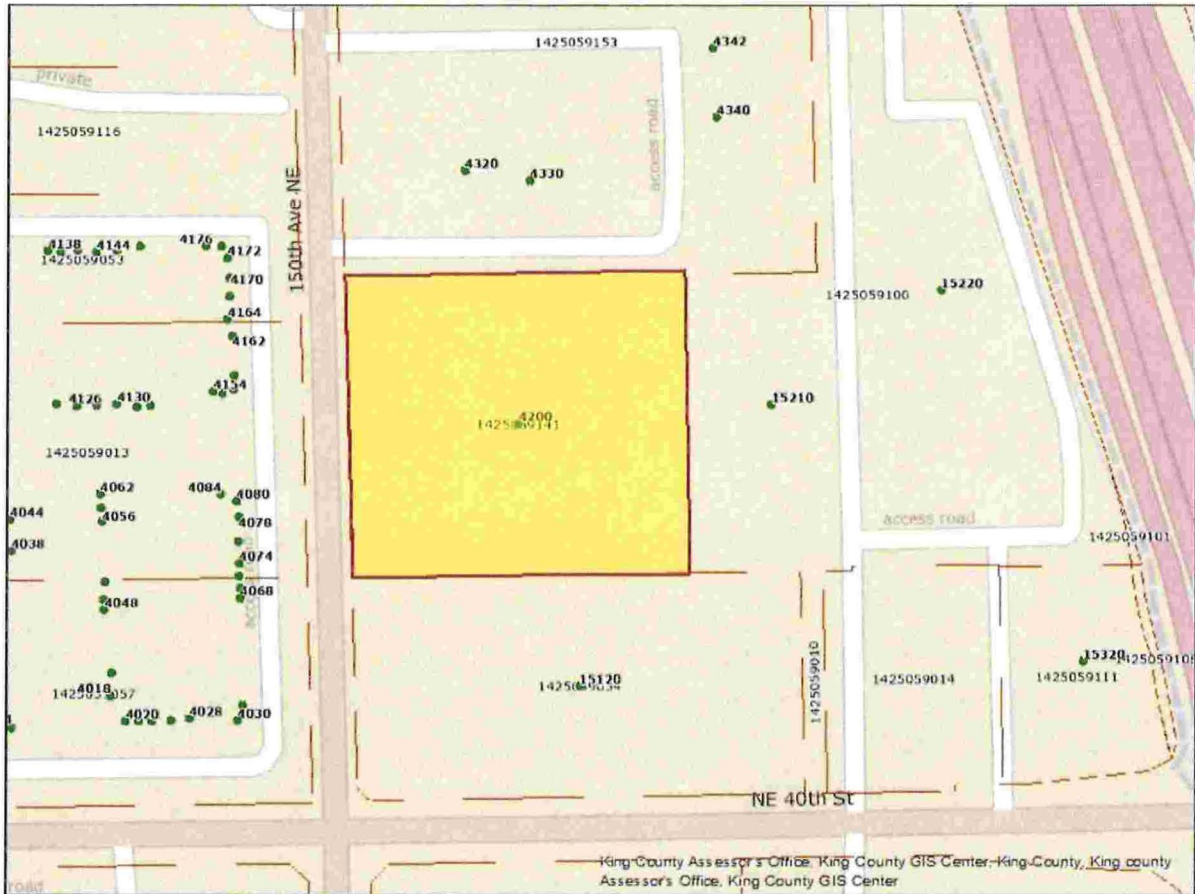
- National Association of Industrial and Office Properties (NAIOP) Washington (1989-present)
 - Board of Directors (1991-1995, 2005-2009)
 - Chairman of Government Affairs Committee (1996-1998, 2010-2015)
- King County Green River Flood Protection Task Force
- State Department of Ecology, State Wetland Integration Strategy Task Force
- Pacific Real Estate Institute
- Lewis County Economic Development Council
- Seattle Metropolitan Chamber of Commerce
- Association of Washington Business, Environmental Affairs Council, Land Use Committee, and Regulatory Reform Committee

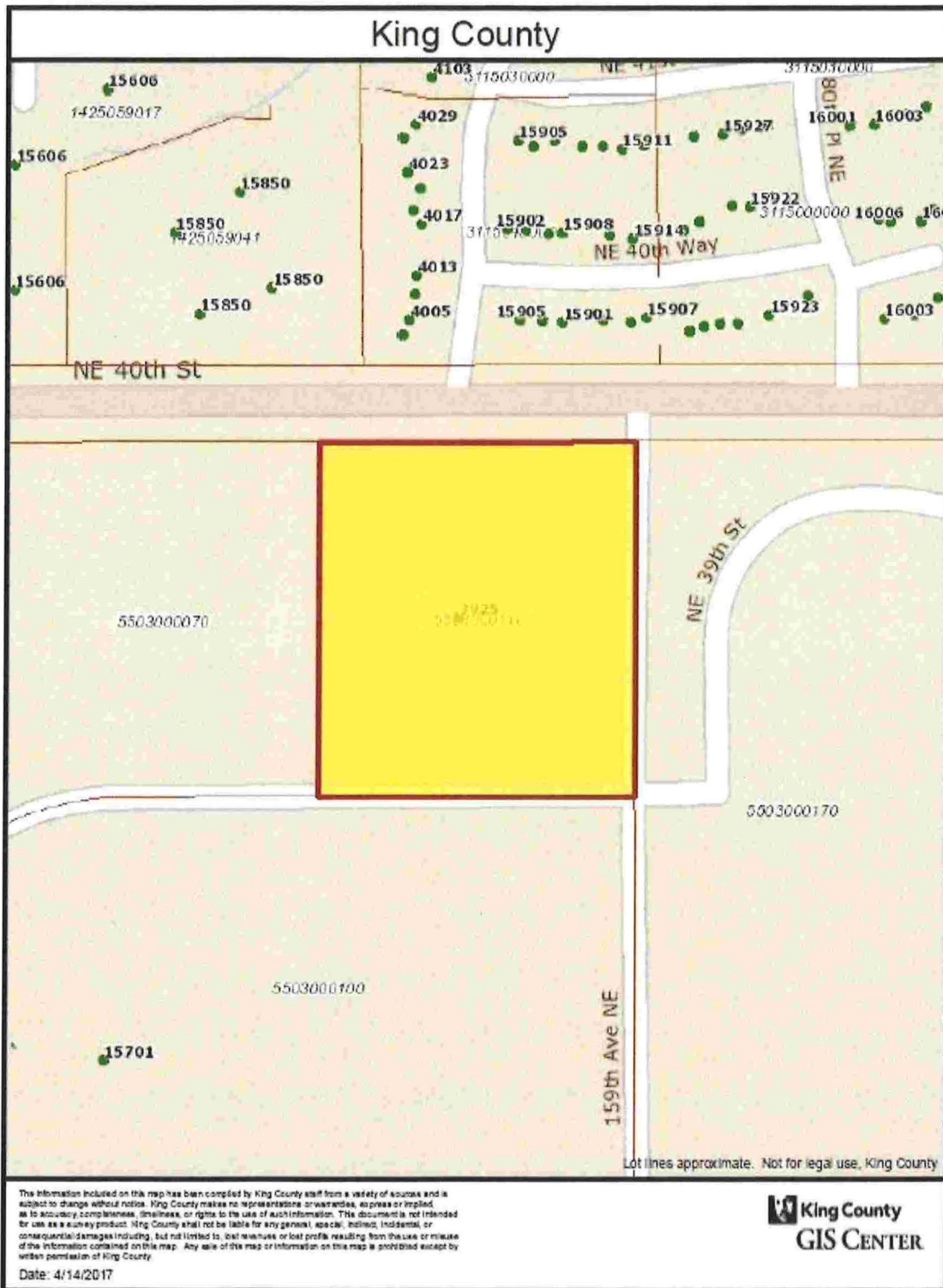
- King County Bar Association
- Seattle Mayor's Industrial Lands Task Force (2015-2018)
- Path with Art, Board of Directors (2021-present)

Publications & Speaking Engagements

- Moderator, "Seattle Forecast 2018!," Bisnow, Seattle, WA, January 25, 2018
- Speaker, "Commercial Real Estate Leases," Law Seminars International, December 11-12, 2017
- Moderator, "Seattle State of the Market," Bisnow, Seattle, WA, December 17, 2013
- Moderator, "Seattle Office 2020," Bisnow, Seattle, WA, April 23, 2013
- Moderator, "Seattle Construction & Development Summit," Bisnow, Seattle, WA, March 27, 2013

ATTACHMENT 5
PARCEL DIAGRAM





CERTIFICATE OF DESIGNATION

Global Workplace Services 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 June 16, 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:

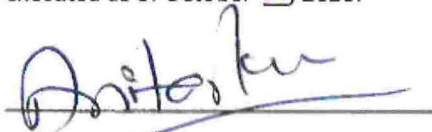
Beth Schryer, Vice President, Global Workplace Services

Steph Longstreth, General Manager, Global Workplace Services


John Trujillo, Senior Director, International Real Estate Operations

This Certificate may be signed by electronic signature, which will be effective for all purposes.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Designation to be executed as of October 19, 2023.



Anita Mehra
Global Treasurer



Oystein Harsvik
Assistant Treasurer