

**AFFIRMATION OF GRANTEE'S ATTORNEY**

As the undersigned Attorney for the Grantee, I affirm to the Grantee that I have examined this Agreement and the proceedings taken by the Grantee relating to it. As a result of this examination I hereby affirm to the Grantee the Execution of the Agreement by the Grantee is duly authorized under state and local law. In addition, I find that in all respects the Execution of this Agreement is due and proper and in accordance with applicable State and local law. Further, in my opinion, this Agreement constitutes a legal and binding obligation of the Grantee in accordance with the terms of the Agreement. Finally, I affirm to the Grantee that, to the best of my knowledge, there is no legislation or litigation pending or imminent that might adversely affect the full implementation of the Project in accordance with the terms thereof. \*SEE DISCLOSURE LETTER

DATED 30<sup>th</sup> DAY OF October, 2003

AFFIRMED BY:

Signature: *Desmond L. Brown*

Name (Print Type): DESMOND L. BROWN

Title of Official: GENERAL COUNSEL

Name of Organization: SOUND TRANSIT

This page is from the Full Funding Grant Agreement for Link Light Rail Initial Segment executed in October 24, 2003 by Sound Transit and Federal Transit Administration.



November 20, 2003

Mr. Ted Uyeno, Regional Counsel  
Federal Transit Administration  
Jackson Federal Bldg., Suite 3142  
915 Second Avenue  
Seattle, WA 98174-1002

Re: Full Funding Grant Agreement  
Recipient ID: 5656  
Recipient Name: Central Puget Sound Regional Transit Authority  
Project Number: WA-03-0137-00  
Budget Number: 01 – Pending Approval  
Project Information: Central Link MOS 1 FFGA

FY 2004 Certification and Assurances

Dear Mr. Uyeno:

This letter supplements my attorney certification dated October 25, 2003 submitted in connection with the above-referenced Full Funding Grant Agreement (“FFGA”).

With respect to the existence of threatened or pending litigation which might affect the implementation of the light-rail line, Sound Transit has previously disclosed to FTA’s legal counsel the status of pending or threatened litigation potentially affecting the ability to construct the system in accordance with the terms of the FFGA. Because the FFGA includes a requirement that we include a certification regarding such litigation, however, it is appropriate to formally advise you of three pending cases that will receive significant public attention.

*Sane Transit, et. al., v. Central Puget Sound Regional Transit Authority*, Supreme Court No.73413-5: This suit alleges that Sound Transit lacks authority to build the light-rail line because the 14-mile line is shorter than the 21-mile line originally planned when the transit plan was adopted in 1996. The trial court ruled in Sound Transit’s favor and dismissed the lawsuit in September, 2003. FTA has been provided with a copy of the trial court’s decision. In 2002, Sane Transit appealed the decision and asked the Washington Supreme Court to expedite its review of the case in an attempt to prevent Sound Transit from continuing to expend funds acquiring property and developing the project during the year-long appeal process. The state supreme court did not grant the request to expedite the appeal, and has not indicated when it will issue its ruling.

*Pierce County, et. al., v. State of Washington*, Supreme Court No. 73607-3: On October 30, 2003, the Washington Supreme Court upheld the constitutionality of Initiative 776. The initiative effects a general repeal of the right of local governments to impose motor-vehicle excise taxes.

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The Washington State Attorney General's Office has informed Sound Transit that even though Initiative 766 is a valid law, Sound Transit's tax can continue to be collected at this time because Sound Transit pledged to bondholders that the tax would be collected until the bonds are repaid. (Because the state did not dispute Sound Transit's right to collect the tax, the supreme court decision did not address whether the initiative could be enforced against Sound Transit). We anticipate, however, that other parties may challenge Sound Transit's right to continue to collect the tax.

Because of the financial analysis and board resolutions submitted to FTA by Sound Transit to demonstrate the agency's ability to complete light rail assuming a worst-case financial scenario in which the initiative is upheld as a valid law, no further discussion of this issue will be provided.

Please contact me if you have further questions.

Sincerely,



Desmond L. Brown  
General Counsel

c: Scott Biehl