

ORANGE COUNTY TRANSPORTATION AUTHORITY

RESOLUTION NO. 2023-027

AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$71,420,000 AGGREGATE PRINCIPAL AMOUNT OF ORANGE COUNTY TRANSPORTATION AUTHORITY SENIOR LIEN TOLL ROAD REVENUE REFUNDING BONDS (91 EXPRESS LANES), SERIES 2023, AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND SUPPLEMENTAL INDENTURE PROVIDING FOR THE ISSUANCE OF SAID BONDS, AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE CONTRACT PROVIDING FOR THE SALE OF SAID BONDS, AUTHORIZING DELIVERY OF OTHER DOCUMENTS NECESSARY IN CONNECTION THEREWITH, INCLUDING A CONTINUING DISCLOSURE CERTIFICATE, AUTHORIZING THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER, THE DIRECTOR OF FINANCE AND ADMINISTRATION AND THE TREASURY AND PUBLIC FINANCE MANAGER TO NEGOTIATE AND SECURE CREDIT ENHANCEMENT OR BOND INSURANCE FOR SAID BONDS, AUTHORIZING THE PREPARATION AND DISTRIBUTION OF AN OFFICIAL STATEMENT DESCRIBING SAID BONDS, AND DELEGATING TO THE CHAIR, VICE CHAIR, CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, THE DIRECTOR OF FINANCE AND ADMINISTRATION AND THE TREASURY AND PUBLIC FINANCE MANAGER POWER TO COMPLETE SAID DOCUMENTS, AUTHORIZING DISTRIBUTION OF SAID DOCUMENTS AND AUTHORIZING TAKING OF ALL NECESSARY ACTIONS.

WHEREAS, the Orange County Transportation Authority (the "Authority"), pursuant to Section 130240 of the Public Utilities Code of the State of California, is authorized to issue bonds payable solely from the revenues received by the Authority from the ownership and operation of the 91 Express Lanes toll road project;

WHEREAS, on August 8, 2013, the Authority issued the Orange County Transportation Authority Senior Lien Toll Road Revenue Refunding Bonds (91 Express Lanes), Series 2013 in the original aggregate principal amount of \$124,415,000 (collectively, the "Prior Bonds");

WHEREAS, the Authority has determined it advisable to provide for the refunding and redemption of the Prior Bonds by issuing the Orange County Transportation Authority Senior Lien Toll Road Revenue Refunding Bonds (91 Express Lanes), Series 2023 (the “2023 Bonds”) pursuant to a Master Indenture of Trust, dated as of August 1, 2013 (the “Master Indenture”), by and between the Authority and U.S. Bank National Association, as prior trustee (the “Prior Trustee”), as supplemented by a Second Supplemental Indenture, dated as of June 1, 2023 (the “Second Supplemental Indenture”), by and between the Authority and U.S. Bank Trust Company, National Association (the “Trustee”);

WHEREAS, there has been presented to the Authority a proposed form of the Second Supplemental Indenture;

WHEREAS, Wells Fargo Bank, National Association (the “Representative”), acting on behalf of itself and as representative of J.P. Morgan Securities LLC (each an “Underwriter,” and hereinafter collectively referred to as the “Underwriters”), has presented to the Authority a proposed form of purchase contract offering to purchase the 2023 Bonds (such purchase contract being referred to herein as the "Purchase Contract");

WHEREAS, in order to market the 2023 Bonds to potential investors and to comply with applicable securities laws, it will be necessary to prepare a preliminary official statement and final official statement describing the terms and provisions of the 2023 Bonds, the Authority and its transportation program and certain economic and demographic information (such preliminary official statement and official statement being collectively referred to herein at times as the "Official Statement");

WHEREAS, in order to minimize debt service and maximize benefits to the Authority in connection with the issuance of the 2023 Bonds, it may be desirable to obtain bond insurance or other credit enhancement;

WHEREAS, in order to enable the Authority to comply with certain federal requirements relating to disclosure after the issuance of the 2023 Bonds, there has presented to the Authority a proposed form of Continuing Disclosure Certificate (hereinafter referred to as the "Continuing Disclosure Certificate");

WHEREAS, as required by California Government Code Section 5852.1, Wells Fargo Bank, National Association, as Representative of the Underwriters of the 2023 Bonds, has prepared a good faith estimate of certain costs relating to the 2023 Bonds which is attached hereto as Attachment 1;

WHEREAS, it is now necessary for the Authority to authorize the execution of and approve the forms of the Second Supplemental Indenture, the Purchase Contract, and the Continuing Disclosure Certificate, and to authorize the preparation, distribution and execution of the Official Statement, and to authorize the issuance and sale of the 2023 Bonds pursuant thereto, and to authorize the negotiation of, and the securing of bond insurance or other credit enhancement to provide credit support for the 2023 Bonds and the taking of various actions in connection therewith;

WHEREAS, the Authority has been presented with the form of each document referred to above relating to such financing which is to be approved pursuant to this Resolution, and the Authority has examined and approved each document and desires to authorize and direct the execution and delivery of such documents, the preparation and distribution of the Official Statement, the securing of bond insurance and the consummation of such financing; and

WHEREAS, all acts, conditions and things required by the Act and the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to authorize such financing and to authorize the execution and delivery of the Purchase Contract, the Continuing Disclosure Certificate, the Second Supplemental Indenture, and preparation, execution and distribution of the Official Statement for the purposes, in the manner and upon the terms provided;

NOW, THEREFORE, BE IT RESOLVED by the ORANGE COUNTY TRANSPORTATION AUTHORITY as follows:

Section 1. The issuance by the Authority of not to exceed \$71,420,000 aggregate principal amount of Orange County Transportation Authority Senior Toll Road Revenue Refunding Bonds (91 Express Lanes), Series 2023, is hereby authorized and approved.

Section 2. The execution and delivery of the Second Supplemental Indenture in the form submitted to the Authority and attached hereto as Exhibit A, and the terms and conditions of the Second Supplemental Indenture, which are hereby incorporated by reference, are hereby ratified and approved. The Chief Executive Officer of the Authority is directed to file a copy of said form of the Second Supplemental Indenture with the minutes of this meeting, and the Chair, Vice Chair, Chief Executive Officer, Chief Financial Officer, Director of Finance and Administration or Treasury and Public Finance Manager (each, an "Authorized Officer") is authorized and directed to execute and deliver the Second Supplemental Indenture, with such additions thereto or changes therein which they may deem necessary or desirable and as counsel to the Authority or Bond Counsel may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Second Supplemental Indenture. To the extent not already provided for in the Master Indenture, the dates, maturity date or dates, interest rate or rates (not to exceed 3.25% per annum true interest cost), interest payment dates, forms, denominations, registration and exchange privileges, place or places of payment, terms of redemption and other terms of the 2023 Bonds, including, without limitation, when all or any part of the principal of the 2023 Bonds shall become due and payable, shall be (subject to the foregoing limitations) as provided in the Second Supplemental Indenture as finally executed and delivered.

Section 3. The Authority hereby authorizes and approves the preparation and distribution by the Underwriters of the Official Statement in preliminary and final form describing the 2023 Bonds and certain related matters, a draft of which is attached hereto as Exhibit B. The preliminary Official Statement shall be in such form as is approved and deemed final as of its date for purposes of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, except for information permitted to be omitted therefrom by said Rule 15c2-12, by an Authorized Officer, with such approval to constitute conclusive evidence of the Authority's approval of the preliminary Official Statement. An Authorized Officer of the Authority is hereby authorized and directed to execute and deliver the Official Statement in its final form with such changes from the preliminary Official Statement as they or any of them may approve, such approval to be conclusively evidenced by the execution and delivery of the Official Statement.

Section 4. The proposed form of Purchase Contract, to be dated the date of its execution, and entitled "Purchase Contract," providing for the sale of the 2023 Bonds by the Authority to the Underwriters, submitted to the Authority and attached hereto as Exhibit C, and the terms and conditions of the Purchase Contract, which are hereby incorporated by reference, are hereby approved. The Chief Executive Officer of the Authority is directed to file a copy of said form of Purchase Contract with the minutes of this meeting. The sale of the 2023 Bonds to the Underwriters at the principal amount thereof, less an underwriters' discount of not to exceed 0.40% of such principal amount, calculated as the par amount of the 2023 Bonds, in accordance with said form of Purchase Contract, be and is hereby authorized and approved, and an Authorized Officer of the Authority is authorized and directed to complete, execute and deliver the Purchase Contract in substantially said form, providing for the sale of not to exceed \$71,420,000 in aggregate principal amount of the 2023 Bonds, at such principal amounts, interest rates, maturities and discounts and in such series as shall be specified therein, and containing such additions thereto or changes therein as an Authorized Officer of the Authority may deem necessary or desirable and as counsel to the Authority or Bond Counsel may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Purchase Contract.

Section 5. The Underwriters are hereby authorized and directed to distribute copies of the Official Statement to persons purchasing the 2023 Bonds.

Section 6. The proposed form of Continuing Disclosure Certificate, to be dated the date of issuance of the 2023 Bonds, and entitled "Continuing Disclosure Certificate", executed by the Authority, submitted to the Authority and attached hereto as Exhibit D, and the terms and conditions thereof, which are hereby incorporated by reference are hereby approved. The Chief Executive Officer of the Authority is directed to file a copy of said form of Continuing Disclosure Certificate with the minutes of this meeting. An Authorized Officer of the Authority is authorized and directed to execute and deliver the Continuing Disclosure Certificate in substantially the form of the Continuing Disclosure Certificate presented to this meeting, with such additions thereto or changes therein as the Authorized Officer of the Authority, with the advice of counsel to the Authority and Bond Counsel, may require or approve, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Continuing Disclosure Certificate.

Section 7. The Chief Executive Officer, the Chief Financial Officer, the Director of Finance and the Treasury and Public Finance Manager of the Authority are hereby authorized and directed to negotiate with bond insurance companies and, if the Chief Executive Officer, the Chief Financial Officer, the Director of Finance and Administration, or the Treasury and Public Finance Manager of the Authority determine that it is in the best interest of the Authority, to commit to purchase bond insurance for one or more maturities of the 2023 Bonds, on such terms as the Chief Executive Officer, the Chief Financial Officer, the Director of Finance and Administration, or the Treasury and Public Finance Manager of the Authority determine are appropriate.

Section 8. The Authorized Officers and other appropriate officers of the Authority, are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to execute and deliver any and all documents, agreements, certificates and representations, including, without limitation, a control agreement, escrow instructions, signature certificates, no-litigation certificates, tax certificates, letters of representation relating to book-entry registration, insurance agreements, reimbursement agreements, agreements required in connection with securing Bond insurance, and certificates concerning the contents of the Official Statement, in preliminary and final form and the representations and warranties in the Purchase Contract, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Authority has approved in this Resolution.

Section 9. All actions heretofore taken by the officers and agents of the Authority with respect to the issuance, purchase, execution and delivery of the 2023 Bonds are hereby ratified, confirmed and approved.

Section 10. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED on June 12, 2023, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Chair of the Orange County
Transportation Authority

This RESOLUTION was entered into
at a meeting of the Orange County
Transportation Authority held
June 12, 2023, in Orange, California.

Attest:

Clerk of the Board

Approved as to Form

By: _____
General Counsel to Authority

ATTACHMENT 1 TO BOARD RESOLUTION

GOOD FAITH ESTIMATES

ORANGE COUNTY TRANSPORTATION AUTHORITY
SENIOR LIEN TOLL ROAD REVENUE REFUNDING BONDS (91 EXPRESS LANES),
SERIES 2023

The following information was obtained from Wells Fargo Bank, National Association, as Representative of the Underwriters of the Series 2023 Bonds, for consideration prior to the authorization in the foregoing Resolution of the proposed Series 2023 Bonds:

1. True Interest Cost of the Series 2023 Bonds. Assuming an aggregate principal amount of the Series 2023 Bonds in the amount of \$48,100,000* is sold pursuant to the financing plan and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the true interest cost of the Series 2023 Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Series 2023 Bonds, is 2.629%*.
2. Finance Charge of the Series 2023 Bonds. Assuming such a principal amount of the proposed Series 2023 Bonds is sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the Finance Charge of the Series 2023 Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the issuance of the Series 2023 Bonds), is \$486,885*.
3. Amount of Proceeds to be Received. Assuming such aggregate principal amount of the proposed Series 2023 Bonds required to effectuate the financing is sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the amount of proceeds expected to be received by the issuer for sale of the Series 2023 Bonds less the Finance Charge of the Series 2023 Bonds described in 2 above and any reserves or capitalized interest paid or funded with proceeds of the Series 2023 Bonds, is \$52,353,435*.
4. Total Payment Amount. Assuming such aggregate principal amount of the proposed Series 2023 Bonds (\$48,100,100*) are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the total payment amount, which means the sum total of all payments the issuer will make to pay debt service on the Series 2023 Bonds plus the Finance Charge of the Series 2023 Bonds described in paragraph 2 above not paid with the proceeds of the Series 2023 Bonds, calculated to the final maturity of the Series 2023 Bonds, is \$58,508,306*.

* Preliminary, subject to change

Attention is directed to the fact that the foregoing information constitutes good faith estimates only. The actual interest cost, finance charges, amount of proceeds and total payment amount may vary from the estimates above due to variations from these estimates in the timing of the Series 2023 Bonds sales, the amount of Series 2023 Bonds sold, the amortization of the Series

2023 Bonds sold and market interest rates at the time of each sale. The date or dates of sale and the amount of Series 2023 Bonds sold will be determined by the Authority based on need for funds and other factors. The actual interest rates at which the Series 2023 Bonds will be sold will depend on the bond market at the time of sale. The actual amortization of the Series 2023 Bonds will also depend, in part, on market interest rates at the time of each sale. Market interest rates are affected by economic and other factors beyond the Authority's control.