

NO. 2021-076

RESOLUTION OF THE ORANGE COUNTY TRANSPORTATION AUTHORITY AUTHORIZING THE ISSUANCE AND SALE OF BOND ANTICIPATION NOTES (I-405 IMPROVEMENT PROJECT), SERIES 2021 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$675 MILLION, THE EXECUTION AND DELIVERY OF A MASTER INDENTURE, FIRST SUPPLEMENTAL INDENTURE, A NOTE PURCHASE AGREEMENT, AN OFFICIAL STATEMENT A CONTINUING DISCLOSURE CERTIFICATE, AND A STANDBY BOND PURCHASE AGREEMENT, AND THE TAKING OF ALL OTHER ACTIONS NECESSARY IN CONNECTION THEREWITH.

WHEREAS, the Orange County Transportation Authority (the “Authority”) is duly organized and existing under Division 12 of the Public Utilities Code of the State of California (Section 130000 *et seq.*) (the “Act”);

WHEREAS, the Authority is authorized by the Act and California Streets and Highways Code Section 149.7 to issue from time to time its revenue bonds (defined to include indebtedness and securities of any kind or class, including bond anticipation notes);

WHEREAS, in order to finance and refinance: (i) the costs of a project referred to by the Authority as the I-405 Improvement Project (the “Project”), including all costs and estimated costs incidental to, or connected with, the Project, including, without limitation, engineering, planning, inspection costs, program management costs and expenses and land acquisition related thereto; and (ii) expenses of all proceedings for the authorization, issuance and sale of the above-referenced bond anticipation notes, including legal, trustee, financial consultant, trustee and other fees, the Authority proposes to authorize the issuance of a series of bond anticipation notes designated as the Orange County Transportation Authority Bond Anticipation Notes (I-405 Improvement Project), Series 2021 (the “Series 2021 Notes”), such Series 2021 Notes to be issued in an aggregate principal amount not to exceed \$675,000,000, which is the estimated cost of accomplishing the above-described purposes for which the Series 2021 Notes are to be issued;

WHEREAS, such Series 2021 Notes will be issued pursuant to a Master Indenture (the “Master Indenture”) dated as of September 1, 2021, by and between the Authority and U.S. Bank National Association (the “Trustee”), as amended and supplemented by a First Supplemental Indenture thereto (the “First Supplemental Indenture”) dated as of September 1, 2021, which is proposed to be entered into between the Authority and the Trustee;

WHEREAS, there has been prepared and presented to the Board of Directors of the Authority (the “Board”) a proposed form of the Master Indenture and a proposed form of the First Supplemental Indenture;

WHEREAS, in order to set forth the terms of sale of the Series 2021 Notes, the Authority proposes to enter into a note purchase agreement (the “Purchase Contract”) with BofA Securities, Inc., acting on behalf of itself and as representative of the other underwriters identified therein (collectively, the “Underwriters”) with respect to the Series 2021 Notes;

WHEREAS, there has been prepared and presented to the Board a proposed form of Purchase Contract;

WHEREAS, in order to provide information about the Series 2021 Notes and related matters to purchasers and potential purchasers of the Series 2021 Notes, the Authority proposes to execute and deliver an official statement (the “Official Statement”);

WHEREAS, there has been presented to the Board a proposed form of Official Statement in preliminary form;

WHEREAS, there has been prepared and presented to the Authority a proposed form of Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”) to be executed and delivered by the Authority to assist the Underwriters in satisfying their obligations under Rule 15c2-12 promulgated by the Securities and Exchange Commission;

WHEREAS, there has been prepared and presented to the Board a proposed form of a Standby Bond Purchase Agreement (the “Standby Bond Purchase Agreement”), dated as of September 1, 2021, by and between the Authority and the Orange County Local Transportation Authority (“OCLTA”) to provide an additional source of repayment for the Series 2021 Notes;

WHEREAS, the Authority has been presented with the forms of the Master Indenture, the First Supplemental Indenture, the Purchase Contract, the Official Statement in preliminary form, the Continuing Disclosure Certificate and the Standby Bond Purchase Agreement relating to the financing described herein (the “Financing”) and the Authority has examined and approved each document and desires to authorize and direct the execution of such documents as are specified herein and such other documents as are necessary in connection with the Financing and to authorize and direct the consummation of the Financing;

WHEREAS, in order to accomplish the foregoing, it will be necessary for the Authority to enter into and deliver or approve the following documents, instruments and agreements, forms of which have been prepared and presented to this meeting:

- (1) Master Indenture;
- (2) First Supplemental Indenture;
- (3) Purchase Contract;
- (4) Continuing Disclosure Certificate;
- (5) Official Statement; and
- (6) Standby Bond Purchase Agreement;

WHEREAS, the Board desires to authorize the issuance of the Series 2021 Notes in an aggregate principal amount not to exceed \$675,000,000 outstanding at any one time, to authorize and direct the execution and delivery or approval of each of the above-identified documents, instruments and agreements and the issuance and sale of the Series 2021 Notes pursuant thereto, and to authorize the taking of such other actions as shall be necessary to consummate the Financing;

WHEREAS, Nossaman LLP is serving as bond counsel (“Bond Counsel”) to the Authority in connection with the Series 2021 Notes, Sperry Capital Inc., is serving as municipal advisor (“Municipal Advisor”) to the Authority in connection with the Series 2021 Notes and pursuant to Section 5852.1 of the Government Code of the State of California, the Authority has estimated the costs of issuance for the Series 2021 Notes and has received certain representations and good faith estimates from the Municipal Advisor as to the debt costs and finance charges with respect to the Series 2021 Notes as set forth in Exhibit A hereto; and

WHEREAS, the Authority has full legal right, power and authority under the laws of the State of California to enter into the transactions hereinafter authorized;

NOW THEREFORE, THE ORANGE COUNTY TRANSPORTATION AUTHORITY
DECLARES:

Section 1. Recitals. The Authority finds and determines that the foregoing recitals are true and correct.

Section 2. Approval of the Series 2021 Notes. The issuance by the Authority of the Series 2021 Notes, in accordance with the provisions set forth in the Master Indenture, as amended and supplemented by the First Supplemental Indenture, in one or more series, in an aggregate principal amount not to exceed \$675,000,000 outstanding at any one time is hereby approved.

Section 3. Approval of the Master Indenture and First Supplemental Indenture. The proposed forms of the Master Indenture and First Supplemental Indenture presented to this meeting and the terms and conditions thereof are hereby approved. The date or dates, maturity dates, a true interest cost not to exceed .75% per annum with respect to the Series 2021 Notes, denominations (which shall not be less than \$5,000 and in integral multiples of \$5,000 in excess thereof), forms, registration and exchange privileges, place or places of payment, terms of redemption, if any, offering price and other terms of the Series 2021 Notes shall be as provided in said Master Indenture, as amended and supplemented by the First Supplemental Indenture, as finally executed and delivered.

The Chair, Vice Chair, Chief Executive Officer, Chief Financial Officer or Director of Finance and Administration of the Authority (each, an “Authorized Officer of the Authority”), acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Master Indenture and the First Supplemental Indenture, in substantially said forms, with such changes therein as the Authorized Officer of the Authority executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. Approval of the Official Statement. The proposed form of the Official Statement describing the Series 2021 Notes and related matters, submitted to the Authority, is hereby approved. Any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver the final Official Statement in substantially such form, and with such additions thereto or changes therein, as such Authorized Officer of the Authority, with the advice

of Bond Counsel, shall approve, such approval to be conclusively evidenced by the execution and delivery of the Official Statement; and any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver a certificate confirming that the Official Statement in preliminary form is “deemed final” by the Authority for purposes of Securities and Exchange Commission Rule 15c2-12. The distribution by the Underwriters of copies of the Official Statement in final form to all actual purchasers of the Series 2021 Notes and the distribution by the Underwriters of the Official Statement in preliminary form to potential purchasers of the Series 2021 Notes are hereby authorized and approved.

Section 5. Approval of the Purchase Contract. The proposed form of the Purchase Contract providing for the sale of the Series 2021 Notes submitted to the Authority, and the terms and conditions thereof, are hereby approved. The sale of the Series 2021 Notes to the Underwriters at the principal amount thereof, less an Underwriters’ discount (or subject to an Underwriters’ fee payable by the Authority to the Underwriters) of not to exceed \$510,000 in accordance with said Purchase Contract, be and is hereby authorized and approved, and any Authorized Officer of the Authority is authorized and directed to complete, execute and deliver the Purchase Contract in substantially such form, providing for the sale of the Series 2021 Notes not to exceed \$675,000,000 in aggregate principal amount, with such interest rates, maturities, premiums and discounts to be specified therein, and with such additions thereto or changes therein, as such Authorized Officer of the Authority executing the same, with the advice of Bond Counsel, shall approve, such approval to be conclusively evidenced by the execution and delivery of the Purchase Contract.

Section 6. Approval of the Standby Bond Purchase Agreement. The proposed form of the Standby Bond Purchase Agreement presented to this meeting and the terms and conditions thereof are hereby approved. An Authorized Officer of the Authority, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Standby Bond Purchase Agreement, in substantially said form, with such changes therein as the Authorized Officer of the Authority executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. Approval of the Continuing Disclosure Certificate. Any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver a Continuing Disclosure Certificate in substantially the form submitted to the Authority with such changes and additions as such Authorized Officer of the Authority executing the same, with the advice of Bond Counsel, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 8. Delegation to Authorized Officer. All approvals, consents, directions, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, including, without limitation, any of the foregoing which may be necessary or desirable in connection with any investment of proceeds of the Series 2021 Notes, any amendment of any of the documents authorized by this Resolution, the removal or replacement of the Trustee, issuing escrow and/or investment instructions to the Trustee regarding the defeasance of a portion of the 2010 Series A Notes or any similar action may be given or taken by any Authorized Officer of the Authority, without further authorization or direction by this

Board, and each Authorized Officer of the Authority is hereby authorized and directed to give any such approval, consent, direction, notice, order, request or other action and to take any such action which such Authorized Officer of the Authority may deem necessary or desirable to further the purposes of this Resolution.

All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the issuance of the Series 2021 Notes, which may be necessary or desirable in connection with any amendment of, or default under, such documents, settlements or revisions, may be taken or given by any Authorized Officer of the Authority, without further authorization by this Board, and each Authorized Officer of the Authority is hereby authorized and directed to give such consent, approval, notice, order or request and to take any such action which such officer may deem necessary or desirable to further the purposes of this Resolution and the transactions contemplated hereby.

Section 9. Ratification of Actions; Completion of Financing. All actions heretofore taken by the officers and agents of the Authority with respect to the Financing and the issuance and sale of the Series 2021 Notes are hereby ratified, confirmed and approved. If at the time of execution of any of the documents authorized herein, an Authorized Officer of the Authority is unavailable, such documents may be executed by another officer of the Authority designated in writing by the Chief Executive Officer of the Authority.

The proper officers and agents of the Authority are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Authority, to do any and all things and to take any and all actions and to execute and deliver any and all agreements, certificates and documents, including, without limitation, any tax certificates or agreements, any agreements for depository services, and any agreements for rebate compliance services, which they, or any of them, may deem necessary or advisable in order to consummate the Financing and the issuance and sale of the Series 2021 Notes and otherwise to carry out, give effect to and comply with the terms and intent of the Ordinance, this Resolution, the Series 2021 Notes and the documents approved hereby.

Section 10. Effective Date. This Resolution shall take effect immediately upon its adoption and approval.

PASSED AND ADOPTED on September 13, 2021, 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
September 13, 2021, in Orange, California.

Attest:

Clerk of the Board

Approved as to Form

By: _____
James Donich, Esq.
General Counsel to Authority

EXHIBIT A TO RESOLUTION

GOOD FAITH ESTIMATES

ORANGE COUNTY TRANSPORTATION AUTHORITY BOND ANTICIPATION NOTES (I-405 IMPROVEMENT PROJECT) SERIES 2021

The following information was obtained from BofA Securities, Inc., as Representative of the Underwriters of the Series 2021 Notes and Sperry Capital Inc., as Municipal Advisor to the Authority with respect to the Series 2021 Notes, for consideration prior to the authorization in the foregoing Resolution of the proposed Series 2021 Notes:

1. True Interest Cost of the Series 2021 Notes. Assuming an aggregate principal amount of the Series 2021 Notes in the amount of \$675,000,000 is sold pursuant to the financing and based on market interest rates prevailing at the time of preparation of this information plus 40 basis points, a good faith estimate of the true interest cost of the Series 2021 Notes, 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 2021 Notes, is 0.683%*.
2. Finance Charge of the Series 2021 Notes. Assuming such a principal amount of the proposed Series 2021 Notes is sold and based on market interest rates prevailing at the time of preparation of this information plus 40 basis points, a good faith estimate of the Finance Charge of the Series 2021 Notes, which means the sum of all fees and charges paid to third parties (or costs associated with the issuance of the Series 2021 Notes), is \$1,006,250.00*.
3. Amount of Proceeds to be Received. Assuming such aggregate principal amount of the proposed Series 2021 Notes required to effectuate the financing is sold and based on market interest rates prevailing at the time of preparation of this information plus 40 basis points, a good faith estimate of the amount of proceeds expected to be received by the issuer for sale of the Series 2021 Notes less the Finance Charge of the Series 2021 Notes described in paragraph 2 above and any reserves or capitalized interest paid or funded with proceeds of the Series 2021 Notes, is \$659,392,000.00*.
4. Total Payment Amount. Assuming such aggregate principal amount of the proposed Series 2021 Notes (\$675,000,000.00) are sold and based on market interest rates prevailing at the time of preparation of this information plus 40 basis points, 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 2021 Notes plus the Finance Charge of the Series 2021 Notes described in paragraph 2 above not paid with the proceeds of the Series 2021 Notes, calculated to the final maturity of the Series 2021 Notes, is \$777,750,000.00*.

* 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 2021 Notes sales, the amount of Series 2021 Notes sold, the amortization of the Series 2021 Notes sold and market interest rates at the time of sale. The date or dates of sale and the amount of Series 2021 Notes sold will be determined by the Authority based on need for funds and other factors. The actual interest rates at which the Series 2021 Notes will be sold will depend on the bond market at the time of sale. The actual amortization of the Series 2021 Notes will also depend, in part, on market interest rates at the time of sale. Market interest rates are affected by economic and other factors beyond the Authority's control.

CERTIFICATE OF THE CLERK OF THE BOARD OF THE
ORANGE COUNTY TRANSPORTATION AUTHORITY

I, _____, Clerk of the Board of the Orange County Transportation Authority (the “Authority”), hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a meeting of the governing board of said Authority duly and regularly held in Orange, California, on September 13, 2021, of which meeting all of the members of said Authority had due notice.

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified, rescinded or revoked in any manner since the date of its adoption, and the same is now in full force and effect.

I further certify that an agenda of said meeting was posted at least 72 hours before said meeting at a location in Orange, California, freely accessible to the public and a brief general description of the resolution to be adopted at said meeting appeared on said agenda.

IN WITNESS WHEREOF, I have executed this certificate hereto as of this date,
_____, 2021.

By: _____
Its: Clerk of the Board