



Board Report

File #: 2020-0469, File Type: Resolution

Agenda Number: 10.

FINANCE, BUDGET AND AUDIT COMMITTEE
OCTOBER 14, 2020

SUBJECT: MEASURE R SHORT-TERM BORROWING PROGRAM

ACTION: APPROVE RECOMMENDATIONS

RECOMMENDATION

AUTHORIZE the Chief Executive Officer to:

- A. REPLACE the direct purchase revolving credit facilities (“RCF”) and drawdown bond facility (“DBF”) with a Measure R Commercial Paper Program, finalize negotiations with the recommended banks and execute agreements and related documents:
1. REPLACE the RCFs currently being provided by Bank of the West (“BW”) of \$50 million and State Street Public Lending Corporation (“State Street”) of \$100 million with a Direct-pay Letter of Credit (“LOC”) to be provided by State Street Public Lending Corporation for a committed principal amount of \$100 million for a two-year term at an estimated cost of \$1.3 million including interest, legal fees and other related expenses.
 2. REPLACE the DBF currently being provided by RBC Capital Markets, LLC (“RBC”) of \$150 million with a LOC provided by Bank of America, N.A. (“BANA”) for a committed principal amount of \$90 million for a two-year term at an estimated cost of \$1.4 million including interest, legal fees and other related expenses.
- B. If unable to reach agreement with one or more of the recommended banks described above, authorize the Chief Executive Officer to finalize negotiations with each successively ranked bank for LOCs and/or RCFs having two-year terms and the estimated costs shown in **Attachment A**.
- C. ADOPT a resolution with respect to the Measure R short-term program that approves the selection of State Street and BANA or such other banks selected by the Chief Executive Officer for the Measure R short-term program, and the forms of the supplemental trust agreement, issuing and paying agent agreement, dealer agreement, reimbursement agreements, and commercial paper offering memorandum in substantially similar form with those on file with the Board Secretary and that makes certain benefits findings in compliance with the Government Code, **Attachment B**.

(Requires separate, simple majority Board vote)

ISSUE

The Measure R Short-Term Borrowing program has proven to be a flexible, cost effective method of short-term financing for Metro's capital program. A letter of credit or similar facility provided by a highly-rated financial institution or bank is required for commercial paper programs to guarantee repayment of notes at maturity. Measure R's Short-term Borrowing facilities with State Street, BW, and RBC expire in November 2020.

BACKGROUND

The purpose of the Commercial Paper ("CP") program is to provide interim taxable or tax-exempt financing until grant reimbursement or other funding sources are received. Fixed-rate, long-term debt may also be issued providing a more efficient asset/liability match over the life of the asset. CP is a short-term debt instrument that can be issued with maturities from 1 to 270 days. As notes mature, new notes are simultaneously issued (i.e., rolled over). A LOC is required by investors purchasing the CP in order to guarantee repayment of the maturing notes. Additionally, the LOCs provide a safety net to Metro in the form of a term loan in the unlikely event the notes cannot be remarketed, precluding any requirement that the entire outstanding amount be repaid immediately from cash.

The Measure R Short-term program authorizes Metro to issue, and have outstanding at any one time, up to \$300 million in Measure R Subordinate Obligations. Currently, Metro has a total of \$106 million outstanding under the RCFs and DBF with BW, State Street and RBC. The RCFs and DBF will expire in November 2020.

Metro is authorized to issue either tax-exempt or taxable CP under the program. The securities are backed by a subordinate pledge of 85% of Measure R sales tax revenues.

DISCUSSION

As directed in the Metro Debt Policy, the Municipal Advisor conducts a competitive process to select financial product providers, including letters of credit. Requests for proposal were sent to 18 banks by the municipal advisor selected for this transaction, PFM Financial Advisors LLC ("PFM"). The request for proposal required banks to have short-term ratings of at least P-1, A-1 or F-1 from at least two of the three following rating agencies: Moody's Investor Services, Standard & Poor's and Fitch ratings, respectively in order to respond. Evaluation criteria included pricing, any rate penalties investors may impose on a particular bank, the status of a bank's credit approval and willingness to execute Metro's form of agreement. Overall program objectives include seeking the lowest cost of capital while maximizing access to borrowing capacity achieved through diversification of products and providers across Metro's entire short-term debt portfolio. Eight proposals were received for commitment amounts ranging from \$50 million to \$300 million. Although certain proposals received from the banks included alternative products such as revolving credit agreements, the selection group determined these products and terms to be less desirable than those associated with LOCs. For example, the selection group took into account the fact that the London Inter-bank Offered Rate

("LIBOR") is expected to be discontinued at the end of calendar year 2021. LIBOR is an index commonly used in setting the interest rate for many adjustable financial products and was the elected index for which most proposers based their pricing for revolving credit facilities. An index is a benchmark interest rate that reflects market conditions. At the current time, no LIBOR replacement has been confirmed. With the uncertainty of a LIBOR replacement, the selection team concluded the risk was too great to seek a revolving credit facility. The source selection group was comprised of Treasury staff and PFM. The selection group ranked each proposer and recommends State Street and BANA, both for two-year terms.

Costs will vary depending on the amount of tax-exempt and taxable debt Metro issues under the program. Additional fees and interest may be incurred under certain extreme circumstances. To date, none of Metro's commercial paper notes have failed to be remarketed.

DETERMINATION OF SAFETY IMPACT

Approval of this report will not impact the safety of Metro's patrons or employees.

FINANCIAL IMPACT

The Source of funds for the recommended action is Measure R 35% Transit Capital. The fund is not eligible for bus and rail operating capital projects. Funding for the recommended action is included in the FY2021 budget in the amount of \$11.2 million in Cost Center #0521, Treasury Non-Departmental, under project #660301, task 03. The cost center manager and the Chief Financial Officer will be accountable for budgeting the cost in future years.

IMPLEMENTATION OF STRATEGIC PLAN GOALS

Recommendation supports the following Metro Strategic Plan Goal(s):

Goal #5: Provide responsive, accountable, and trustworthy governance within the Metro organization.

ALTERNATIVES CONSIDERED

The Board could choose to not approve the recommended credit support for the Measure R Short-term program. A decision to cancel the program and not replace the short-term borrowing facilities would result in the need to refund all of the outstanding short-term debt (\$106 million) with a higher cost fixed rate financing under the current agreements or retire the outstanding amount with cash. Canceling the program would also remove our ability to quickly provide low cost, interim financing when needed. This alternative is not recommended.

NEXT STEPS

- Negotiate final terms and conditions with the recommended banks.
- If satisfactory terms cannot be agreed upon with the recommended banks, negotiate with each of the next highest ranked proposers in order to obtain the best combination of terms and pricing.

- Prepare agreements and documentation to implement the letters of credit including, among others, notices, reimbursement agreements, fee agreements, reimbursement notes, supplemental trust agreements and offering memoranda.
- Obtain credit ratings for the CP notes based on the credit ratings of the banks.
- Execute documents prior to the expiration date of the current agreements in November 2020.

ATTACHMENTS

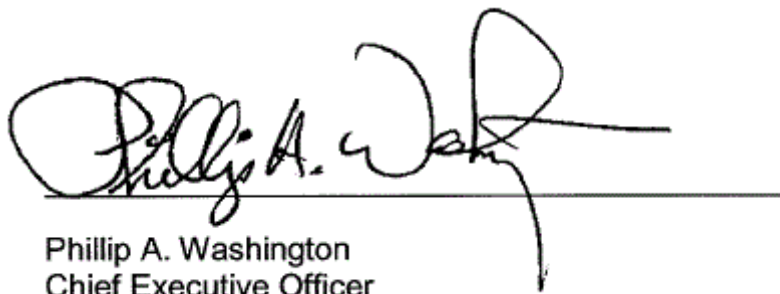
Attachment A - Bank Recommendation Summary

Attachment B - Authorizing Resolution

Attachment C - Finding of Benefit Resolution

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Phillip A. Washington
Chief Executive Officer

Bank Recommendation Summary

Proposer	Maximum Principal Commitment	Estimated First Year Cost*	Total Estimated Costs*
Letter of Credit			
State Street Public Lending Corporation	\$100,000,000	\$688,851	\$1,332,702
Bank of America, N.A.	\$90,000,000	\$729,801	\$1,414,602
Barclays Bank PLC	\$200,000,000	\$850,351	\$1,660,702
Sumitomo Mitsui Banking Corporation	\$150,000,000	\$861,851	\$1,678,702
Citigroup Global Markets, Inc.	\$50,000,000	\$1,190,351	\$2,325,702
JP Morgan Chase Bank, N.A.	\$300,000,000	\$1,476,851	\$2,908,702
Revolving Credit Facility			
State Street Public Lending Corporation	\$100,000,000	\$650,520	\$1,286,040
Bank of America, N.A.	\$95,000,000	\$935,000	\$1,825,000
Bank of the West	\$50,000,000	\$1,165,000	\$2,315,000
MUFG Union Bank, N.A.	\$150,000,000	\$1,711,900	\$3,378,800
JP Morgan Chase Bank, N.A.	\$300,000,000	\$2,170,000	\$4,295,000

Targeted firms are shown in bold.

Letter of Credit

Citigroup pricing is based on their proposed three-year tenor as they did not provide two-year pricing.

Revolving Credit Facility

Bank of the West pricing is based on their proposed three-year tenor as they did not provide two-year pricing.

*All Costs are based on a standardized assumption of a \$100,000,000 facility with provided pricing for a two-year tenor when available.

Authorizing Resolution

RESOLUTION OF THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY AUTHORIZING THE ISSUANCE AND SALE OF SUBORDINATE COMMERCIAL PAPER NOTES UNDER ITS MEASURE R SHORT-TERM BORROWING PROGRAM, APPROVING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATED THERETO AND THE TAKING OF ALL OTHER ACTIONS NECESSARY IN CONNECTION THEREWITH

(MEASURE R SALES TAX)

W I T N E S S E T H :

WHEREAS, the Los Angeles County Metropolitan Transportation Authority (the "LACMTA") is a county transportation commission duly organized and existing pursuant to Section 130050.2 of the California Public Utilities Code; and

WHEREAS, the LACMTA is authorized by Sections 130350.4 and 130350.5 of the California Public Utilities Code to impose a retail transactions and use tax at a rate of 0.5% that is applicable in the incorporated and unincorporated areas of the County of Los Angeles, California (the "County") if authorized by at least two-thirds of the electors voting on the issue; and

WHEREAS, in accordance with such provision, the LACMTA, on July 24, 2008, adopted Ordinance No. 08-01, known as the Traffic Relief and Rail Expansion Ordinance, Imposing a Transactions and Use Tax to be Administered by the State Board of Equalization (the "Ordinance") imposing the transactions and use tax for a period of 30 years, and the Ordinance was submitted to the electors of the County in the form of Measure R and approved by more than a two-thirds vote at an election held on November 4, 2008; and

WHEREAS, the Ordinance, as so approved, imposes for a period of 30 years, beginning July 1, 2009, a tax upon the sale of tangible personal property at retail at a rate of one-half of one percent of the gross receipts of the sale and a complementary tax upon the storage, use or other consumption in the County at a rate of one-half of one percent of the sales price of the property whose storage, use or other consumption is subject to the tax (the "Measure R Sales Tax," amounts received in respect to the Measure R Sales Tax, less any refunds and the administrative fee deducted by the State of California Department of Tax and Fee Administration and less the Local Return (as defined in the Senior Trust Agreement (as defined below)) being referred to herein as the "Measure R Sales Tax Revenues"); and

WHEREAS, Section 130500 et seq. of the California Public Utilities Code (the "Act") provides that the LACMTA may issue bonds, which terms includes indebtedness and securities of any kind or class, including bonds, notes, bond anticipation notes, commercial paper and other obligations, and all of such obligations shall be special obligations of the LACMTA, payable from the Measure R Sales Tax Revenues, and to finance the cost of acquiring, constructing and developing facilities for transit systems within the meaning of the Act; and

WHEREAS, the LACMTA has commenced and is proceeding with the financing of projects and programs described in the Expenditure Plan adopted as part of the Ordinance (the “Expenditure Plan”); and

WHEREAS, pursuant to the Act and the provisions of the Second Amended and Restated Trust Agreement, dated as of August 1, 2020 (as supplemented and amended from time to time, the “Senior Trust Agreement”), between the LACMTA and U.S. Bank National Association, as trustee thereunder, the LACMTA may issue Senior Obligations, Subordinate Obligations and Junior Subordinate Obligations (each as defined in the Senior Trust Agreement) secured by the Measure R Sales Tax Revenues; and

WHEREAS, Subordinate Obligations of the LACMTA are provided for and authorized under the Subordinate Trust Agreement, dated as of November 1, 2015 (as supplemented and amended from time to time, the “Subordinate Trust Agreement”), between the LACMTA and U.S. Bank National Association, as trustee thereunder (the “Subordinate Trustee”); and

WHEREAS, under its Resolution adopted on May 28, 2015 and entitled “RESOLUTION OF THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY AUTHORIZING A SHORT-TERM BORROWING PROGRAM; THE EXECUTION AND DELIVERY OF DOCUMENTS RELATED THERETO; THE PLEDGE OF CERTAIN REVENUES OF THE AUTHORITY AND OTHER SECURITY FOR SUCH SUBORDINATE OBLIGATIONS AND SUPER SUBORDINATE OBLIGATIONS; AND RELATED MATTERS” (the “Program Resolution”), the LACMTA established a short-term borrowing program (the “Short-Term Borrowing Program”) to finance projects and programs set forth in the Expenditure Plan that would be secured by the Measure R Sales Tax Revenues and be in an aggregate principal amount not to exceed \$300,000,000; and

WHEREAS, the Program Resolution contemplated a Commercial Paper Program, Drawdown Bonds and Revolving Credit Facilities (each as defined in the Program Resolution); and

WHEREAS, the LACMTA now desires to supplement (without limiting) the authorizations under the Program Resolution by authorizing under this Resolution the issuance under the Commercial Paper Program of LACMTA’s Measure R Subordinate Sales Tax Revenue Commercial Paper Notes (the “Commercial Paper Notes”) as Subordinate Obligations under the Subordinate Trust Agreement; and

WHEREAS, the LACMTA has determined that it is appropriate and to the benefit of the LACMTA to obtain credit enhancement and liquidity facilities in the form of letters of credit to be issued by Bank of America, N.A. (“BANA”) and State Street Bank and Trust Company (“State Street”, and together with BANA, the “Banks”), respectively; and

WHEREAS, the LACMTA also desires to authorize the incurrence of obligations to reimburse the Banks for amounts drawn under the Letters of Credit and to pay interest on the unreimbursed amounts (the “Reimbursement Obligations”) and to make other payments to the Banks (collectively, the “Reimbursement Obligations and Fees”); and

WHEREAS, Section 5922 of the Government Code of the State of California provides that in connection with, or incidental to, the issuance or carrying of bonds (which is defined to include notes) any public entity may enter into any contracts which the public entity determines to be appropriate to place the obligations represented by the bonds, in whole or in part, on the interest rate, cash flow or other basis desired by the public entity, including without limitation contracts providing for payments based on levels of, or changes in, interest rates or stock or other indices, or contracts to exchange cash flows or a series of payments, in each case to hedge payment, rate, spread or similar exposure; and

WHEREAS, pursuant to Section 5922 of the Government Code of the State of California, the LACMTA hereby finds and determines that the Reimbursement Agreements to be entered into in connection with, or incidental to, the Commercial Paper Program, will reduce the amount and duration of interest rate risk with respect to the Commercial Paper Notes and are designed to reduce the amount or duration of payment, rate, spread or similar risk or result in a lower cost of borrowing when used in combination with the Commercial Paper Notes or enhance the relationship between risk and return with respect to investments; and

WHEREAS, forms of the following documents are on file with the Secretary of the Board of Directors of the LACMTA and have been made available to the members of the Board of Directors of the LACMTA (the “Board”):

(a) a Fifth Supplemental Subordinate Trust Agreement, by and between the LACMTA and the Subordinate Trustee (the “Fifth Supplemental Subordinate Trust Agreement”);

(b) an Issuing and Paying Agent Agreement by and between U.S. Bank National Association, as issuing and paying agent, and the LACMTA (the “Issuing and Paying Agent Agreement”);

(c) a Dealer Agreement by and between the LACMTA and each dealer of the Commercial Paper Notes, initially BofA Securities, Inc., Goldman Sachs & Co. LLC, and J.P. Morgan Securities LLC (each a “Dealer Agreement”);

(d) a Reimbursement Agreement by and between the LACMTA and BANA (the “BANA Reimbursement Agreement”);

(e) a Reimbursement Agreement by and between the LACMTA and State Street (the “State Street Reimbursement Agreement”); and

(f) a Commercial Paper Offering Memorandum (the “Offering Memorandum”), to be used in connection with the offer and sale of the Commercial Paper Notes; and

WHEREAS, the LACMTA has been advised by its Bond Counsel that such documents are in appropriate form, and the LACMTA hereby acknowledges that said documents will be modified and amended to reflect the various details applicable to the Commercial Paper Notes and said documents are subject to completion; and

WHEREAS, the Board of the LACMTA desires to authorize the issuance of the Commercial Paper Notes in one or more series and subseries from time to time and as obligations the interest on which is tax-exempt or taxable (or a combination of both) for federal income tax purposes; and

WHEREAS, the LACMTA is duly authorized and empowered, pursuant to each and every requirement of law, to authorize the execution and delivery of the Fifth Supplemental Subordinate Trust Agreement, the Issuing and Paying Agent Agreement, the Dealer Agreements, the BANA Reimbursement Agreement and the State Street Reimbursement Agreement, the preparation of the Offering Memorandum for the purposes, in the manner and upon the terms provided; and

WHEREAS, the LACMTA now desires to approve such documents and the financing program therein implemented and to authorize the officers and staff of the LACMTA to take such further actions, including the execution and delivery of such additional documents, agreements and certificates as shall be necessary and appropriate to give full effect to this Resolution; and

WHEREAS, terms used in this Resolution and not otherwise defined herein shall have the meanings assigned to them in the Subordinate Trust Agreement and the Fifth Supplemental Subordinate Trust Agreement (in the form made available to the Board herewith);

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY, AS FOLLOWS:

Section 1. Findings. The Board finds and determines that the foregoing recitals are true and correct.

Section 2. Form of Commercial Paper Notes. The Commercial Paper Notes and the authentication to appear thereon shall be in substantially the form set forth in the Exhibit to the Fifth Supplemental Subordinate Trust Agreement with necessary or appropriate variations, omissions and insertions as permitted or required by the Subordinate Trust Agreement or the Fifth Supplemental Subordinate Trust Agreement or as appropriate to adequately reflect the terms of such notes and the obligations represented thereby.

Section 3. Execution of Commercial Paper Notes. Each of the Commercial Paper Notes shall be executed on behalf of the Authority by the Chair of the LACMTA, any Vice Chair of the LACMTA, the Chief Executive Officer of the LACMTA, the Chief Financial Officer of the LACMTA, the Treasurer of the LACMTA, any Executive Officer, Finance of the LACMTA, any Deputy Executive Officer, Finance of the LACMTA, any Assistant Treasurer of the LACMTA (or such other titles as the LACMTA may from time to time assign for such respective positions), and any such officer serving in an acting or interim capacity, and any written designee of any of them (each, a "Designated Officer"), or anyone or more thereof and any such execution may be by manual or facsimile signature, and each Commercial Paper Note shall be authenticated as provided in the Fifth Supplemental Subordinate Trust Agreement. Any facsimile signature of a Designated Officer, shall have the same force and effect as if such officer had manually signed each of said Commercial Paper Notes.

Section 4. Special Obligations. The Commercial Paper Notes shall be special obligations of the LACMTA payable from and secured (on a subordinate basis) by a portion of the proceeds of the Measure R Sales Tax, and from certain funds and accounts held by the Subordinate Trustee under the Subordinate Trust Agreement as specified therein. The Commercial Paper Notes shall also be payable from and secured by such other sources as the LACMTA may hereafter provide.

Section 5. Approval of Fifth Supplemental Subordinate Trust Agreement. The form, terms and provisions of the Fifth Supplemental Subordinate Trust Agreement on file with the Secretary of the Board and made available to the Board, within the parameters set forth in this Resolution, are in all respects approved, and each of the Designated Officers is hereby severally authorized, empowered and directed to execute, acknowledge and deliver in the name of and on behalf of the LACMTA the Fifth Supplemental Subordinate Trust Agreement, including counterparts thereof, as determined by a Designated Officer. The Fifth Supplemental Subordinate Trust Agreement, as executed and delivered, shall be in substantially the form now on file with the Secretary of the Board and made available to the Board and hereby approved, or with such changes therein as shall be approved by the Designated Officer executing the same; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the Fifth Supplemental Subordinate Trust Agreement now on file with the Secretary of the Board and made available to the Board; and from and after the execution and delivery of the Fifth Supplemental Subordinate Trust Agreement, the officers, agents and employees of the LACMTA are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Fifth Supplemental Subordinate Trust Agreement.

Section 6. Approval of Issuing and Paying Agent Agreement . The form, terms and provisions of the Issuing and Paying Agent Agreement on file with the Secretary of the Board and made available to the Board, within the parameters set forth in this Resolution, are in all respects approved, and each of the Designated Officers is hereby severally authorized, empowered and directed to execute, acknowledge and deliver in the name of and on behalf of the LACMTA the Issuing and Paying Agent Agreement, including counterparts thereof, as determined by a Designated Officer. The Issuing and Paying Agent Agreement, as executed and delivered, shall be in substantially the form now on file with the Secretary of the Board and made available to the Board and hereby approved, or with such changes therein as shall be approved by the Designated Officer executing the same; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the Issuing and Paying Agent Agreement now on file with the Secretary of the Board and made available to the Board; and from and after the execution and delivery of the Issuing and Paying Agent Agreement, the officers, agents and employees of the LACMTA are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Issuing and Paying Agent Agreement.

Section 7. Approval of Dealer Agreements. The form, terms and provisions of the Dealer Agreement on file with the Secretary of the Board and made available to the Board, within the parameters set forth in this Resolution, are in all respects approved, and each of the Designated Officers is hereby severally authorized, empowered and directed to execute, acknowledge and deliver in the name of and on behalf of the LACMTA a Dealer Agreement, including counterparts

thereof, as determined by a Designated Officer, to each dealer of the Commercial Paper Notes. Each Dealer Agreement, as executed and delivered, shall be in substantially the form now on file with the Secretary of the Board and made available to the Board and hereby approved, or with such changes therein as shall be approved by the Designated Officer executing the same; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the Dealer Agreement now on file with the Secretary of the Board and made available to the Board; and from and after the execution and delivery of each Dealer Agreement, the officers, agents and employees of the LACMTA are hereby authorized, empowered and directed to select one or more commercial paper dealers, from time to time, for the Commercial Paper Program, and to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Dealer Agreement.

Section 8. Approval of BANA Reimbursement Agreement. The form, terms and provisions of the BANA Reimbursement Agreement on file with the Secretary of the Board and made available to the Board, within the parameters set forth in this Resolution, are in all respects approved, and each of the Designated Officers is hereby severally authorized, empowered and directed to execute, acknowledge and deliver in the name of and on behalf of the LACMTA the BANA Reimbursement Agreement, including counterparts thereof, as determined by a Designated Officer. The BANA Reimbursement Agreement, as executed and delivered, shall be in substantially the form now on file with the Secretary of the Board and made available to the Board and hereby approved, or with such changes therein as shall be approved by the Designated Officer executing the same; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the BANA Reimbursement Agreement now on file with the Secretary of the Board and made available to the Board; and from and after the execution and delivery of the BANA Reimbursement Agreement, the officers, agents and employees of the LACMTA are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the BANA Reimbursement Agreement. The letter of credit issued under the BANA Reimbursement Agreement shall authorize draws thereunder sufficient to support up to \$97,990,000 of principal and interest on maturing Commercial Paper Notes, such amount subject to reduction and reinstatement as set forth in the BANA Reimbursement Agreement.

Section 9. Approval of State Street Reimbursement Agreement. The form, terms and provisions of the State Street Reimbursement Agreement on file with the Secretary of the Board and made available to the Board, within the parameters set forth in this Resolution, are in all respects approved, and each of the Designated Officers is hereby severally authorized, empowered and directed to execute, acknowledge and deliver in the name of and on behalf of the LACMTA the State Street Reimbursement Agreement, including counterparts thereof, as determined by a Designated Officer. The State Street Reimbursement Agreement, as executed and delivered, shall be in substantially the form now on file with the Secretary of the Board and made available to the Board and hereby approved, or with such changes therein as shall be approved by the Designated Officer executing the same; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the State Street Reimbursement Agreement now on file with the Secretary of the Board and made available to the Board; and from and after the execution and delivery of the State Street Reimbursement Agreement, the officers, agents and employees of the LACMTA are hereby

authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the State Street Reimbursement Agreement. The letter of credit issued under the State Street Reimbursement Agreement shall authorize draws thereunder sufficient to support up to \$108,877,000 of principal and interest on maturing Commercial Paper Notes, such amount subject to reduction and reinstatement as set forth in the State Street Reimbursement Agreement.

Section 10. Approval of Alternate Reimbursement Agreements. If a Designated Officer determines that it is in the LACMTA's best interests to replace the letter of credit to be issued by one or both of the providers named in Sections 8 and 9 with one or more letters of credit to be issued by one or more other CP Enhancement Provider(s) (as defined in the Program Resolution) (each an "Alternate CP Enhancement Provider"), instead of one or both of the providers named in Sections 8 and 9, the Designated Officers are hereby authorized to enter into one or more Reimbursement Agreements with one or more other CP Enhancement Provider(s) (each an "Alternate Reimbursement Agreement"). The Alternate Reimbursement Agreements, as executed and delivered, may be substantially similar to the form of the BANA Reimbursement Agreement or the form of the State Street Reimbursement Agreement now on file with the Secretary of the Board and made available to the Board and hereby approved, or with such changes therein as shall be approved by the Designated Officer executing the same; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the forms of such documents now on file with the Secretary of the Board and made available to the Board; and from and after the execution and delivery of the Alternate Reimbursement Agreements, the officers, agents and employees of the LACMTA are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Alternate Reimbursement Agreements.

Section 11. Findings Related to Reimbursement Agreements. The LACMTA hereby determines that entering into one or more Reimbursement Agreements with BANA, State Street and/or any Alternate CP Enhancement Provider pursuant to Section 5922 of the Government Code of the State of California would be designed to reduce the LACMTA's cost of borrowing for the Commercial Paper Notes. In addition to the provisions set forth in Sections 8, 9 and 10, no Designated Officer shall enter into a Reimbursement Agreement with BANA, State Street and/or an Alternate CP Enhancement Provider unless (a) such Reimbursement Agreement is designed (i) to reduce or hedge the amount or duration of any payment, interest rate, spread or similar risk, or (ii) to result in a lower cost of borrowing when used in combination with the issuance of Commercial Paper Notes, (b) the term of such Reimbursement Agreement does not exceed beyond the time at which the Measure R Sales Tax is no longer in effect (as such date may be extended); and (c) the amounts payable by the LACMTA with respect to such Reimbursement Agreements shall be payable solely and exclusively from Measure R Sales Tax Revenues. In accordance with Section 5922 of the Government Code of the State of California, the LACMTA hereby finds and determines that the Reimbursement Agreements entered into in accordance with this Resolution and consistent with the requirements set forth herein is designed to reduce the amount or duration of payment, interest rate, spread or similar risk or result in a lower cost of borrowing when used in combination with the Commercial Paper Notes.

Section 12. Offering Memorandum. The distribution by any of the Dealers of an Offering Memorandum in connection with the offering and sale of the Commercial Paper Notes from time to time in substantially the form on file with the Secretary of the Board and made available to the Board, with such changes therein as shall be approved by a Designated Officer, is hereby authorized and approved. Each Offering Memorandum so distributed shall first be approved by a Designated Officer pursuant to the terms of the Dealer Agreements. The Dealers are hereby authorized to distribute Offering Memoranda in final form to market the Commercial Paper Notes from time to time, and are hereby authorized to distribute copies of the LACMTA's most recent annual audited financial statements and such other financial statements of the LACMTA as a Designated Officer shall approve.

Section 13. Investments. Each Designated Officer is hereby authorized to invest the proceeds of the Commercial Paper Notes in accordance with (i) the LACMTA's Investment Policy and (ii) the Subordinate Trust Agreement and the Fifth Supplemental Subordinate Trust Agreement.

Section 14. Additional Authorizations. All actions heretofore taken by the officers, employees and agents of the LACMTA with respect to the issuance and sale of Commercial Paper Notes are hereby ratified, confirmed and approved. The officers, employees and agents of the LACMTA are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the LACMTA, 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 amendments to existing agreements relating to obligations payable from the Measure R Sales Tax or related 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 issuance and sale of the Commercial Paper Notes, to manage and administer the Commercial Paper Program and otherwise to carry out, give effect to and comply with the terms and intent of the Ordinance, the Program Resolution, this Resolution, the Commercial Paper Notes and the documents approved hereby.

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 that may be necessary or desirable in connection with any investment of proceeds of the Commercial Paper Notes, or in connection with the addition, substitution or replacement of dealers, the issuing and paying agent or the Subordinate Trustee, or any agreements with the issuing and paying agent or the Subordinate Trustee or any similar action may be given or taken by any Designated Officer without further authorization or direction by the LACMTA, and each Designated Officer is hereby authorized and directed to give any such approval, consent, direction, notice, order, request, or other action and to execute such documents and take any such action which such Designated Officer may deem necessary or desirable to further the purposes of this Resolution.

Section 15. Continuing Authority of Designated Officers. The authority of any individual serving as a Designated Officer under this Resolution by a written designation signed by the Chair of the LACMTA, any Vice Chair of the LACMTA, the Chief Executive Officer of the LACMTA, the Chief Financial Officer of the LACMTA, the Treasurer of the LACMTA, any Executive Officer, Finance of the LACMTA, any Deputy Executive Officer, Finance of the

LACMTA, any Assistant Treasurer of the LACMTA shall remain valid notwithstanding the fact that the individual officer of the LACMTA signing such designation ceases to be an officer of the LACMTA, unless such designation specifically provides otherwise.

Section 16. Further Actions. From and after the delivery of the initial Commercial Paper Notes, the Designated Officers and each of them are hereby authorized and directed to amend, supplement or otherwise modify the Senior Trust Agreement, the Subordinate Trust Agreement, the Fifth Supplemental Subordinate Trust Agreement, the Issuing and Paying Agent Agreement, the Dealer Agreements, the BANA Reimbursement Agreement, the State Street Reimbursement Agreement and any Alternate Reimbursement Agreement at any time and from time to time and in any manner determined to be necessary or desirable by the Designated Officer executing such amendment, supplement, or modification, upon consultation with the LACMTA's Municipal Advisor and Bond Counsel, the execution of such amendment, supplement or other modification being conclusive evidence of the LACMTA's approval thereof.

Section 17. Costs of Issuance. The LACMTA authorizes funds of the LACMTA, together with the proceeds of the Commercial Paper Notes, to be used to pay costs of issuance of the Commercial Paper Notes, including, but not limited to, costs of attorneys, accountants, financial advisors, trustees, issuing and paying agents, dealers, the costs associated with rating agencies, letters of credit, printing, publication and mailing expenses and any related filing fees.

Section 18. Effective Date. The effective date of this Resolution shall be the date of its adoption.

CERTIFICATION

The undersigned, duly qualified and acting as Board Secretary of the Los Angeles County Metropolitan Transportation Authority, certifies that the foregoing is a true and correct copy of the Resolution adopted at a legally convened meeting of the Board of Directors of the Los Angeles County Metropolitan Transportation Authority held on _____, 2020.

[SEAL]

By _____
Board Secretary, Los Angeles County
Metropolitan Transportation Authority

Dated: _____, 2020

Measure R Oversight Committee Finding of Benefit Resolution

RESOLUTION PURSUANT TO MEASURE R ORDINANCE FINDING THAT THE BENEFITS OF A SHORT TERM BORROWING PROGRAM EXCEED ADMINISTRATION AND INTEREST COSTS

WHEREAS, the Measure R Ordinance provides sales tax revenues for the construction of 12 transit capital projects over the next 30 years; and

WHEREAS, The America Fast Forward Initiative adopted by the LACMTA Board of Directors in April 2010 proposes to complete construction of the 12 transit capital projects in 10 rather than 30 years; and

WHEREAS, accelerated construction would avoid inflationary cost growth; and

WHEREAS, a short-term borrowing program will provide interim financing vehicles such as commercial paper, revolving credit facilities and bond anticipation notes which provide a source of flexible, low cost financing that allows more effective management of a debt program to fund cash flow requirements for construction payments until funding sources are received, the federal Transportation Infrastructure Finance and Innovation Act (TIFIA) loans are drawn upon, federal grant funds are available, or until other long-term financing is arranged; and

WHEREAS, LACMTA desires to establish a short-term borrowing program (the "Short-Term Borrowing Program") to finance projects and programs set forth in the Expenditure Plan that would be secured by the Measure R Sales Tax Revenues and be in an aggregate principal amount not to exceed \$300,000,000; and

NOW, THEREFORE, the Proposition R Independent Taxpayers Oversight Committee of LACMTA finds that the economic, environmental and transit benefits of the \$300,000,000 Short-Term Borrowing Program as a cost effective and efficient component of the approved Measure R secured debt program, exceed issuance and interest costs.

Adopted this 13th day of May, 2015