

SUMMARY STATEMENT

ITEM NO.: DRPA-16-055

SUBJECT: Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

COMMITTEE:

Finance Committee

COMMITTEE MEETING DATE:

April 13, 2016

BOARD ACTION DATE:

April 20, 2016

PROPOSAL:

In connection with the Authority's Revenue Refunding Bonds, Series A of 2008, Series B of 2008, Series A of 2010, Series B of 2010 and Series C of 2010, that the Board authorizes: (i) the extension, replacement or termination in whole or in part, of the Letters of Credit issued by (a) Bank of America, N.A. securing the Authority's Revenue Refunding Bonds, Series A of 2008, (b) TD Bank, N.A., securing the Authority's Revenue Refunding Bonds, Series B of 2008, (c) Royal Bank of Canada securing the Authority's Revenue Refunding Bonds, Series A of 2010, (d) Barclays Bank PLC, securing the Authority's Revenue Refunding Bonds, Series 2010 B, and (e) The Bank of New York Mellon securing the Authority's Revenue Refunding Bonds, Series C of 2010; (ii) the conversion of the interest rate mode or modes on any or all of the outstanding revenue refunding bonds; (iii) the issuance of fixed or variable rate refunding bonds by direct placement or private purchase in an aggregate principal amount not to exceed \$400,000,000; (iv) the amendment or termination, in whole or in part, of certain Interest Rate Swap Agreements; (v) the extension, substitution and/or appointment of new remarketing agents in connection with the issuance of variable rate refunding bonds; (vi) the execution and delivery of any and all agreements, contracts, certifications, documents and instruments necessary or required to effectuate the foregoing, including, but not limited to, supplements to the 1998 Revenue Bond Indenture; and (vii) the taking of all necessary action in connection therewith.

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

PURPOSE: In connection with the Authority's Revenue Refunding Bonds, Series A of 2008, Series B of 2008, Series A of 2010, Series B of 2010 and Series C of 2010, to authorize and approve (i) the extension, replacement or termination of the Letters of Credit, in whole or in part, issued by (a) Bank of America, N.A. securing the Authority's Revenue Refunding Bonds, Series A of 2008, (b) TD Bank, N.A., securing the Authority's Revenue Refunding Bonds, Series B of 2008, (c) Royal Bank of Canada securing the Authority's Revenue Refunding Bonds, Series A of 2010, (d) Barclays Bank PLC, securing the Authority's Revenue Refunding Bonds, Series 2010 B, and (e) The Bank of New York Mellon securing the Authority's Revenue Refunding Bonds, Series C of 2010; (ii) the conversion of the interest rate mode or modes on any or all of the outstanding revenue refunding bonds; (iii) the issuance of fixed or variable rate refunding bonds by direct placement or private purchase in an aggregate principal amount not to exceed \$400,000,000; (iv) the amendment or termination, in whole or in part, of certain Interest Rate Swap Agreements; (v) the extension, substitution and/or appointment of new remarketing agents in connection with the issuance of variable rate refunding bonds; (vi) the execution and delivery of any and all agreements, contracts, certifications, documents and instruments necessary or required to effectuate the foregoing, including, but not limited to, supplements to the 1998 Revenue Bond Indenture; and (vii) authorizing certain actions in connection therewith.

BACKGROUND: On July 25, 2008, the Authority issued: (i) \$169,660,000 aggregate principal amount of its Revenue Refunding Bonds, Series A of 2008 ("2008A Revenue Bonds"); and (ii) \$188,515,000 aggregate principal amount of its Revenue Refunding Bonds, Series B of 2008 ("2008B Revenue Bonds"), each pursuant to an Indenture of Trust, dated as of July 1, 1998 ("Original Indenture"), between Commerce Bank, National Association (as predecessor to TD Bank, National Association), as trustee ("Trustee"), as such Original Indenture has been amended and supplemented to date (as amended and supplemented, the "Indenture").

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

On March 31, 2010, the Authority issued: (i) \$150,000,000 aggregate principal amount of its Revenue Refunding Bonds, Series A of 2010 ("2010A Revenue Bonds"); (ii) \$150,000,000 aggregate principal amount of its Revenue Refunding Bonds, Series B of 2010 ("2010B Revenue Bonds"); and (iii) \$50,000,000 aggregate principal amount of its Revenue Refunding Bonds, Series C of 2010 ("2010C Revenue Bonds" and together with the 2008A Revenue Bonds, the 2008B Revenue Bonds, the 2010A Revenue Bonds and the 2010B Revenue Bonds, the "Revenue Bonds"), each pursuant to the Authority's 1998 Revenue Bond Indenture, as amended and supplemented to date ("1998 Revenue Bond Indenture").

The Revenue Bonds were each issued as variable rate bonds, pursuant to which: (i) interest on such Revenue Bonds is reset on a weekly basis; and (ii) each such Revenue Bonds are subject to tender by the owners thereof and, upon tender, are purchased and remarketed to other holders by (a) Bank of America Merrill Lynch, as remarketing agent for the 2008A Revenue Bonds, (b) TD Securities, LLC (USA), as remarketing agent for the 2008B Revenue Bonds, (c) RBC Capital Markets, as remarketing agent for the 2010A Revenue Bonds, (d) Barclays Capital, as remarketing agent for the 2010B Bonds and (e) BNY Mellon Securities, as remarketing agent for the 2010C Revenue Bonds.

Existing Letters of Credit

The purchase price of the Revenue Bonds tendered or deemed tendered for purchase and not remarketed by the respective remarketing agents referred to above, and the principal of and interest due thereon, is currently secured by: (i) with respect to the 2008A Revenue Bonds, an irrevocable letter of credit ("2008A Letter of Credit") issued by Bank of America, N.A. ("BofA"); (ii) with respect to the 2008B Revenue Bonds,

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

an irrevocable letter of credit ("2008B Letter of Credit") issued by TD Bank, N.A. ("TD"); (iii) with respect to the 2010A Revenue Bonds, an irrevocable letter of credit ("2010A Letter of Credit") issued by Royal Bank of Canada ("RBC"); (iv) with respect to the 2010B Revenue Bonds, an irrevocable letter of credit ("2010B Letter of Credit") issued by Barclays Bank PLC ("Barclays"); and (v) with respect to the 2010C Revenue Bonds, an irrevocable letter of credit ("2010C Letter of Credit" and together with the 2008A Letter of Credit, the 2008B Letter of Credit, the 2010A Letter of Credit and the 2010B Letter of Credit, the "Letters of Credit") issued by The Bank of New York Mellon ("BNY Mellon").

Stated Expiration Dates of Letters of Credit

The 2008A Letter of Credit, unless extended, expires by its terms on July 22, 2016 ("2008A Stated Expiration Date"). The 2008B Letter of Credit, unless extended, expires on December 31, 2017 ("2008B Stated Expiration Date"). The 2010A Letter of Credit, unless extended, each expires by its terms on August 1, 2016 ("2010A Stated Expiration Date"). The 2010B Letter of Credit, unless extended, expires by its terms on March 20, 2018 ("2010 B Stated Expiration Date"). The 2010C Letter of Credit, unless extended, expires by its terms on June 16, 2016 ("2010C Stated Expiration Date").

Existing Interest Rate Swap Agreements

During 2000 and 2001, the Authority entered into seven interest rate swap agreements to provide hedges against interest rate risk for certain of the Authority's variable rate Revenue and Port District Project Bonds. Of the seven interest rate swap agreements, three have subsequently been terminated by the Authority, leaving four remaining interest rate swap agreements outstanding; one with TD Bank, N.A. ("TD Swap"), one with Wells Fargo Bank, N.A. ("Wells Fargo Swap"), and two with Bank of America, N.A. as counterparty (collectively, the "BofA Swaps"; together with the TD Swap and the Wells Fargo Swap, the "Outstanding

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

Swaps"). As of the date of this resolution, each of the four remaining Outstanding Swaps has a negative value to the Authority, meaning that if such agreements were terminated as of this date, the Authority would have to pay certain amounts to the respective counterparties of such agreements. However, as of the date of this resolution, only the TD Swap and the Wells Fargo Swap require the monthly transfer of net swap payments between the Authority and each of TD Bank, N.A. and Wells Fargo Bank, N.A., each of which relate to the 2008A Revenue Bonds, the 2008B Revenue Bonds, the 2010A Revenue Bonds, the 2010B Revenue Bonds and the 2010C Revenue Bonds.

Letters of Credit Replacement and Alternate Financing Structures

In connection with the pending expiration dates of the Letters of Credit, and in order to reduce financial risk and achieve more cost effective funding mechanisms, the Authority has heretofore solicited proposals from qualified banks or investment banking entities for: (i) the provision of substitute or replacement letters of credit or liquidity facilities to substitute for any or all of the Letters of Credit, (ii) the provision of alternative financing structures which could be utilized by the Authority in lieu of the provision of letters of credit or liquidity facilities, whether in whole or in part, with respect to the 2008A Revenue Bonds, the 2008B Revenue Bonds, the 2010A Revenue Bonds, the 2010B Revenue Bonds and/or the 2010C Revenue Bonds. In response to such requests, each of Bank of America, N.A. ("BofA"), Citigroup Global Markets Inc. ("Citi"), J.P. Morgan Chase Bank ("JP Morgan"), Mitsubishi UFJ Financial Group ("MUFG"), TD Bank, N.A. ("TD") and Wells Fargo Bank, N.A. ("Wells"; together with BofA, Citi, JP Morgan, MUFG and TD, the "Financial Institutions" and each a "Financial Institution") has offered several proposals pursuant to which: (i) certain of such Financial Institutions would be willing to provide substitute and replacement letters of credit (in various amounts) securing, in aggregate, all or a portion of the outstanding Revenue Bonds

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

(each a "Letter of Credit Replacement Transaction"); (ii) certain of such Financial Institutions would be willing to directly purchase from the Authority variable rate refunding bonds without the security of a letter of credit or other credit enhancement, which, in aggregate, would refund all or a portion of the outstanding Revenue Bonds (each a "Variable Rate Direct Placement Transaction"); (iv) certain of such Financial Institutions would be willing to directly purchase from the Authority fixed rate refunding bonds, which, in aggregate, would refund a portion of the outstanding Revenue Bonds ("Fixed Rate Direct Placement Transaction"; together with Letter of Credit Replacement Transaction and the Variable Rate Direct Placement Transaction, the "Financing Transactions"), in each case subject to the satisfaction of certain conditions and the execution and delivery by the Authority of certain agreements, instruments and other documents.

The Authority's Chief Executive Officer, Chief Financial Officer/Treasurer and General Counsel, with the advice and counsel of the Authority's Co-Bond Counsel and Co-Financial Advisors, have evaluated each of the proposed Financing Transactions and have heretofore advised the Board as to the terms and provisions of each such Financing Transaction in detail.

In connection with such evaluation, the Chief Executive Officer, Chief Financial Officer/Treasurer and General Counsel have been advised by the Authority's Co-Financial Advisors that certain of such Transactions, if undertaken, may prove most cost effective and risk adverse to the Authority if portions of the Outstanding Swaps were terminated (collectively the "Swap Transactions"). In addition, in connection with the undertaking of a Letter of Credit Transaction, the applicable Revenue Bonds will be subject to mandatory tender for purchase and remarketing (collectively, the "Remarketing Transactions"), pursuant to which a remarketing memorandum or similar offering prospectus will be utilized ("Remarketing Memorandum"). Further, in connection with a

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

Variable Rate Direct Placement Transaction or a Fixed Rate Direct Placement Transaction, the applicable Revenue Bonds will be subject to mandatory tender for purchase (collectively, the "Tender Transactions") and the interest rate mode of such Revenue Bonds will be converted to an alternate interest rate mode determined by the Authority and the applicable Financial Institution for such period of time as the Revenue Bonds are held by such Financial Institution (collectively, the "Interest Rate Conversion Transactions"; together with the Financing Transactions, the Swap Transactions, the Remarketing Transactions and the Tender Transactions, the "Transactions").

In order to undertake and complete the Transactions and the issuance of the Revenue Refunding Bonds, the Chief Executive Officer, Chief Financial Officer/Treasurer and General Counsel have been advised by the Authority's Co-Financial Advisors and Co-Bond Counsel that the Authority will be required to prepare, execute and deliver certain agreements, contracts, certificates, documents, exhibits, instruments including, but not limited to: (i) one or more supplements to the 1998 Revenue Bond Indenture (each a "Supplemental Indenture"); (ii) amendments or supplements to the existing and/or new contracts, agreements, certificates, documents, exhibits and instruments for related to the Swap Transactions (collectively, the "Swap Documents"); (iii) amendments or supplements to the existing and/or new reimbursement agreements and other contracts, agreements, certificates, documents, exhibits and instruments for the Letters of Credit or any Letter of Credit Transaction (collectively, the "Letter of Credit Documents"); (iv) amendments or supplements to the existing and/or new contracts, agreements, documents, exhibits and instruments related to the Debt Service Reserve Fund of the 1998 Revenue Bond Indenture (collectively, the "DSRF Documents"); (v) contracts, agreements, certifications, exhibits and instruments necessary or required in connection with a Variable Rate Direct Purchase Transaction and/or a Fixed Rate Direct Purchase Transaction including, but not limited to, purchase contracts,

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

continuing covenant agreements, and other required contracts, agreements, documents, certificates, exhibits and instruments (collectively, the "Direct Purchase Documents"); (vi) contracts, agreements, certificates, exhibits and instruments in connection with an Interest Rate Conversion Transaction (collectively, the "Interest Rate Conversion Documents"); (vii) amendments or supplements to the existing and/or new remarketing agreements and one or more Remarketing Memoranda related to a Remarketing Transaction (collectively, the "Remarketing Documents"); (viii) contracts, agreements, certificates, exhibits and instruments in connection with a Tender Transaction (collectively, the "Tender Documents"); (ix) if required, continuing disclosure materials in connection with a Financing Transaction, a Remarketing Transaction or a Tender Transaction (collectively, the "Disclosure Documents"); (x) the execution and delivery, as applicable, of required notices and other materials to effectuate a Financing Transaction, a Swap Transaction, a Remarketing Transaction, an Interest Rate Conversion Transaction or the issuance of Revenue Refunding Bonds including, but not limited to, tender notices, redemption notices, replacement and termination notices for Letters of Credit, termination notices for Outstanding Swaps and any and all other notices required by the 1998 Revenue Bond Indenture or any documents executed in connection with a Financing Transaction, a Swap Transaction, a Remarketing Transaction, a Tender Transaction, an Interest Rate Conversion Transaction or the issuance of Revenue Refunding Bonds (collectively, the "Notice Documents"); and (xi) any and all certificates, reports, studies or analyses necessary or required under the 1998 Revenue Bond Indenture to effectuate and complete a Financing Transaction, a Swap Transaction, a Remarketing Transaction, a Tender Transaction, an Interest Rate Conversion Transaction or the issuance of Revenue Refunding Bonds by the Authority or the Authority's professional advisors, engineers and representatives (collectively, the "Indenture Documents"; together with the Supplemental Indentures, the Swap Documents, the Letter of Credit

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

Documents, the DSRF Documents, the Direct Purchase Documents, the Interest Rate Conversion Documents, the Remarketing Documents, the Tender Documents, the Disclosure Documents and the Notice Documents, the "Required Transaction Documents").

In connection with the foregoing, the Board is now desirous of proceeding with any or all of the Transactions described, as deemed in the best interests of the Authority. In particular, the Board, in order to effectuate the undertaking of any or all of the Transactions, including the issuance of Revenue Refunding Bonds, is now desirous of: (i) delegating to the Chief Executive Officer, with the advice and counsel of the Authority's Chief Financial Officer/Treasurer, General Counsel, Co-Bond Counsel and Co-Financial Advisors, the authority to (a) determine whether to undertake and complete each, any or all of the Transactions, (b) determine the terms and provisions by which each such Transaction shall be effectuated and completed, in each case upon terms most financially advantageous to the Authority, while minimizing risk to the Authority and spreading exposure among Financial Institutions as deemed appropriate; (ii) as part of a Variable Rate Direct Purchase Transaction a Fixed Rate Direct Purchase Transaction and/or a Swap Transaction, authorizing and approving the issuance and sale of revenue refunding bonds in an aggregate principal amount not to exceed \$400,000,000 pursuant to and in accordance with the 1998 Revenue Bond Indenture; (iii) authorizing and approving the execution and delivery by or on behalf of the Authority of all of the Required Transaction Documents; and (iv) delegating to certain Authority officers and officials the authority to undertake the foregoing on behalf of the Authority, including the payment of costs and expenses incurred by the Authority (including, but not limited to, legal, professional and other fees) in connection therewith.

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

In connection with the Authority's Revenue Refunding Bonds, Series 2008 A, Series 2008 B, Series 2010 A, Series 2010 B and Series 2010 C, that the Board authorize and approve: (i) the extension, replacement or termination of all or a portion of the Letters of Credit issued by (a) Bank of America, N.A. securing the Authority's Revenue Refunding Bonds, Series A of 2008, (b) TD Bank, N.A., securing the Authority's Revenue Refunding Bonds, Series B of 2008, (c) Royal Bank of Canada securing the Authority's Revenue Refunding Bonds, Series A of 2010, (d) Barclays Bank PLC, securing the Authority's Revenue Refunding Bonds, Series 2010 B, and (e) The Bank of New York Mellon securing the Authority's Revenue Refunding Bonds, Series C of 2010; (ii) the conversion of the interest rate mode or modes on any portion or all of the outstanding revenue refunding bonds; (iii) the issuance of fixed or variable rate refunding bonds by direct placement or private purchase in an aggregate principal amount not to exceed \$400,000,000; (iv) the amendment or termination of all or a portion of certain Interest Rate Swap Agreements; (v) the extension, substitution and/or appointment of new remarketing agents in connection with the issuance of variable rate refunding bonds; (vi) the execution and delivery of any and all agreements, contracts, certifications, documents and instruments necessary or required to effectuate the foregoing, including, but not limited to, supplements to the 1998 Revenue Bond Indenture; and (vii) any and all actions necessary or required in connection therewith.

SUMMARY STATEMENT
Finance 4/13/16

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

SUMMARY:	Amount:	N/A
	Source of Funds:	General Fund; Revenue Refunding Bonds
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	TBD
	Other Parties Involved:	Bank of America, N.A.; TD Bank, N.A.; Royal Bank of Canada; Barclays Bank PLC; The Bank of New York Mellon; TD Bank, National Association, as Trustee; Wells Fargo Bank, N.A.; Citigroup Global Markets Inc.; J.P. Morgan Chase Bank; Mitsubishi UFJ Financial Group; Co-Financial Advisors; Co-Bond Counsel

DRPA-16-055

Finance Date: April 13, 2016

Board Date: April 20, 2016

Authorization for Extension, Replacement or Termination of Letters of Credit, Conversion of Interest Rate Modes on Outstanding Revenue Refunding Bonds, Issuance of Fixed or Variable Rate Revenue Refunding Bonds, Amendment or Termination of Interest Rate Swap Agreements and Taking Certain Other Related Actions in Connection with the DRPA's 2008A, 2008B, 2010A, 2010B and 2010C Revenue Refunding Bonds

RESOLUTION

RESOLVED: That the Board of Commissioners of the Authority ("Board") hereby authorize and approve the extension, substitution or termination of all or a portion of the existing letters of credit provided by Bank of America, N.A. (expiring July 22, 2016), TD Bank, N.A. (expiring December 31, 2017), Royal Bank of Canada (expiring August 1, 2016), Barclays Bank, PLC (expiring March 20, 2018) and The Bank of New York Mellon (expiring June 16, 2016) (collectively the "Letters of Credit") securing the Authority's outstanding variable rate Revenue Refunding Bonds, Series A of 2008 ("2008A Revenue Bonds"), Revenue Refunding Bonds, Series 2008 B ("2008B Revenue Bonds"), Revenue Refunding Bonds, Series A of 2010 ("2010A Revenue Bonds"), Revenue Refunding Bonds, Series 2010 B ("2010B Revenue Bonds") and Revenue Refunding Bonds, Series B of 2010 ("2010C Revenue Bonds"; together with the 2008A Revenue Bonds, the 2008B Revenue Bonds, the 2010A Revenue Bonds and the 2010B Revenue Bonds, the "Revenue Bonds"); and

RESOLVED: That the Chief Executive Officer, with the advice and Counsel of the Authority's Chief Financial Officer/Treasurer, Counsel, Co-Bond Counsel and Co-Financial Advisors, is hereby authorized to: (i) determine the length of the extension of the stated expiration dates of each the Letters of Credit and the terms and provisions by which such stated expiration dates shall be extended, in each case upon terms most advantageous to the Authority; (ii) determine whether to replace or terminate the Letters of Credit with new letters of credit, in each case upon the terms most favorable to the Authority and while minimizing risk to the Authority and spreading exposure among letter of credit and liquidity providers as deemed appropriate (items (i) and (ii) are referred to as a "Letter of Credit Transaction"); and

RESOLVED: That the Chief Executive Officer, with the advice and Counsel of the Authority's Chief Financial Officer/Treasurer, Counsel, Co-Bond Counsel and Co-Financial Advisors, is hereby authorized to: (i) determine whether to undertake and complete the issuance and sale of variable rate or fixed rate revenue refunding bonds ("Revenue Refunding Bonds"), to be sold by direct purchase or private placement to certain financial institutions ("Financial Institutions"), all described in the preamble of this Resolution and defined as "Variable Rate Direct Placement Transactions" and "Fixed Rate Direct Placement Transactions" and referred to herein as a "Direct Purchase Transaction", with or without credit enhancement or a credit facility, for the purpose of refunding all or a portion of the outstanding Revenue Bonds (referred to as the "Refunded Bonds"), in each case in accordance with the requirements of the Authority's Compact and the terms and provisions of the 1998 Revenue Bond Indenture, as amended and supplemented to date ("1998 Revenue Bond Indenture"); and (ii) determine the terms and provisions by which each such Direct Purchase Transaction shall be effectuated and completed, including allocation as and among Financial Institutions, in each case upon terms most financially advantageous to the Authority, while minimizing risk to the Authority and spreading exposure among Financial Institutions as deemed appropriate; and

RESOLVED: That, in connection with a Letter of Credit Transaction, a Direct Purchase Transaction, and/or the issuance of Revenue Refunding Bonds, the Chief Executive Officer, with the advice of the Chief Financial Officer/Treasurer, Co-Financial Advisors and Co-Bond Counsel, is hereby authorized to take such necessary and appropriate actions, including the termination of all or a portion of the existing Letters of Credit and the execution of one or more supplements to the 1998 Revenue Bond Indenture ("Supplemental Indenture"), to facilitate, among other things, the conversion of the interest rate mode for the Revenue Bonds to one or more index-based interest rate mode ("Index Mode") and the conversion of all or a portion of the outstanding Revenue Bonds into such Index Mode (an "Index Rate Conversion Transaction"); and

RESOLVED: That, in connection with a Letter of Credit Transaction, a Direct Purchase Transaction and/or the issuance of Revenue Refunding Bonds, if deemed cost effective and risk neutral to the Authority, the Chief Executive Officer, with the advice of the Chief Financial Officer/Treasurer, General Counsel, the Co-Financial Advisors and Co-Bond Counsel, is hereby authorized and approved to terminate all or a portion of the Authority's outstanding interest rate swap agreements

with TD Bank, N.A., Wells Fargo Bank, N.A., and Bank of America, N.A. as counterparties (each a "Swap Transaction"); and

RESOLVED: That, in connection with a Letter of Credit Transaction, a Direct Purchase Transaction or a Swap Transaction, the Authority hereby authorizes the issuance, sale and delivery of Revenue Refunding Bonds to refund all or any portion of the Revenue Bonds. The Revenue Refunding Bonds shall be issued in an aggregate principal amount which shall not exceed \$400,000,000; and

RESOLVED: That the Authorized Officers shall determine if Revenue Refunding Bonds are to be issued and the type of Revenue Refunding Bonds to be issued, with the advice of the Authority's Chief Financial Officer/Treasurer, Co-Financial Advisors and Co-Bond Counsel; and

RESOLVED: That the Revenue Refunding Bonds shall be dated, shall bear interest at such rates, payable on such dates, shall be subject to tender or redemption prior to maturity on such terms and conditions, shall amortize as to principal in amounts not less than and in the same years as the Revenue Bonds to be refunded ("Refunded Bonds") and shall otherwise be subject to such additional terms, conditions and provisions as shall be approved prior to their issuance by the Authorized Officers, with the advice of the Authority's Chief Financial Officer/Treasurer, Co-Financial Advisors and Co-Bond Counsel; provided that Revenue Refunding Bonds, if issued as Variable Rate Bonds, shall contain a maximum interest rate not to exceed 15% per annum and if issued as Fixed Rate Bonds, shall contain a maximum interest rate not to exceed 5.00% per annum; and

RESOLVED: That, to the extent that Revenue Bonds are subject to mandatory tender for purchase and remarketing in connection with a Letter of Credit Transaction (collectively, a "Remarketing Transaction"), the Chief Executive Officer, with the assistance of the Chief Financial Officer/Treasurer and the Authority's Co-Financial Advisors and Co-Bond Counsel, is hereby authorized and directed to execute and deliver, on behalf of the Authority, a remarketing circular, remarketing memorandum or similar offering prospectus ("Remarketing Memorandum") and to prepare execute and deliver any and all notices and other materials required by the 1998 Revenue Bond Indenture or any other relevant Letter of Credit Documents; and

RESOLVED: That, to the extent that the Revenue Bonds are subject to mandatory tender for purchase in connection with a Direct Purchase Transaction (a "Tender Transaction"; together with a Letter of Credit Transaction, a

Direct Purchase Transaction, a Remarketing Transaction, a Swap Transaction, and an Interest Rate Conversion Transaction, the "Transactions"), the Chief Executive Officer, with the assistance of the Chief Financial Officer/Treasurer, Co-Financial Advisors and Co-Bond Counsel, is hereby authorized to prepare, execute and deliver any and all notices and other materials required by the 1998 Revenue Bond Indenture or any other relevant Direct Purchase Transaction Documents; and

RESOLVED:

In order to undertake and complete the Transactions and/or the issuance of the Revenue Refunding Bonds, the Chairman, Vice Chairman and Chief Executive Officer of the Authority (collectively, the "Authorized Officers"). with the advice and assistance of the Chief Financial Officer/Treasurer, General Counsel, Co-Financial Advisors and Co-Bond Counsel are hereby authorized and approved to: (i) execute and deliver one or more Supplemental Indentures; (ii) execute and deliver amendments or supplements to the existing and/or execute and deliver new contracts, agreements, certificates, documents, exhibits and instruments for related to the Swap Transactions (collectively, the "Swap Documents"); (iii) execute and deliver amendments or supplements to the existing and/or execute and deliver new reimbursement agreements and other contracts, agreements, certificates, documents, exhibits and instruments for the Letters of Credit or any Letter of Credit Transaction (collectively, the "Letter of Credit Documents"); (iv) execute and deliver amendments or supplements to the existing and/or execute and deliver new contracts, agreements, documents, exhibits and instruments related to the Debt Service Reserve Fund of the 1998 Revenue Bond Indenture (collectively, the "DSRF Documents"); (v) execute and deliver contracts, agreements, certifications, exhibits and instruments necessary or required in connection with a Direct Purchase Transaction including, but not limited to, purchase contracts, continuing covenant agreements, and other required contracts, agreements, documents, certificates, exhibits and instruments (collectively, the "Direct Purchase Documents"); (vi) execute and deliver contracts, agreements, certificates, exhibits and instruments in connection with an Interest Rate Conversion Transaction (collectively, the "Interest Rate Conversion Documents"); (vii) execute and deliver amendments or supplements to the existing and/or execute and deliver new remarketing agreements and one or more Remarketing Memoranda related to a Remarketing Transaction (collectively, the "Remarketing Documents"); (viii) execute and deliver contracts, agreements, certificates, exhibits and instruments in connection with a Tender Transaction (collectively, the "Tender Documents"); (ix) if required, execute and deliver continuing disclosure materials in

connection with a Financing Transaction, a Remarketing Transaction or a Tender Transaction (collectively, the "Disclosure Documents"); (x) execute and deliver, as applicable, any required notices and other materials to effectuate a Letter of Credit Transaction, a Direct Purchase Transaction, a Swap Transaction, a Remarketing Transaction, a Tender Transaction, an Interest Rate Conversion Transaction, the issuance of Revenue Refunding Bonds or the redemption of Refunded Bonds, including, but not limited to, tender notices, redemption notices, replacement and termination notices for Letters of Credit, termination notices for outstanding interest rate swaps and any and all other notices required by the 1998 Revenue Bond Indenture or any documents executed in connection with a Transaction or the issuance of Revenue Refunding Bonds or the redemption of Refunded Bonds (collectively, the "Notice Documents"); and (xi) execute and deliver any and all certificates, reports, studies or analyses necessary or required under the 1998 Revenue Bond Indenture to effectuate and complete a Letter of Credit Transaction, a Direct Purchase Transaction, a Swap Transaction, a Remarketing Transaction, a Tender Transaction, an Interest Rate Conversion Transaction or the issuance of Revenue Refunding Bonds by the Authority or the Authority's professional advisors, engineers and representatives (collectively, the "Indenture Documents"; together with the Supplemental Indentures, the Swap Documents, the Letter of Credit Documents, the DSRF Documents, the Direct Purchase Documents, the Interest Rate Conversion Documents, the Remarketing Documents, the Tender Documents, the Disclosure Documents and the Notice Documents, the "Required Transaction Documents"); and

RESOLVED: That, in connection with a Letter of Credit Transaction and/or a Remarketing Transaction, the Chief Executive Officer, with the assistance of the Chief Financial Officer/Treasurer, is hereby authorized to (i) solicit proposals for and, thereafter, appoint one or more remarketing agents for the remarketing of Revenue Bonds tendered for purchase (a "Remarketing Agent"); and (ii) maintain, by execution and delivery of an amendment or extension to the existing Remarketing Documents, one or more of the Remarketing Agents currently engaged to remarket the Authority's Revenue Bonds; and

RESOLVED: That, the Authorized Officers are hereby authorized and approved to execute and deliver any and all necessary Remarketing Documents with each Remarketing Agent; and

RESOLVED: That, in connection with a Direct Purchase Transaction and/or the issuance of Revenue Refunding Bonds, the Chief Executive Officer, with the assistance of the Chief Financial Officer/Treasurer, is hereby

authorized to solicit proposals for and, thereafter, appoint one or more verification agents for the purpose of, among other things, verifying the mathematical computations for the sufficiency of deposits to refund outstanding Revenue Bonds (a "Verification Agent"); and

RESOLVED: That, in connection with a Direct Purchase Transaction and/or the issuance of Revenue Refunding Bonds, the Chief Executive Officer, with the assistance of the Chief Financial Officer/Treasurer, is hereby authorized to solicit proposals for and, thereafter, appoint one or more escrow agents, who may be the Trustee, for the purpose of, among other things, providing for the payment of Refunded Bonds upon redemption (an "Escrow Agent"); and

RESOLVED: That, the Authorized Officers are hereby authorized and approved to execute and deliver any and all necessary contracts, agreements, documents, exhibits and instruments with the Escrow Agent; and

RESOLVED: That, to the extent that Chief Executive Officer or the Authorized Officers, as applicable, have approved any Required Transaction Documents, or any other contracts, agreement, documents, instruments, exhibits and certificates in connection with any of the Transactions described in the Resolution, if, following such approval, the Chairman or Vice Chairman is absent or unavailable, the remaining Officer may execute the documents with the Chief Executive Officer. If both the Chairman and the Vice Chairman are absent or unavailable and if it is necessary to execute any of such documents in their absence, then the Chief Executive Officer and the Chief Financial Officer/Treasurer shall execute documents on behalf of the Authority; and

RESOLVED: That the Board hereby authorizes and directs the payment of fees and expenses incurred by the TD Bank, National Association, as Trustee, the Authority's Co-Financial Advisors, Co-Bond Counsel, Letter of Credit providers, Financial Institutions, Outstanding Swap counterparties, Remarketing Agents, the Verification Agent, the Escrow Agent, counsel to each of the Trustee, Letter of Credit providers, Financial Institutions, Outstanding Swap counterparties, Remarketing Agents, the Verification Agent, the Escrow Agent, and any special counsel or co-counsel or other professional advisors of the Authority engaged by the Authority in connection with the Transactions or the issuance of Revenue Refunding Bonds and, in connection therewith, the Chief Financial Officer/Treasurer is hereby authorized to pay such fees and expenses on the basis of a fixed or earned fee specifically agreed to by the Authority and each such party, plus any reasonable costs and expenses in excess thereof approved by the Chief Financial Officer/Treasurer. The Chief

Financial Officer/Treasurer shall prepare and submit a report to the Finance Committee indicating the amount of any such fees and expenses paid subsequent to the completion of the Transactions described herein; and

RESOLVED: That Authority staff are hereby authorized to take all other necessary and convenient actions, subject in each case to review and advice of the Chief Executive Officer, Chief Financial Officer/Treasurer and General Counsel, in order to undertake and effectuate on behalf of the Authority in connection with the matters set forth in this Resolutions, all in accordance and consistent with this Resolution;

SUMMARY:

Amount:	N/A
Source of Funds:	General Fund; Revenue Refunding Bonds
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	TBD
Other Parties Involved:	Bank of America, N.A.; TD Bank, N.A.; Royal Bank of Canada; Barclays Bank PLC; The Bank of New York Mellon; TD Bank, National Association, as Trustee; Wells Fargo Bank, N.A.; Citigroup Global Markets Inc. ; J.P. Morgan Chase Bank; Mitsubishi UFJ Financial Group; Co-Financial Advisors; Co-Bond Counsel