

RESOLUTION NO. 2006 - 11

RESOLUTION AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT AND REFUNDING BONDS, SERIES 2006 FOR THE PURPOSE OF (I) PAYING A PORTION OF THE COSTS OF CAPITAL IMPROVEMENTS TO THE AUTHORITY'S TRANSPORTATION SYSTEM, IN THE APPROXIMATE PRINCIPAL AMOUNT OF \$26,000,000; AND (II) ADVANCE REFUNDING (A) A PORTION OF THE AUTHORITY'S GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT BONDS, SERIES 1998, (B) A PORTION OF THE AUTHORITY'S GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT BONDS, SERIES 2001A AND (C) A PORTION OF THE AUTHORITY'S GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT AND REFUNDING BONDS, SERIES 2004, IN THE APPROXIMATE COMBINED REFUNDING AMOUNT OF \$33,000,000, FOR A COMBINED AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$59,000,000; AND MATTERS RELATED TO SUCH SERIES 2006 BONDS

WHEREAS, this Board of Trustees has heretofore determined the necessity of making certain capital improvements to this Greater Cleveland Regional Transit Authority's (the "Authority") transportation system including (i) capital improvements to the Euclid Corridor Transportation Project and acquiring, constructing, rehabilitating and improving bridges, transit centers, tracks, road stations, buses and bus stops, (ii) rehabilitating rail stations and (iii) modifying and rehabilitating heavy and light rail systems (collectively, the "Series 2006 Project") and desires to finance a portion, in an amount not to exceed \$26,000,000, of the costs of the Series 2006 Project by issuing general obligation bonds of the Authority (the "New Money Bonds"); and

WHEREAS, the Secretary-Treasurer of this Authority has heretofore estimated that the life of the improvements constituting the Series 2006 Project is at least five (5) years and has certified that the maximum maturity of the Bonds issued therefore is twenty-nine (29) years; and

WHEREAS, this Board of Trustees has heretofore determined the necessity of making certain capital improvements to the Authority's transportation system including rehabilitating, constructing and improving bridges, tracks, roads, stations and bus stops and the acquisition of certain equipment relating thereto (the "Series 1998 Project"); and

WHEREAS, this Board of Trustees has previously authorized and issued \$32,955,000 Greater Cleveland Regional Transit Authority General Obligation (Limited Tax) Capital Improvement Bonds, Series 1998, dated date of March 1, 1998 (the "Series 1998 Bonds") for the purpose of financing a portion of the Series 1998 Project, which Series 1998 Bonds are currently outstanding in the principal amount of \$9,285,000; and

WHEREAS, this Board of Trustees has heretofore determined the necessity of making certain capital improvements to the Authority's transportation system including the Euclid Corridor Transportation Project, rehabilitating, constructing and improving bridges, tracks, roads, stations, bus stops and the acquisition of certain equipment (the "Series 2001A Project"); and

WHEREAS, this Board of Trustees has previously authorized and issued \$29,890,000 Greater Cleveland Regional Transit Authority General Obligation (Limited Tax) Capital Improvement Bonds, Series 2001A, dated date of December 1, 2001 (the "Series 2001A Bonds") for the purpose of financing a portion of the Series 2001A Project, which Series 2001A Bonds are currently outstanding in the principal amount of \$15,950,000; and

WHEREAS, this Board of Trustees has heretofore determined the necessity of making certain capital improvements to the Authority's transportation system including the Euclid Corridor Transportation Project, rehabilitating, constructing and improving bridges, tracks, roads, stations, bus stops and the acquisition of certain equipment (collectively, the "Series 2004 Project"); and

WHEREAS, this Board of Trustees has previously authorized and issued \$67,235,000 Greater Cleveland Regional Transit Authority General Obligation (Limited Tax) Capital Improvement and Refunding Bonds, Series 2004, dated date of November 16, 2004 (the "Series 2004 Bonds") for the purpose of financing a portion of the Series 2004 Project, which Series 2004 Bonds are currently outstanding in the principal amount of \$65,990,000; and

WHEREAS, this Board of Trustees desires to advance refund a portion of the Series 1998 Bonds, the Series 2001A Bonds and the Series 2004 Bonds, respectively (such refunding portions hereinafter referred to together as the "Prior Bonds"), which will result in interest cost savings which will accrue to the benefit of this Authority, by issuing general obligation bonds of the Authority in an amount not to exceed \$33,000,000 (the "Refunding Bonds"). The Refunding Bonds and New Money Bonds are collectively referred to herein as the "Series 2006 Bonds"); and

WHEREAS, this Board of Trustees expects the general revenues of this Authority, particularly proceeds of this Authority's one per cent (1%) sales and use tax approved by the electors in 1975 (the "Revenues") to be the source of payment of debt service charges on such Bonds (as defined below).

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That it is necessary to issue and sell the Series 2006 Bonds of this Authority to be designated "General Obligation (Limited Tax) Capital Improvement and Refunding Bonds, Series 2006," in an aggregate principal sum not to exceed \$59,000,000, for the purpose of paying part of the cost of the Series 2006 Project and advance refunding the Prior Bonds, including "financing costs" as defined in Section 133.01 of the Ohio Revised Code, related to the issuance of the Bonds and the refunding of the Prior Bonds under authority of and pursuant to the general laws of the State of Ohio particularly Chapter 133 of the Ohio Revised Code.

Section 2. That the New Money Bonds shall be issued for the purposes aforesaid. The New Money Bonds shall (i) be dated as determined by the Secretary-Treasurer; (ii) be in a principal amount determined by the Secretary-Treasurer but not exceeding the maximum amount set forth in Section 1 hereof; (iii) be numbered from R-1, upwards in order of issuance; (iv) be of the denominations of \$5,000 and any integral multiple thereof, provided that that each New Money Bond shall be of a maturity as determined by the Underwriters (as defined herein) and approved by the Secretary/Treasurer pursuant to the Certificate of Award; (v) mature or be

subject to mandatory sinking fund redemption on the dates and in the amounts determined by the Secretary-Treasurer, provided that the total principal and interest payments on the New Money Bonds in any fiscal year in which principal is payable (whether due to maturity or mandatory sinking fund redemption) shall not be more than three times the amount of those payments in any other fiscal year; and (vi) bear interest payable semiannually on the first day of June and the first day of December of each year commencing June 1, 2006, at the rate or rates per annum determined by the Secretary-Treasurer, provided that the average interest rate payable by this Authority over the life of the New Money Bonds shall not exceed six per cent (6%) per annum.

Section 3. That the Refunding Bonds shall be issued for the purposes aforesaid. The Refunding Bonds shall (i) be dated as determined by the Secretary-Treasurer; (ii) be in a principal amount determined by the Secretary-Treasurer but not exceeding the maximum amount set forth in Section 1 hereof; (iii) be numbered from R-1, upwards in order of issuance; (iv) be of the denominations of \$5,000 and any integral multiple thereof, provided that each Refunding Bond shall be of a maturity as determined by the Underwriters (as defined herein) and approved by the Secretary/Treasurer pursuant to the Certificate of Award; (v) mature or be subject to mandatory sinking fund redemption on the dates and in the amounts determined by the Secretary-Treasurer, provided that the final maturity of the Refunding Bonds shall be not later than December 1, 2024, and provided the net present value savings shall result in a debt service savings for the Authority; and (vi) bear interest payable semiannually on the first day of June and the first day of December of each year commencing June 1, 2006, at the rate or rates per annum determined by the Secretary-Treasurer, provided that the average interest rate payable by this Authority over the life of the Refunding Bonds shall not exceed six per cent (6%) per annum. The Refunding Bonds shall be verified by a qualified verification agent to be approved by the Secretary/Treasurer pursuant to the Certificate of Award.

The determinations made by the Secretary-Treasurer pursuant to this Resolution shall be made without further action of this Board of Trustees, shall be set forth in a Certificate of Award signed by the Secretary-Treasurer, and shall be conclusive.

The Series 2006 Bonds shall be callable for redemption at the option of the Authority in whole or in part on the dates, at such price or prices (but in any case not greater than 102% of the principal amount of the Series 2006 Bonds to be redeemed plus accrued interest to the redemption date) and at such times all as determined by the Secretary-Treasurer pursuant to this Resolution shall be made without further action of this Board of Trustees, shall be set forth in a Certificate of Award signed by the Secretary-Treasurer, and shall be conclusive.

If fewer than all of the outstanding Series 2006 Bonds of a single maturity are called for redemption, the selection of Series 2006 Bonds to be redeemed, or portions thereof in amounts of \$5,000 or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar (as hereinafter defined) in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Series 2006 Bonds when Series 2006 Bonds of denominations greater than \$5,000 are then outstanding, each \$5,000 unit of face value of principal thereof shall be treated as though it were a separate Series 2006 Bond of the denomination of \$5,000. If one or more, but not all, of such \$5,000 units of face value represented by a Series 2006 Bond are to be called for redemption, then upon notice of redemption of a \$5,000 unit or units, the registered holder of that Series 2006 Bond shall surrender the Series 2006 Bond to the Paying Agent and Registrar (a) for payment of the redemption price for the \$5,000 unit or units of face value called for redemption (including

without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Series 2006 Bond or Series 2006 Bonds of the same series, of any authorized denomination or denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Series 2006 Bond surrendered.

The notice of call for redemption of Series 2006 Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Series 2006 Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Paying Agent and Registrar on behalf of the Authority by mailing a copy of the redemption notice by certified mail, return receipt requested, at least thirty (30) days prior to the date fixed for redemption, to the registered holder of each Series 2006 Bond subject to redemption in whole or in part at such registered holder's address shown on the Series 2006 Bond registration records on the fifteenth (15th) day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Series 2006 Bond, however, shall not affect the validity of the proceedings for the redemption of any Series 2006 Bond. Notice having been mailed in the manner provided above, the Series 2006 Bonds and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Series 2006 Bonds or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Series 2006 Bonds or portions thereof at the place or places specified in that notice, such Series 2006 Bonds or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

Pending preparation of definitive Series 2006 Bonds, any Series 2006 Bonds may be initially delivered in temporary form exchangeable for definitive Series 2006 Bonds when such definitive Series 2006 Bonds are ready for delivery. The temporary Series 2006 Bonds may be printed, lithographed or typewritten and may contain such reference to any of the provisions of this resolution as may be appropriate. Every temporary Series 2006 Bond shall be executed by the Paying Agent and Registrar upon the same conditions and in substantially the same manner as definitive Series 2006 Bonds. If the Paying Agent and Registrar delivers temporary Series 2006 Bonds, it shall execute and furnish definitive Series 2006 Bonds at the earliest practicable time, and thereupon, the temporary Series 2006 Bonds shall be surrendered for cancellation at the principal office of the Paying Agent and Registrar, and the Paying Agent and Registrar shall deliver in exchange for such temporary Series 2006 Bonds an equal aggregate principal amount of definitive Series 2006 Bonds. Until so exchanged, the temporary Series 2006 Bonds shall be entitled to the same benefits under this resolution as definitive Series 2006 Bonds delivered pursuant hereto.

It is hereby determined by this Board of Trustees that the issuance of the Series 2006 Bonds provided herein, including without limitation, the redemption provisions set forth above, are in the best interests of the Authority.

Section 4. That the Series 2006 Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Series 2006 Bonds shall be in fully registered form without coupons, shall be signed by the President of this Board of Trustees or his designee and by the Secretary-Treasurer of this Authority, provided that any or all such signatures may be facsimile signatures and shall bear the manual authenticating signature of an authorized representative of a bank or trust company determined by the Secretary-Treasurer of this Authority, as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Series 2006 Bonds. The principal amount of each

Series 2006 Bond shall be payable at the principal office of the Paying Agent and the Registrar and interest thereon shall be made on each interest payment date to the person whose name appears on the record date (May 15 and November 15 for June 1 and December 1 interest, respectively) on the Series 2006 Bond registration records as the registered holder thereof, by check or draft mailed to such registered holder at his address as it appears on such registration records.

The Series 2006 Bonds shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the principal office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar or an office of the Paying Agent and Registrar as designated by the Paying Agent and Registrar or by wire transfer made at the request of a holder of at least \$1,000,000 aggregate principal amount of Series 2006 Bonds. The Authority and the Paying Agent and Registrar shall not be required to transfer any Series 2006 Bond during the 15-day period preceding any interest payment date or preceding any selection of Series 2006 Bonds to be redeemed, or after such Series 2006 Bond has been selected for partial or complete redemption, and no such transfer shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Series 2006 Bond or Series 2006 Bonds of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefore.

The Authority and the Paying Agent and Registrar may deem and treat the registered holders of the Series 2006 Bonds as the absolute owners thereof for all purposes, and neither the Authority nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

Section 5. That such Series 2006 Bonds shall be sold at not less than par (or as otherwise provided for in the Certificate of Award) and accrued interest by the Secretary-Treasurer of this Authority to J.P. Morgan Securities Inc., as representative of SBK-Brooks Investment Corp. and KeyBanc Capital Markets (collectively, the "Underwriters") in accordance with its offer to purchase which the Secretary-Treasurer is hereby authorized to accept without further action of this Board of Trustees, and the proceeds from such sale, except any accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose, and for which purpose such proceeds are hereby appropriated. Any accrued interest shall be transferred to the bond retirement fund to be applied to the payment of interest on such Series 2006 Bonds in the manner provided by law.

Section 6. That such Series 2006 Bonds shall be the full general obligations of this Authority, and the full faith, credit and revenue of this Authority are hereby pledged for the prompt payment of the same. The principal amount received from the sale of the Series 2006 Bonds and any excess fund resulting from the issuance of the Series 2006 Bonds shall, to the extent necessary, be used only for the retirement of the Series 2006 Bonds at maturity, together with interest thereon and is hereby pledged for such purpose.

Section 7. That during the year or years while such Series 2006 Bonds are outstanding there shall be levied upon all of the taxable property with the territorial boundaries of this Authority, in addition to all other taxes, a direct tax annually during the period the Series 2006 Bonds are outstanding in an amount sufficient to provide funds to pay upon the Series 2006 Bonds as and when the same becomes due and also to provide a fund for the discharge of the principal of the Series 2006 Bonds at maturity or upon mandatory sinking fund redemption;

provided, however, that in each year to the extent that the Revenues or other moneys are available for the payment of such Series 2006 Bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of the Revenues or other moneys so available and appropriated.

Section 8. That such tax shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers in the same manner and at the same time that taxes for general purposes for each of such years are certified, extended and collected. Such tax shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from such tax levy hereby required, or from the other described sources, shall be placed in a separate and distinct fund, which together with all interest collected on the same, shall be pledged irrevocably for the payment of the principal and interest of such Series 2006 Bonds when and as the same becomes due.

Section 9. That this Board of Trustees hereby covenants that it will restrict the use of the proceeds of the Series 2006 Bonds hereby authorized in such manner and to such extent, if any, and take such other actions as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder, including any expenditure requirements, investment limitations or rebate requirements. The Secretary-Treasurer of this Authority or any other officer having responsibility with respect to the issuance of such Series 2006 Bonds is authorized and directed to give an appropriate certificate on behalf of this Authority on the date of delivery of the Series 2006 Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

Section 10. That the form of preliminary official statement with respect to such Series 2006 Bonds now on file with this Board of Trustees, the distribution thereof to prospective purchasers of the Series 2006 Bonds, and the deeming thereof to be near final in accordance with Rule 15c-2-12(b)(1) of the Securities and Exchange Commission, except for certain information which has been omitted in accordance with such Rule and which will be provided in the final official statement, are hereby authorized, approved, ratified and confirmed. The President of this Board of Trustees or his designee, the General Manager/Secretary-Treasurer of this Authority and the Deputy General Manager of Finance & Administration of this Authority are each hereby authorized, separately or with others and without further action of this Board of Trustees, to execute and deliver the final official statement on behalf of this Authority, in substantially the form submitted to this Board of Trustees with such changes as the signers thereof may approve, to the purchasers of the Series 2006 Bonds for distribution to prospective purchasers of the Series 2006 Bonds and other interested persons. Such final official statement shall be prepared in accordance with the requirements of Rule 15c2-12(b)(3) of the Securities and Exchange Commission, in order that this Authority may provide or cause to be provided a reasonable number of final official statements to the purchasers of the Series 2006 Bonds within seven business days of the date of the final agreement to sell the Series 2006 Bonds, and such signers are hereby authorized to make such determinations regarding the final official statement as are required by such Rule.

The Authority hereby covenants and agrees that it will execute, comply with and carry out all of the provisions of a continuing disclosure certificate dated the date of issuance and delivery of the Series 2006 Bonds (the “Continuing Disclosure Certificate”) in connection with the issuance of the Series 2006 Bonds. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Series 2006 Bonds; however, any holder of the Series 2006 Bonds may take such action as may be necessary and appropriate, including seeking specific performance, to cause the Authority to comply with its obligations under this paragraph and the Continuing Disclosure Certificate.

Section 11. That for purposes of this Resolution, the following terms shall have the following meanings:

“Book entry form” or “book entry system” means a form or system under which (i) the beneficial right to payment of principal of and interest on the Series 2006 Bonds may be transferred only through a book entry, and (ii) physical Series 2006 Bond certificates in fully registered form are issued only to the Depository or its nominee as registered owner, with the Series 2006 Bonds “immobilized” to the custody of the Depository, and the book entry maintained by others than this Authority is the record that identifies the owners of beneficial interests in those Series 2006 Bonds and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Series 2006 Bonds or principal and interest, and to effect transfers of Series 2006 Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

All or any portion of the Series 2006 Bonds may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply to such Series 2006 Bonds, notwithstanding any other provision of this Resolution. If and as long as a book entry system is utilized with respect to any of such Series 2006 Bonds: (i) there shall be one or more Series 2006 Bonds of each maturity; (ii) those Series 2006 Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners of Series 2006 Bonds in book entry form shall have no right to receive Series 2006 Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Series 2006 Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Series 2006 Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by this Authority. Debt service charges on Series 2006 Bonds in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in this Authority’s agreement with the Depository to the Depository or its authorized representative (i) in the case of interest, on each interest payment date, and (ii) in all other cases, upon presentation and surrender of Series 2006 Bonds as provided in this Resolution.

The Paying Agent and Registrar may, with the approval of this Authority, enter into an agreement with the beneficial owner or registered owner of any Series 2006 Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Series 2006 Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided in this Resolution, without prior presentation or surrender of the Series 2006 Bond, upon any conditions which shall be satisfactory to the Paying Agent and Registrar and to this Authority. That payment in any event shall be made to the person who is the registered owner of that Series 2006 Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Paying Agent and Registrar shall furnish a copy of each of those agreements, certified to be correct by the Paying Agent and Registrar, to other paying agents for Series 2006 Bonds and to this Authority. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

The Secretary-Treasurer of this Authority is authorized and directed without further action of this Board of Trustees to execute, acknowledge and deliver, in the name of and on behalf of this Authority, a letter agreement among this Authority, the Paying Agent and Registrar and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Series 2006 Bonds to the Depository for use in a book entry system.

If any Depository determines not to continue to act as Depository for the Series 2006 Bonds for use in a book entry system, this Authority and the Paying Agent and Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository under this Resolution. If this Authority and the Paying Agent and Registrar do not or are unable to do so, this Authority and the Paying Agent and Registrar, after the Paying Agent and Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Series 2006 Bonds from the Depository and authenticate and deliver Series 2006 Bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing definitive Series 2006 Bonds), if the event is not the result of action or inaction by this Authority or the Paying Agent and Registrar, of those persons requesting such issuance.

In the event the book-entry only system is discontinued, principal of and any redemption premium on the Series 2006 Bonds will be payable when due to the registered owners thereof upon presentation and surrender thereof at the principal corporate trust office of the Paying Agent and Registrar or an office of any Paying Agent and Registrar or by wire transfer made at the request of a holder of at least \$1,000,000 aggregate principal amount of Series 2006 Bonds; interest thereon will be payable when due by the Paying Agent and Registrar by check or draft, mailed or delivered on the Interest Payment Date to the registered owner at the address shown for the Paying Agent and Registrar as of the last day of the calendar month preceding the Interest Payment Date or at an office of any Paying Agent and Registrar or by wire transfer made at the request of a holder of at least \$1,000,000 aggregate principal amount of Series 2006 Bonds; and the Series 2006 Bonds will be exchangeable for the Series 2006 Bonds of authorized denominations, and transferable, at the office of the Paying Agent and Registrar without charge (except taxes or other governmental fees). No transfer or exchange of the Series 2006 Bonds may be required to be made (i) between the fifteenth (15th) day preceding the mailing of a notice of redemption and the date of such mailing or (ii) of any Series 2006 Bond selected for redemption (in whole or in part).

Section 12. That the President of the Board of Trustees or his designee, the General Manager/Secretary-Treasurer and the Deputy General Manager of Finance & Administration of this Authority are hereby authorized without further action of this Board of Trustees to execute and deliver (i) an agreement for the sale of such Series 2006 Bonds with the purchaser thereof (including any forward purchase contract or other document to purchase the escrow securities including open market securities), (ii) an escrow agreement with the Paying Agent, Registrar and transfer agent for the refunding defeasance of the Prior Bonds, (iii) an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Series 2006 Bonds and (iv) any additional documents as shall be deemed necessary or appropriate in furtherance of the issuance of the Series 2006 Bonds and the carrying out of the transactions authorized by this Resolution or contemplated by the instruments referred to in this Resolution, in each case in such form as such officer may approve, the execution thereof by such officer to be conclusive evidence of such authorization and approval.

Section 13. That the Secretary-Treasurer of this Authority is hereby directed to forward a certified copy of this Resolution to the County Auditor of each county in which any part of the territory of this Authority is located.

Section 14. That it is found and determined that all formal actions of this Board of Trustees concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board of Trustees, and that all deliberations of this Board of Trustees and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Section 15. That this Resolution shall take effect immediately upon its adoption.

Adopted: _____, 2006

President

ATTEST: _____
CEO, General Manager/Secretary-Treasurer

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of a Resolution adopted on the 24th day of January, 2006 and that a copy thereof was certified to the County Auditor of Cuyahoga County, Ohio on _____, 2006.

General Manager/Secretary-Treasurer

RECEIPT

The undersigned hereby acknowledges receipt this day of a certified copy of the foregoing Resolution.

By:

County Auditor
Cuyahoga County, Ohio

Dated: _____, 2006



Greater Cleveland Regional Transit Authority
STAFF SUMMARY AND COMMENTS

<p>TITLE/DESCRIPTION: RESOLUTION AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT AND REFUNDING BONDS, SERIES 2006 FOR THE PURPOSE OF (I) PAYING A PORTION OF THE COSTS OF CAPITAL IMPROVEMENTS TO THE AUTHORITY'S TRANSPORTATION SYSTEM, IN THE APPROXIMATE PRINCIPAL AMOUNT OF \$26,000,000 AND (II) ADVANCE REFUNDING (A) A PORTION OF THE AUTHORITY'S GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT BONDS, SERIES 1998, and (B) A PORTION OF THE AUTHORITY'S GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT BONDS, SERIES 2001A AND (C) A PORTION OF THE AUTHORITY'S GENERAL OBLIGATION (LIMITED TAX) CAPITAL IMPROVEMENT BONDS, SERIES 2004, IN THE APPROXIMATE COMBINED REFUNDING AMOUNT OF \$33,000,000, FOR A COMBINED AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$59,000,000; AND MATTERS RELATED TO SUCH SERIES 2006 BONDS</p>	<p>Resolution No.: 2006 - 11</p>
	<p>Date: January 24, 2006</p>
	<p>Initiator: Finance & Administration</p>
<p>ACTION REQUEST: <input type="checkbox"/> Approval <input type="checkbox"/> Review/Comment <input type="checkbox"/> Information Only <input type="checkbox"/> Other _____</p>	

- 1.0 PURPOSE/SCOPE: This action will authorize the issuance of not to exceed \$59,000,000 of bonds for the purpose of paying part of the costs of the Authority's capital improvement program and the advance refunding of a portion of the Greater Cleveland Regional Transit Authority General Obligation Bonds, Series 1998, Series 2001A, and Series 2004. The resolution further authorizes the Secretary-Treasurer to sell the bonds to J.P. Morgan Securities Inc. as representative of SBK-Brooks Investment Corp. and KeyBanc Capital Markets (collectively, the "Underwriters") in accordance with the offer from J.P. Morgan Securities Inc. to purchase, which the Secretary-Treasurer is authorized to accept, without further action of the Board of Trustees.
- 2.0 DESCRIPTION/JUSTIFICATION: The sale of Series 2006 General Obligation Bonds will involve the issue of General Obligation Bonds for the purpose of paying part of the costs of the capital improvement program and may include the issue of refunding bonds in an amount sufficient to purchase securities to defease a portion of the Series 1998 Bonds, a portion of the Series 2001A Bonds, and a portion of the Series 2004 Bonds and to pay the costs of issuance of the Series 2006 General Obligation Bonds.
- 3.0 PROCUREMENT BACKGROUND: The Authority secured the Services of underwriting firms, bond counsel, and a financial advisor through a competitive process in 2004.
- 4.0 DBE/AFFIRMATIVE ACTION BACKGROUND: Does not apply.
- 5.0 POLICY IMPACT: The bonds are being issued within the constraints of the Greater Cleveland Regional Transit Authority's Financial and Debt Policies. The sale of Series 2006 General Obligation Bonds is contingent on favorable present value savings.

- 6.0 **ECONOMIC IMPACT:** The sale of Series 2006 General Obligation Bonds in accordance with the 2006 budget will pay a portion of the Authority's capital program. The issue will also result in debt service savings to the Authority over the life of the Series 2006 General Obligation Bonds compared to future debt service requirements on Series 1998 General Obligation Bonds, the Series 2001A General Obligation Bonds, and the Series 2004 General Obligation Bonds. The amount of debt service savings realized is dependent on market conditions at the time of sale. Funds to cover the financing costs will be generated by the sale of certain bonds at an interest premium.
- 7.0 **ALTERNATIVES:** Rejection of this resolution will prevent the Authority from meeting its budgeted capital improvement goals and eliminate the current opportunity to refund a portion of the Series 1998 General Obligation Bonds, the Series 2001A General Obligation Bonds, and the Series 2004 General Obligation Bonds, resulting in the Authority's not realizing the debt service savings that the refunding would provide.
- 8.0 **RECOMMENDATION:** It is recommended that this resolution be adopted.
- 9.0 **ATTACHMENTS:** None.

Recommended and certified as appropriate to the availability of funds, legal form and conformance with the Procurement requirements.

CEO, General Manager/Secretary-Treasurer