

**TOBACCO SECURITIZATION AUTHORITY OF NORTHERN  
CALIFORNIA**

**700 H STREET, SUITE 3650  
SACRAMENTO, CALIFORNIA 95814-1280  
(916) 874-9039**

**BOARD OF DIRECTORS:**

**SUE FROST, CHAIR  
PATRICK KENNEDY, VICE CHAIR  
WILLIAM HORN, DIRECTOR**

**FLORENCE EVANS, SECRETARY  
BRITT FERGUSON, INTERIM TREASURER/CONTROLLER**

**APPROVED**  
BOARD OF DIRECTORS  
*By Reso # TSA-21-001*  
JAN 12 2021  
BY *Florence Evans*  
Clerk of the Board

For the Agenda of:  
January 12, 2021  
8:30 a.m.

To: Board of Directors,  
Tobacco Securitization Authority of Northern California

From: Britt Ferguson,  
Interim Treasurer/Controller

Subject: Consider Approval Of A Resolution Of The Board Of Directors Of The Tobacco Securitization Authority Of Northern California Approving The Form Of And Authorizing The Execution And Delivery Of An Amended And Restated Indenture And A Series 2021 Supplement And The Issuance Of One Or More Series Of Bonds With Respect Thereto, A First Supplement To Secured Loan Agreement, A Contract Of Purchase, An Offering Circular And A Continuing Disclosure Certificate And Other Actions In Connection Therewith

**RECOMMENDATIONS:**

That the Board of Directors of the Tobacco Securitization Authority of Northern California (the Authority) take the following action:

- Adopt a resolution of the Board of Directors of the Tobacco Securitization Authority of Northern California approving the form of and authorizing the execution and delivery of an amended and restated indenture and a series 2021 supplement and the issuance of one or more series of bonds with respect thereto, a first supplemental to secured loan agreement, a

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contract of purchase, an offering circular and a continuing disclosure certificate and certain other actions in connection therewith.

**BACKGROUND:**

On October 10, 2000, the Sacramento County Board of Supervisors approved Joint Exercise of Powers Agreements with the County of San Diego to create two joint powers authorities for the express purpose of facilitating a tobacco revenues securitization for each county. The County of San Diego approved the agreements on October 17, 2000. The Tobacco Securitization Authority of Northern California is the governmental entity that issued bonds on behalf of Sacramento County. The Tobacco Securitization Authority of Southern California issued bonds on behalf of San Diego County.

On August 23, 2001, the Authority issued its Tobacco Settlement Asset-Backed Bonds, Series 2001, in the amount of \$199,620,000 (2001 Bonds), and maturing in June 2041, secured by the anticipated revenues from the national Tobacco Litigation Settlement (TLS). This allowed the County to sell its entire revenue stream from the TLS payments to the Sacramento County Tobacco Securitization Corporation (Corporation), thereby shifting all of the risk of the receipt of TLS payments to investors, in exchange for a large up-front payment in the form of bond proceeds, which funded an Endowment Fund and funding for capital projects.

On December 6, 2005, the Authority issued its Tobacco Settlement Asset-Backed Bonds, Series 2005 Refunding, in the amount of \$255,486,288 (2005 Bonds), and maturing in June 2045. This issuance refunded the 2001 Bonds and provided an additional \$63,225,245 in bond proceeds for capital projects.

**DISCUSSION:**

As of December 1, 2020, there was be \$263.5 million of principal outstanding of the 2005 Bonds, including accreted interest on the Capital Appreciation Bonds (CABs). Should the Authority not take action to approve the attached financing and related documents, it is estimated that there will be a payment default on the 2005 Bonds beginning on June 1, 2038. The following table describes the

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outstanding 2005 Bonds in greater detail with how they are expected to be paid and if there will be a draw on reserves to make a payment.

Series 2005 Outstanding Bonds										
Maturity Date (6/1)	Series	Description	Coupon	Issued (\$000s)	Outstanding (\$000s)*	Original Expected Maturity	Expected Payment Default**	Paid with Reserve Draw**	Expected Maturity**	Ratings (M/S&P)
2023	2005A-1	Sr. Turbo	4.750%	\$45,825	\$16,215	2015	N/A	Yes	2023	Baa1/BBB
2027	2005A-2	Sr. Turbo	5.400%	12,469	14,235	2017	N/A	Yes	2027	B2/B
2038	2005A-1	Sr. Turbo	5.375%	87,290	87,290	2024	2038	Yes	2047	B3/B-
2045	2005A-1	Sr. Turbo	5.500%	86,570	86,570	2028	2038	N/A	2047	B3/B-
2045	2005B	Sub. CAB	5.900%	11,674	27,905	2030	2045	N/A	2058	NR/CCC-
2045	2005C	Sub. CAB	6.700%	11,659	31,302	2033	2045	N/A	Never	NR/CCC-
				\$255,486	\$263,517					

\*CABs accreted value as of 12/1/2020

\*\*Assumes IHS forecast and future Non-Participating Manufacturer Adjustment

Currently there is an opportunity to refund all or a portion of the 2005 Bonds and take advantage of low interest rates. In order for any refunding bonds, secured and payable solely from Tobacco Settlement Revenues (TSRs), to be issued on a tax-exempt basis, the County must retain a substantial interest in the TSRs with a present value of at least 10% of the present value of the entire TSR stream. Should the refunding not produce sufficient residual value to pass this so-called Debt/Equity Test, taxable refunding bond could also be issued.

The Tobacco Securitization Authority of Northern California Tobacco Settlement Asset-Backed Refunding Bonds (Sacramento County Tobacco Securitization Corporation), Series 2021 (the Series 2021 Bonds) are anticipated to be issued as Class 1 and Class 2 Senior Bonds, which is a modern "senior/subordinate" structure that can be issued in a "senior" capacity to the existing subordinate CABs to provide the maximum structural flexibility if a partial refunding is the better option. This will allow maximum flexibility should the market change in a way that does not allow a full refunding of the 2005 Bonds.

The structure is anticipated to include: (i) Class 1 Fixed Amortization Serial Bonds maturing through 2040 and a traditional term bond maturing in 2049 with mandatory sinking fund requirements (collectively, the "Series 2021A Bonds"), (ii) Class 2 Turbo bonds with stated maturity dates in 2030 and 2049

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(collectively, the "Series 2021B-1 Bonds"), and (iii) Class 2 Turbo CABs with a stated maturity date of 2060 (the "Series 2021B-2 Bonds").

The amount of each of the Series of Series 2021 Bonds will be issued at an amount to achieve the highest rating available within each maturity from S&P and the ratings will range as shown in the following table. The CABs will not be rated.

Series	Type	Final Maturity	Estimated Par	Assumed Rating
2021-A-1 Class 1 Senior Bonds	Serial	6/1/2040	\$ 124,625,000	A and A-
2021-A-1 Class 1 Senior Bonds	Term	6/1/2049	\$ 37,505,000	BBB+
2021-B-1 Class 2 Senior Bonds	Turbo Term	6/1/2030	\$ 6,200,000	BBB+
2021-B-1 Class 2 Senior Bonds	Turbo Term	6/1/2049	\$ 26,800,000	BBB-
2021-B-2 Class 2 Senior Bonds	Turbo CAB	6/1/2060	\$ 79,696,789	NR

The following table represents estimated sources and uses and contains required information as required by SB 1029 (Government Code Section 5852.1) and is based on interest rates as of December 2, 2020 as provided by the Underwriter for the Series 2021 Bonds, Jefferies, LLC. It is estimated that with the issuance of the bonds there is a potential for TSRs to be remitted to the Corporation on behalf of the County in Fiscal Year 2050/2051, rather than never remitting TSRs back to the Corporation on behalf of the County absent a refunding.

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<b>Good Faith Estimate</b>		
<b>Sources:</b>		
<b>Bond Proceeds</b>		
Par Amount	\$	237,321,789
Net Premium	\$	25,611,824
<b>Other Sources of Funds</b>		
Senior Liquidity Reserve Account	\$	15,750,128
<b>Total Sources</b>	<b>\$</b>	<b>278,683,740</b>
<b>Uses:</b>		
<b>Refunding Escrow Deposits:</b>		
Cash Deposit	\$	266,127,667
<b>Other Fund Deposits:</b>		
Class 1 Liquidity Reserve Account	\$	9,011,425
Class 2 Liquidity Reserve Account	\$	1,425,250
<b>Subtotal Other Fund Deposits</b>	<b>\$</b>	<b>10,436,675</b>
<b>Delivery Date Expenses:</b>		
Cost of Issuance	\$	685,488
Underwriter's Discount	\$	1,433,910
<b>Subtotal Delivery Date Expenses</b>	<b>\$</b>	<b>2,119,399</b>
<b>Total Uses:</b>	<b>\$</b>	<b>278,683,740</b>



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<b>Bond Summary Statistics Estimated</b>			
All In True Interest Cost			3.53%
Par Amount		\$	237,321,789
Total Interest		\$	81,546,513
Total Debt Service		\$	410,732,278
Average Annual Debt Service		\$	14,490,751
PV Savings @5%*		\$	61,218,269
PV Savings as a percentage			23.18%
*Savings analysis limited to 2080 (Revenues assumed in perpetuity from 2050)			

County Debt Utilization Committee

On December 18, 2020 the County Debt Utilization Committee (CDUC) comprised of County Counsel, Interim Chief Fiscal Officer (Cindy Nichol), Administrative Services Deputy County Executive, Public Works and Infrastructure Deputy County Executive/Interim Municipal Services County Executive, Director of Finance, and the County Debt Officer met to consider the issuance of the Series 2021 Bonds. At that time the CDUC recommended that the Board of Supervisors, Board of the Authority and the Board of the Authority approve the issuance as described above.

Legal Issues

The underlying legal documents related to this financing have been prepared by the County’s Bond Counsel (Orrick, Herrington & Sutcliffe LLP) or the Disclosure Counsel (Hawkins Delafield and Wood LLP) and reviewed by the County Counsel’s Office. County Counsel has reviewed and approved this item including the resolution and the attachments.

Respectfully submitted,



Britt Ferguson  
 Authority Interim Treasurer/Controller

Consider Approval Of A Resolution Of The Board Of Directors Of The Tobacco Securitization Authority Of Northern California Approving The Form Of And Authorizing The Execution And Delivery Of An Amended And Restated Indenture And A Series 2021 Supplement And The Issuance Of One Or More Series Of Bonds With Respect Thereto, A First Supplement To Secured Loan Agreement, A Contract Of Purchase, An Offering Circular And A Continuing Disclosure Certificate And Other Actions In Connection Therewith

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Attachments: Item 2

Resolution

- ATT 1 – Amended And Restated Indenture
- ATT 2 – Series 2021 Supplement
- ATT 3 – First Supplement to Secured Loan Agreement
- ATT 4 – Contract of Purchase
- ATT 5 – Preliminary Offering Circular
- ATT 6 – Continuing Disclosure Certificate
- ATT 7 – Post-Issuance Services Agreement
- ATT 8 – Debt Management Policy

cc: Colin Bettis, County Debt Officer  
Michele Crichlow, Debt Finance Manager, County of San Diego

TOBACCO SECURITIZATION AUTHORITY OF NORTHERN CALIFORNIA

**RESOLUTION NO. TSA-21-001**

RESOLUTION OF THE BOARD OF DIRECTORS OF THE TOBACCO SECURITIZATION AUTHORITY OF NORTHERN CALIFORNIA APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED INDENTURE AND A SERIES 2021 SUPPLEMENT AND THE ISSUANCE OF ONE OR MORE SERIES OF BONDS WITH RESPECT THERETO, A FIRST SUPPLEMENT TO SECURED LOAN AGREEMENT, A CONTRACT OF PURCHASE, AN OFFERING CIRCULAR AND A CONTINUING DISCLOSURE CERTIFICATE AND CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, pursuant to Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (Sections 6500-6599) (the "Act"), two or more public agencies may by agreement jointly exercise any power common to the contracting parties;

WHEREAS, the Act authorizes public agencies by agreement to create a joint exercise of powers entity which has the power to exercise any powers common to the participating public agencies as specified in such agreement and to exercise the additional powers granted to it pursuant to the Act;

WHEREAS, pursuant to the Act, the County of Sacramento (the "County") and the County of San Diego entered into a joint exercise of powers agreement (as amended, the "Agreement") pursuant to which the Tobacco Securitization Authority of Northern California (the "Authority") was created;

WHEREAS, the County of Sacramento (the "County") was previously entitled to be paid certain payments (such right to be paid, the "Sacramento County Tobacco Settlement Revenues") payable to the State of California (the "State") pursuant to the Master Settlement Agreement among a number of jurisdictions, including the State, and certain tobacco manufacturing companies, all pursuant to a Memorandum of Understanding dated August 5, 1998 and an Agreement Regarding Interpretation of the Memorandum of Understanding, dated January 18, 2000;

WHEREAS, in 2001, the County sold the Sacramento County Tobacco Settlement Revenues to the Sacramento County Tobacco Securitization Corporation (the "Corporation") pursuant to a purchase and sale agreement to obtain money to fund public capital improvements and programs deemed necessary to meet the social needs of the population of the County, all as provided by law;

WHEREAS, in order to fund the purchase price for the Sacramento County Tobacco Settlement Revenues, the Corporation pledged and assigned all of its rights to the Sacramento County Tobacco Settlement Revenues to the Authority to secure repayment of a loan (the "2001 Loan") made by the Authority to the Corporation under the terms of a secured loan agreement;



WHEREAS, the 2001 Loan was funded from the proceeds of the Authority's Tobacco Settlement Asset-Backed Bonds (Sacramento County Tobacco Securitization Corporation), Series 2001A and Series 2001B (the "Series 2001 Bonds"), which Series 2001 Bonds were payable solely from the 2001 Loan payments made by the Corporation from the Sacramento County Tobacco Settlement Revenues;

WHEREAS, in 2005, the Authority issued its Tobacco Settlement Asset-Backed Bonds (Sacramento County Tobacco Securitization Corporation), Series 2005 (the "Series 2005 Bonds"), pursuant to an Indenture, dated as of December 1, 2005 (the "Original Indenture"), as supplemented by a Series 2005 Supplement, dated as of December 1, 2005 (the "2005 Supplement"), each between the Authority and The Bank of New York Mellon Trust Company, N.A. (formerly, The Bank of New York Trust Company, N.A.), as trustee (the "Trustee");

WHEREAS, concurrently with the execution and delivery of the Original Indenture and the Series 2005 Supplement, the Authority executed and delivered the Secured Loan Agreement, dated as of December 1, 2005 (the "Original Loan Agreement"), between the Corporation and the Authority;

WHEREAS, under the Original Loan Agreement, the Corporation pledged and assigned all of its rights in the Sacramento County Tobacco Settlement Revenues to the Authority to secure repayment of a loan (the "2005 Loan") made by the Authority to the Corporation for the purpose of refunding the Series 2001 Bonds;

WHEREAS, in order to achieve interest rate savings, the Authority desires to refund through redemption and defeasance or open market purchase and cancellation all or a portion of the Series 2005 Bonds through the issuance of one or more series of its Tobacco Settlement Asset-Backed Refunding Bonds (Sacramento County Tobacco Securitization Corporation), Series 2021 (collectively, the "Series 2021 Bonds"), pursuant an Amended and Restated Indenture (the "Amended and Restated Indenture"), which amends and restates the Original Indenture in accordance with Section 10.01 of the Original Indenture, as supplemented by a Series 2021 Supplement (the "Series 2021 Supplement"), between the Authority and the Trustee (the Original Indenture, as amended and restated by the Amended and Restated Indenture, collectively with the Series 2005 Supplement and the Series 2021 Supplement, are hereafter referred to herein as the "Indenture");

WHEREAS, the Series 2021 Bonds are intended to be issued as Refunding Bonds under the Original Indenture;

WHEREAS, the Authority intends to loan the net proceeds of the Series 2021 Bonds to the Corporation pursuant to a supplement to the Original Loan Agreement (the "First Supplement to Loan Agreement" and together with the Original Loan Agreement, the "Loan Agreement"), between the Authority and the Corporation;

WHEREAS, in connection with the foregoing, the Authority also desires to execute and deliver a contract of purchase (the "Contract of Purchase") and a continuing disclosure certificate or agreement (the "Continuing Disclosure Certificate") and approve the form of offering circular relating to the Series 2021 Bonds (the "Offering Circular");

WHEREAS, the Authority intends to adopt the terms of the Debt Management Policy as its local debt policies, and the Authority's sale and issuance of the Series 2021 Bonds as contemplated by this Resolution is in compliance with the Debt Management Policy; and

WHEREAS, there have been presented to the Board of Directors (the "Board") of the Authority the following documents and agreements:

- (1) A proposed form of Amended and Restated Indenture,
- (2) A proposed form of Series 2021 Supplement,
- (3) A proposed form of First Supplement to Loan Agreement,
- (4) A proposed form of Contract of Purchase,
- (5) A proposed form of Continuing Disclosure Certificate,
- (6) A proposed form of Offering Circular to be used in connection with the offering and sale of the Bonds,
- (7) A proposed form of Post-Issuance Services Agreement, and
- (8) A proposed form of Debt Management Policy.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED by the Board of Directors of the Authority, as follows:

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

Section 2. Pursuant to the Act and the Amended and Restated Indenture, the Authority is hereby authorized to issue one or more series of its bonds designated as the Tobacco Securitization Authority of Northern California Tobacco Settlement Asset-Backed Refunding Bonds, with appropriate series designation, in a combined aggregate initial principal amount (taking into account the initial principal amount of any capital appreciation bonds) not to exceed three hundred million dollars (\$300,000,000). The Series 2021 Bonds shall be issued and secured in accordance with the terms of, and shall be in the form set forth in, the Amended and Restated Indenture and Series 2021 Supplement presented at this meeting, provided that (i) the final maturity of the Series 2021 Bonds shall not exceed June 1, 2060, (ii) the Series 2021 Bonds shall have a maximum true interest cost of 5.00%, and (iii) such refunding of the Series 2005 Bonds produces a net present value savings of at least 3.00% of the principal amount of the Series 2005 Bonds to be refunded. The Series 2021 Bonds shall be executed by the manual or facsimile signature of the Chair of the Authority or the Vice Chair of the Authority, and attested by the manual or facsimile signature of the Secretary of the Authority.

Section 3. The form of the Amended and Restated Indenture as presented to this meeting is hereby approved. Each member of the Board, the Chair, the Vice Chair, and the Treasurer/Controller of the Authority (each, an "Authorized Officer") is hereby authorized and

directed to execute and deliver the Amended and Restated Indenture on behalf of the Authority, which shall be in substantially the form presented to this meeting, with such changes therein, deletions therefrom and additions thereto as such Authorized Officer shall approve, which approval shall be conclusively evidenced by the execution and delivery of the Amended and Restated Indenture. For avoidance of doubt, the Chief Fiscal Officer of the County (including any person acting as interim Chief Fiscal Officer) is acting as the Treasurer/Controller of the Authority.

Section 4. The form of the Series 2021 Supplement as presented to this meeting is hereby approved. Each Authorized Officer is hereby authorized and directed to execute and deliver the Series 2021 Supplement on behalf of the Authority, which shall be in substantially the form presented to this meeting, with such changes therein, deletions therefrom and additions thereto as such Authorized Officer shall approve, which approval shall be conclusively evidenced by the execution and delivery of such Series 2021 Supplement. The number of series or subseries, principal amounts, accreted value at maturity, dated date, maturity dates or dates, interest rate or rates, accretion rate or rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption, designation as taxable, tax-exempt, current interest, capital appreciation or convertible capital appreciation bond and other terms of the Series 2021 Bonds shall be as provided in the Series Supplement, as finally executed.

Section 5. The form of the First Supplement to Loan Agreement as presented to this meeting is hereby approved. Each Authorized Officer is hereby authorized and directed to execute and deliver the First Supplement to Loan Agreement on behalf of the Authority, which shall be in substantially the form presented to this meeting, with such changes therein, deletions therefrom and additions thereto as such Authorized Officer shall approve, which approval shall be conclusively evidenced by the execution and delivery of the First Supplement to Loan Agreement.

Section 6. The form of the Contract of Purchase as presented to this meeting is hereby approved, provided that, the aggregate underwriting discount shall not exceed 0.65 percent (0.65%) of the aggregate initial principal amount of the Series 2021 Bonds. Each Authorized Officer is hereby authorized and directed to execute and deliver the Contract of Purchase on behalf of the Authority, which shall be in substantially the form presented to this meeting, with such changes therein, deletions therefrom and additions thereto as such Authorized Officer shall approve, which approval shall be conclusively evidenced by the execution and delivery of such Contract of Purchase.

Section 7. The form of the Continuing Disclosure Certificate as presented to this meeting is hereby approved. Each Authorized Officer is hereby authorized and directed to execute and deliver the Continuing Disclosure Certificate on behalf of the Authority, which shall be in substantially the form presented to this meeting, with such changes therein, deletions therefrom and additions thereto as such Authorized Officer shall approve, which approval shall be conclusively evidenced by the execution and delivery of such Continuing Disclosure Certificate.

Section 8. The form of the Offering Circular in preliminary form as presented to this meeting is hereby approved. Each Authorized Officer is hereby authorized and directed to execute and deliver Offering Circular on behalf of the Authority, which shall be in substantially the form presented to this meeting, with such changes therein, deletions therefrom and additions thereto as such member shall approve, which approval shall be conclusively evidenced by the execution and delivery of such Offering Circular. Each Authorized Officer is hereby authorized to cause the Offering Circular to be deemed final as of its date and to be distributed to the potential purchasers of the Series 2021 Bonds in substantially the form presented to this meeting with such changes, insertions and deletions therein as the officer deeming the Offering Circular final may approve, such approval to be conclusively evidenced by deeming the Offering Circular final. The Offering Circular in final form is also authorized to be distributed to the purchasers of the Series 2021 Bonds.

Section 9. The Series 2021 Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Series 2021 Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Series 2021 Bonds, when duly executed and authenticated, to the purchaser or purchasers thereof in accordance with written instructions executed on behalf of the Authority by an Authorized Officer, which any Authorized Officer, acting alone, is authorized and directed, for and on behalf of the Authority, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Series 2021 Bonds to the purchaser or purchasers thereof, upon payment of the purchase price thereof.

Section 10. The refunding of all or a portion of the Series 2005 Bonds is hereby approved. Each Authorized Officer is hereby authorized and directed to make or approve any additions, deletions or modifications to the documents approved hereby and to do any and all things and to execute any and all documents which they may deem necessary or desirable in order to implement the refinancing of all or a portion of the Series 2005 Bonds.

Section 11. The Treasurer of the Authority is hereby authorized to take all actions necessary to direct investment of funds under the Indenture.

Section 12. The form of Post-Issuance Services Agreement, between the Authority and BLX Group, a subsidiary of Orrick, Herrington & Sutcliffe LLP, as presented to this meeting is hereby approved. Each Authorized Officer is hereby authorized and directed to execute and deliver the Post-Issuance Services Agreement on behalf of the Authority, which shall be in substantially the form presented to this meeting, with such changes therein, deletions therefrom and additions thereto as such member shall approve, which approval shall be conclusively evidenced by the execution and delivery of the Post-Issuance Services Agreement.

Section 13. The form of Debt Management Policy, as presented to this meeting is hereby approved, and the Series 2021 Bonds authorized to be issued pursuant to this Resolution are consistent with such Debt Management Policy.

Section 14. All actions heretofore taken by the officers and employees of the County of Sacramento on behalf of the Authority with respect to the issuance of the Series 2021 Bonds, including the execution of a rating agency engagement letter with respect to the Series 2005

Bonds and/or the Series 2021 Bonds with Standard & Poor's Ratings Service, or in connection with or related to any of the agreements or documents referred to herein, are hereby approved, confirmed, and ratified.

Section 15. Each Authorized Officer is hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all additional agreements, documents and certificates in connection with the issuance of the Series 2021 Bonds and the refunding of the Series 2005 Bonds, including but not limited to certificates related to the issuance of the Series 2021 Bonds and the amendment and restatement of the Original Indenture, tax certificates, escrow agreements, administrative services agreements and other documents which they may deem necessary or desirable in order to implement the Amended and Restated Indenture, the Series 2021 Supplement, the First Amendment to Loan Agreement, the Contract of Purchase, the Continuing Disclosure Certificate, the Offering Circular or the Post-Issuance Services Agreement and otherwise to carry out, give effect to and comply with the terms and intent of this resolution; and all such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 16. The Board hereby approves the execution and delivery of any and all agreements, documents, certificates and instruments referred to herein with electronic signatures under the California Uniform Electronic Transactions Act and digital signatures under Section 16.5 of the Government Code using DocuSign.

Section 17. This resolution shall take effect immediately upon its adoption.



ON A MOTION by Director Sue Frost, and seconded by Director Patrick Kennedy, the foregoing resolution was passed and adopted by the Board of Directors of the Tobacco Securitization Authority of Northern California, State of California, this 12th day of January, 2021, by the following vote, to wit:

AYES: Directors Fletcher, Frost, Kennedy

NOES: None

ABSENT: None

ABSTAIN: None

RECUSAL: None  
(PER POLITICAL REFORM ACT (§ 18702.5))



ATTEST:

Chair of the Board of Directors of the  
Tobacco Securitization Authority of Northern California

Secretary of the Board of Directors of the  
Tobacco Securitization Authority of Northern California

In accordance with Section 25103 of the Government Code  
of the State of California a copy of the document has been  
delivered to the Chair on 1-12-2021

By: Deputy Clerk, Board of Directors

**FILED**  
BOARD OF DIRECTORS

JAN 12 2021

BY CLERK OF THE BOARD