

## NOTICE INVITING BIDS

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### LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY PROPOSITION C SALES TAX REVENUE BONDS, SENIOR BONDS, SERIES 2021-A

NOTICE IS HEREBY GIVEN that electronic bids will be received by the Los Angeles County Metropolitan Transportation Authority (“**LACMTA**”) for the purchase of \$(PAR)\* aggregate principal amount of its Proposition C Sales Tax Revenue Bonds, Senior Bonds, Series 2021-A (the “**Series 2021-A Bonds**”). Electronic bids for the purchase of the Series 2021-A Bonds will be accepted through the use of the electronic bidding system of Ipreo’s BiDCOMP™/PARITY® System (“**Parity**” or the “**Approved Provider**”). The bids for the Series 2021-A Bonds will be received on the date and up to the time specified below:

Date and Time: [SALE DATE], 2021  
[8:30 a.m. until 8:45 a.m.] (California Time), unless extended in accordance with the Two Minute Rule, as described under “TERMS OF SALE – Information Regarding Electronic Bids.”

Submission of Electronic Bids: **No written bids or facsimile bids will be accepted.**

All electronic bids shall be deemed to incorporate the provisions of the Bid Form attached hereto. See instructions under “TERMS OF SALE—Form of Bid; Interest Rate” and “TERMS OF SALE—Additional Information” herein.

Bids will be considered by LACMTA at the time set forth above at One Gateway Plaza, Treasury Department, 21<sup>st</sup> Floor, Los Angeles, California 90012. Action will be taken awarding the Series 2021-A Bonds or rejecting all bids for the Series 2021-A Bonds as set forth herein.

***Important Note:*** This notice will be submitted to Thomson Municipal Market Monitor ([www.tm3.com](http://www.tm3.com)) (“**TM3**”) and Parity. In the event TM3’s or Parity’s summary of the terms of sale of the Series 2021-A Bonds disagrees with this Notice Inviting Bids, the terms of this Notice Inviting Bids shall control (unless notice of a modification or amendment hereto is given as described herein).

### DESCRIPTION OF THE SERIES 2021-A BONDS

#### Issuance

The Series 2021-A Bonds will be issued under the terms of the Amended and Restated Trust Agreement, dated as of January 1, 2010, as amended and supplemented (the “**Trust Agreement**”), by and between LACMTA and U.S. Bank National Association, as trustee (the

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\* Preliminary; subject to change.

“*Trustee*”). In connection with the issuance of the Series 2021-A Bonds, LACMTA will enter into a Thirty-Second Supplemental Trust Agreement, to be dated as of [\_\_\_\_\_] 1, 2021 (the “*Thirty-Second Supplemental Agreement*”), by and between LACMTA and the Trustee, to provide for the issuance of the Series 2021-A Bonds and related matters. This Notice Inviting Bids refers to the Trust Agreement and the Thirty-Second Supplemental Agreement as the “*Agreement*.”

**The terms of issuance, security and sources of repayment, optional and mandatory redemption provisions, tax opinion, and all other information regarding the Series 2021-A Bonds and LACMTA are described in the Preliminary Official Statement, dated [POS DATE], relating to the Series 2021-A Bonds (the “*Preliminary Official Statement*”), which each bidder must have obtained and reviewed prior to bidding for the Series 2021-A Bonds. This notice governs only the terms of sale, bidding and closing procedures.**

### **Payment; Book-Entry-Only**

The Series 2021-A Bonds will be issued in registered form only, without coupons, in denominations of \$5,000 or any integral multiple thereof (“*Authorized Denominations*”). The Series 2021-A Bonds will initially be issued in book-entry form only, registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“*DTC*”). Purchasers will not receive certificates from LACMTA representing their interest in the Series 2021-A Bonds. Payments of principal and interest will be made by the Trustee to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Series 2021-A Bonds. See the discussion of the Book-Entry-Only System in Appendix G to the Preliminary Official Statement.

### **Interest Payment Dates**

The Series 2021-A Bonds will be dated their date of delivery ([DELIVERY DATE])\* (the “*Date of Delivery*”). The Series 2021-A Bonds will bear interest at the specified rate from such date and such interest shall be payable on January 1, 2022 and semiannually thereafter on each July 1 and January 1 until maturity or earlier redemption thereof. The Series 2021-A Bonds shall bear interest at the rates to be fixed upon the sale thereof.

### **Principal Amount and Maturities**

The Series 2021-A Bonds will be issued in the aggregate principal amount of \$[PAR]\* (subject to adjustment as described below). The Series 2021-A Bonds will mature on July 1 in each of the years, and in the approximate amounts, in accordance with the schedule set forth in the Bid Form.

### **Adjustment of Principal Amount**

The principal amounts of each maturity set forth in the Bid Form for the Series 2021-A Bonds will reflect certain estimates of LACMTA and the Municipal Advisor with respect to the

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\* Preliminary; subject to change.

likely interest rate of the winning bid and the premium/discount contained in the winning bid. After selecting the winning bid, the principal amount contained in the Bid Form may be adjusted as necessary in the determination of the Municipal Advisor in \$5,000 increments to reflect the actual interest rates and any premium/discount in the winning bid, and/or to accommodate the structuring preferences or sizing requirements of LACMTA's Proposition C bonds (including the Series 2021-A Bonds). The dollar amount bid for the Series 2021-A Bonds by the winning bidder will be adjusted, if applicable, to reflect any such adjustment in the principal amount. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and original issue discount/premium, if any, but will not change the per bond underwriter's discount provided in the winning bid. Any such adjustment will be communicated to the winning bidder within twenty-seven (27) hours after the opening of the bid.

Changes in the principal amount made as described above will not affect the determination of the winning bidder or give the winning bidder any right to reject the Series 2021-A Bonds.

### **Serial Bonds and/or Term Bonds**

The Series 2021-A Bonds shall be issued as serial maturities as shown in the schedule set forth in the Bid Form, unless the bidder requests the creation of one or more term Series 2021-A Bonds by combining any two or more consecutive serial maturities of the Series 2021-A Bonds. For any term Series 2021-A Bond, the amount of principal paid in each year as the mandatory sinking fund payment shall be the amount shown in the Bid Form as maturing in such year. No term Series 2021-A Bond shall have a mandatory sinking fund payment prior to [July 1, 2037].

### **Optional Redemption**

[The Series 2021-A Bonds will be subject to optional redemption prior to their stated maturities. The Series 2021-A Bonds maturing on or before July 1, 20[\_\_\_] are not subject to optional redemption prior to their stated maturities. The Series 2021-A Bonds maturing on or after July 1, 20[\_\_\_] are subject to redemption at the option of the Authority on or after July 1, 20[\_\_\_], in whole or in part in Authorized Denominations at any time, from any moneys that may be provided for such purpose and at the redemption price of 100% of the principal amount of such Series 2021-A Bonds to be redeemed, plus accrued interest to the date fixed for redemption, without premium.]

## **TERMS OF SALE**

### **Form of Bid; Interest Rate**

Bidders must bid to purchase all and not part of the Series 2021-A Bonds, and must submit their bids through electronic means as provided in this Notice Inviting Bids. All electronic bids shall be deemed to incorporate the provisions of the Bid Form attached hereto.

Bidders must specify the rate or rates of interest which the Series 2021-A Bonds hereby offered for sale shall bear. All Series 2021-A Bonds maturing at any one time shall bear the same rate of interest. No interest rate on the Series 2021-A Bonds shall exceed 5.00% per

annum and each interest rate must be expressed in multiples of 1/8 or 1/20 of 1%. [Series 2021-A Bonds maturing on or after July 1, 20[\_\_\_] shall bear interest at no less than [\_\_\_]% per annum.]

Bidders may bid to purchase the Series 2021-A Bonds from LACMTA at a discount or with a premium. LACMTA reserves the right to reject any and all bids. Each bid must be in accordance with the terms and conditions set forth in this Notice Inviting Bids.

### **Information Regarding Electronic Bids**

Electronic bids must be submitted through the Approved Provider. Any electronic bid submitted through any other means shall be disregarded.

Bidders may change and submit bids as many times as they wish during the bidding period; provided, however, that each bid submitted subsequent to a bidder's initial bid must result in a lower true interest cost to LACMTA, when compared to the immediately preceding bid of such bidder. The last bid submitted by a bidder before the end of the auction will be compared to all other final bids submitted by others to determine the winning bidder. During the bidding, no bidder will see any other bidder's bid but each bidder will be able to see its ranking (*e.g.*, "Leader", "Cover", "3rd", etc.).

Each electronic bid submitted via the Approved Provider for the purchase of the Series 2021-A Bonds shall be deemed an offer to purchase the Series 2021-A Bonds in response to this Notice Inviting Bids, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the LACMTA. By submitting a bid for the Series 2021-A Bonds, a bidder represents and warrants to LACMTA that the bidder's bid is submitted for and on behalf of such bidder by an officer or agent who is duly authorized to bind the bidder to a legal, valid and enforceable contract for the purchase of the Series 2021-A Bonds.

If any provisions of this Notice Inviting Bids conflict with information provided by the Approved Provider, this Notice Inviting Bids shall control. The time as maintained by the Approved Provider shall constitute the official time with respect to all bids submitted.

LACMTA, the Municipal Advisor and Bond Counsel are not responsible for the proper operation of, and shall not have any liability for any delays or interruptions of or any damages caused by, the Approved Provider. Each bidder expressly assumes the risk of any incomplete, inaccurate or untimely bid submitted through the Approved Provider, including, without limitation, by reason of garbled transmissions, mechanical failure, slow or engaged telephone or telecommunications lines or any other cause. LACMTA is using the Approved Provider as a communications mechanism and not as LACMTA's agent to conduct electronic bidding for the Series 2021-A Bonds. LACMTA is not bound by any advice and determination of the Approved Provider to the effect that any particular bid complies with the terms of this Notice Inviting Bids. All costs and expenses incurred by prospective bidders in connection with their submission of bids through the Approved Provider are the sole responsibility of the bidders and LACMTA is not responsible for any of such costs or expenses. Further information about the Approved Provider, including any fee charged, may be obtained from Ipreo, 2nd Floor, 1359 Broadway, New York, New York 10018, Telephone: (212) 849 5021. LACMTA assumes no responsibility or liability for bids submitted through the Approved Provider. To the extent any instructions or

directions set forth by the Approved Provider conflict with this Notice Inviting Bids, the terms of this Notice Inviting Bids shall control.

LACMTA may regard the electronic submission of a bid through the Approved Provider (including information about the purchase price for the Series 2021-A Bonds and interest rate to be borne by the Series 2021-A Bonds and any other information included in such transmission) as though the same information were submitted by the bidder on the Bid Form and executed on the bidder's behalf by a duly authorized signatory. If such bid is accepted by LACMTA, this Notice Inviting Bids, the Bid Form and the information that is electronically transmitted through the Approved Provider shall form a contract and the winning bidder shall be bound by the terms of such contract.

### **Good Faith Deposit**

A Good Faith Deposit (the "**Deposit**") in the amount of \$[1,500,000] is required of the winning bidder for the Series 2021-A Bonds.

The winning bidder for the Series 2021-A Bonds is required to submit the Deposit payable to the order of "Los Angeles County Metropolitan Transportation Authority" in the form of a wire transfer as instructed by LACMTA or the Municipal Advisor not later than four (4) hours after LACMTA has notified the winning bidder of the award. If not so received, the bid of the lowest bidder will be rejected and LACMTA may direct the second lowest bidder to submit a Deposit and thereafter may award the sale of the Series 2021-A Bonds to the same. **No interest on a Deposit will accrue to the winning bidder.** The Deposit will be deposited in an escrow fund and applied to the purchase price of the Series 2021-A Bonds at the time of delivery of the Series 2021-A Bonds.

If after the award of the Series 2021-A Bonds, the winning bidder fails to complete the purchase on the terms stated in its bid, the Deposit received from such bidder by LACMTA will be retained by LACMTA as stipulated liquidated damages. No interest will be paid upon the Deposit made by any bidder. If the aggregate principal amount of the Series 2021-A Bonds is adjusted as described under the caption "DESCRIPTION OF THE SERIES 2021-A BONDS—Adjustments of Principal Amount," the winning bidder will not be required to make an additional deposit and will not be entitled to the return of any portion of the Deposit previously delivered except as described in this paragraph.

### **Best Bid**

If a satisfactory bid is received for the Series 2021-A Bonds, the Series 2021-A Bonds will be awarded to the lowest responsible bidder, considering the rate specified and the discount bid or premium offered, if any. The lowest responsible bidder shall be the bidder submitting a price for the Series 2021-A Bonds that results in the lowest true interest cost to LACMTA. The true interest cost shall be computed by doubling the semiannual interest rate (compounded semiannually) necessary to discount the debt service payments from their respective payment dates to the Date of Delivery of the Series 2021-A Bonds and to the price bid (including any premium or discount) not including accrued interest, if any. In the event two or more bids offer the same lowest true interest cost for the Series 2021-A Bonds, LACMTA reserves the right to

exercise its own discretion and judgment in making the award. In the event multiple bids are received from a single Bidder, LACMTA shall accept the best of such bids, and each Bidder agrees by submitting any bid to be bound by its best bid. LACMTA shall have the sole and absolute right to determine the lowest responsible bid in accordance with this Notice Inviting Bids. Upon accepting the best bid, LACMTA shall notify the bidder submitting such bid and shall reject all other bids. LACMTA's determination of the best bid shall be binding and final absent manifest error.

### **Opening of Bids; Award**

The electronic bids for the Series 2021-A Bonds will be retrieved at the time shown above. LACMTA intends to take action awarding the Series 2021-A Bonds or rejecting the bids for the Series 2021-A Bonds not later than twenty-seven (27) hours after the time herein prescribed for the receipt of bids, unless such time of award is waived by the winning bidder. LACMTA will notify the winning bidder of its decision to award the Series 2021-A Bonds to the winning bidder through delivery (via facsimile or other electronic means) of a signed Certificate of Award. Such Certificate of Award will be promptly delivered to the winning bidder after the award is made.

### **Establishment of Issue Price**

(a) The winning bidder shall assist LACMTA in establishing the issue price of the Series 2021-A Bonds and shall execute and deliver to LACMTA on the Date of Delivery of the Series 2021-A Bonds an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price of the Series 2021-A Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as Exhibit B, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, LACMTA and Bond Counsel.

(b) LACMTA intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the Series 2021-A Bonds) will apply to the initial sale of the Series 2021-A Bonds (the "*competitive sale requirements*") because:

(1) LACMTA shall disseminate this Notice Inviting Bids to potential underwriters in a manner that is reasonably designed to reach potential underwriters;

(2) all bidders shall have an equal opportunity to bid;

(3) LACMTA may receive bids for the Series 2021-A Bonds from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and

(4) LACMTA anticipates awarding the sale of the Series 2021-A Bonds to the bidder who submits a firm offer to purchase the Series 2021-A

Bonds at the highest price (or lowest interest cost), as set forth in this Notice Inviting Bids.

Any bid submitted pursuant to this Notice Inviting Bids shall be considered a firm offer for the purchase of the Series 2021-A Bonds, as specified in the bid.

**IN THE EVENT THAT THE COMPETITIVE SALE REQUIREMENTS ARE NOT SATISFIED, LACMTA WILL REJECT ALL BIDS AND CANCEL THE SALE.**

**BIDDERS SHOULD PREPARE THEIR BIDS ON THE ASSUMPTION THAT THE ISSUE PRICE OF THE SERIES 2021-A BONDS WILL BE THE REASONABLY EXPECTED INITIAL OFFERING PRICE TO THE PUBLIC.**

### **Right to Reject Bids; Waive Irregularities**

LACMTA reserves the right, in its discretion, to reject any and all bids and, to the extent permitted by law, to waive any irregularity or nonconformity in any bid.

### **Delivery and Payment; Book-Entry-Only**

Delivery of the Series 2021-A Bonds is expected to be made in the name of Cede & Co., as nominee of The Depository Trust Company in New York, New York on or about [DELIVERY DATE]\* (the Date of Delivery) and will be available to the winning bidder in book-entry form only, as more fully set forth in the Preliminary Official Statement. The winning bidder shall pay for the Series 2021-A Bonds in Los Angeles in immediately available federal funds on the Date of Delivery of the Series 2021-A Bonds to DTC. Any expense of providing federal funds shall be borne by the winning bidder.

### **Right of Cancellation**

The winning bidder shall have the right, at its option, to cancel the contract of purchase if LACMTA shall fail to deliver the Series 2021-A Bonds within sixty (60) days from the date of sale thereof, and in such event the winning bidder shall be entitled to the return of the Deposit accompanying its bid.

### **Equal Opportunity**

IT IS THE POLICY OF LACMTA TO ENSURE THAT DISADVANTAGED BUSINESS ENTERPRISE (“**DBE**”), SMALL BUSINESS ENTERPRISE (“**SBE**”), AND DISABLED VETERAN BUSINESS ENTERPRISE (“**DVBE**”) FIRMS AND ALL OTHER BUSINESS ENTERPRISES HAVE AN EQUAL OPPORTUNITY TO RECEIVE AND PARTICIPATE IN THE PERFORMANCE OF ALL LACMTA CONTRACTS. BIDDERS ARE REQUESTED TO ASSIST LACMTA IN IMPLEMENTING THIS POLICY BY TAKING ALL REASONABLE STEPS TO ENSURE THAT ALL BUSINESS ENTERPRISES,

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\* Preliminary; subject to change.

INCLUDING DBES, SBES AND DVBS, HAVE AN EQUAL OPPORTUNITY TO PARTICIPATE IN ANY SYNDICATE SUBMITTING A BID.

### **CUSIP number; Fees**

It is anticipated that CUSIP number will be printed on the Series 2021-A Bonds, but neither failure to print such numbers on any Series 2021-A Bonds nor any error with respect thereto shall constitute cause for a failure or refusal by the winning bidder thereof to accept delivery of and pay for the Series 2021-A Bonds. The Municipal Advisor will apply for CUSIP number for the proposed maturity of the Series 2021-A Bonds and submit the CUSIP number to the Approved Provider which will provide the CUSIP number to all bidders. It will be the responsibility of the winning bidder to notify the CUSIP Service Bureau of the final principal amount of the Series 2021-A Bonds. The CUSIP Service Bureau charge for assignment of the CUSIP number shall be paid for by the winning bidder.

### **Official Statement**

LACMTA has delivered a Preliminary Official Statement relating to the Series 2021-A Bonds and has authorized the use of said Preliminary Official Statement in connection with the sale of the Series 2021-A Bonds. The Preliminary Official Statement has been “deemed final” by LACMTA for purposes of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (“**Rule 15c2-12**”). Upon the sale of the Series 2021-A Bonds, LACMTA will prepare an Official Statement substantially in the same form as the Preliminary Official Statement subject to such amendments as are necessary, and will deliver such Official Statement to the winning bidder within seven (7) business days of the acceptance of bids by LACMTA. An electronic copy of the Official Statement will be supplied to the winning bidder of the Series 2021-A Bonds for this purpose at the expense of LACMTA. Printed copies may be obtained at the expense of the winning bidder.

### **Continuing Disclosure**

LACMTA will covenant and agree to enter into a written agreement or contract, constituting an undertaking to provide ongoing disclosure about LACMTA, for the benefit of the Bondholders on or before the Date of Delivery of the Series 2021-A Bonds as required by Section (b)(5)(i) of Rule 15c2-12, which undertaking shall be in the form as summarized in the Preliminary Official Statement, with such changes as may be agreed to in writing by the winning bidder.

Digital Assurance Certification, LLC (“**DAC**”) has been engaged by LACMTA to review and prepare a report on LACMTA’s compliance with its continuing disclosure undertakings with respect to its bonds during the past five years. Prospective bidders may obtain access to DAC’s report on its website by sending a written request via email to LACMTA (TreasuryDept@metro.net), referencing “Prop. C. 2021-A Bonds” in the email subject line, by no later than 12:00 noon California time on [DATE]. LACMTA will then request that DAC provide those bidders access to its online report. LACMTA can give no assurance as to the timeliness with which DAC will provide access to the report online or that the procedures performed by DAC in developing the report are sufficient for any purpose.



## **Ratings in Effect**

Each bid will be understood to be conditioned upon there being in place at the Date of Delivery of the Series 2021-A Bonds the same (or higher) rating or ratings, if any, as were in place with respect to the Series 2021-A Bonds on the date and at the time fixed for receiving bids.

## **Change in Tax-Exempt Status**

At any time before the Series 2021-A Bonds are tendered for delivery, the winning bidder may disaffirm and withdraw its bid if the interest received by private holders of obligations of the same type and character of the Series 2021-A Bonds (as determined by Bond Counsel) shall be declared to be includible in gross income under present federal income tax laws, either by a ruling of the Internal Revenue Service or by a decision of any federal court, or shall be declared taxable by the terms of any federal income tax law enacted subsequent to the date of this Notice Inviting Bids.

## **Information Required From Winning Bidder; Reoffering Price**

By making a bid for the Series 2021-A Bonds, the winning bidder agrees to provide to LACMTA, via facsimile or e-mail, within two (2) hours of the acceptance of its bid, price and yield information for the Series 2021-A Bonds, the aggregate production, the amount to be retained by the bidder as compensation (*i.e.*, the underwriter's discount), and such other information as is reasonably requested by Bond Counsel.

Additionally, by making a bid for the Series 2021-A Bonds, the winning bidder agrees (a) to provide all information necessary to complete the Official Statement; (b) to disseminate to all members of the underwriting syndicate copies of the Official Statement, including any supplements prepared by LACMTA; (c) to promptly file a copy of the final Official Statement, including any supplements prepared by LACMTA, with the Municipal Securities Rulemaking Board's ("**MSRB**") Electronic Municipal Market Access system; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and MSRB rules governing the offering, sale and delivery of the Series 2021-A Bonds to ultimate purchasers.

## **California Debt and Investment Advisory Commission Fee**

All bidders are advised that pursuant to Section 8856 of the California Government Code, it will be the responsibility of the winning bidder to pay the statutory fee to the California Debt and Investment Advisory Commission ("**CDIAC**") with respect to the Series 2021-A Bonds. CDIAC will invoice the winning bidder.

## **DTC Fee**

All fees due to DTC with respect to the Series 2021-A Bonds shall be paid by the winning bidder.

## **Legal Opinion; Closing Documents**

Each bid will be understood to be conditioned upon LACMTA furnishing to the winning bidder, without charge, concurrently with payment and delivery of the Series 2021-A Bonds, the following closing papers, each dated the Date of Delivery:

(a) ***Legal Opinion; Tax-Exempt Status.*** An opinion of Bond Counsel in substantially the form attached to the Preliminary Official Statement as Appendix E.

(b) ***No Litigation Certificate.*** A certificate of an official of LACMTA that there is no litigation pending concerning the validity of the Series 2021-A Bonds, the corporate existence of LACMTA or the entitlement of the officers legally responsible for the authorization, execution and delivery of the Series 2021-A Bonds to their respective offices.

(c) ***Official Statement Certificate.*** A certificate of an official of LACMTA stating that as of the date thereof and as of the Date of Delivery, to the best of the knowledge and belief of said official after reading and reviewing the Official Statement and any amendments thereto, the Official Statement together with any amendments thereto does not contain an untrue statement of a material fact or omit to state any material fact necessary, in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading.

(d) ***Continuing Disclosure Certificate.*** A Continuing Disclosure Certificate, in substantially the form attached to the Preliminary Official Statement as Appendix F, pursuant to which LACMTA will agree to provide certain financial information and operating data annually and notice of certain enumerated events.

(e) ***Receipt.*** A receipt of the Trustee showing that the purchase price of the Series 2021-A Bonds has been received by the Trustee.

## **Right to Modify or Amend**

LACMTA reserves the right to modify or amend this Notice Inviting Bids and the Bid Form, including, but not limited to, the right to adjust and change the principal amount of the Series 2021-A Bonds being offered and/or the structure of the offering; however, such notifications or amendments shall be made not later than 2:00 p.m., California Time, on the last business day prior to any date scheduled for receipt of bids and communicated through TM3 and via the PARITY® System at the website address <http://munis.ipreo.com> (the “***Approved Provider’s Website***”) and by facsimile transmission to any bidder timely requesting such notice.

## **Postponement; Rejection of Bids**

LACMTA reserves the right to postpone, from time to time, the date established for the receipt of bids. Any such postponement will be announced through TM3 and via the Approved Provider’s Website. If any date fixed for the receipt of bids and the sale of the Series 2021-A Bonds is postponed, any alternative sale date will be announced through TM3 and via the Approved Provider’s Website at least twenty-four (24) hours prior to such alternative sale date

and will be provided by facsimile transmission to any bidder timely requesting such notice. In addition, LACMTA reserves the right, on the date established for the receipt of bids, to reject all bids and establish a subsequent date on which bids for purchase of the Series 2021-A Bonds will again be received. If all bids are rejected and a subsequent date for receipt of bids is established, notice of the subsequent sale date will be announced via TM3 and via the Approved Provider's Website at least twenty-four (24) hours prior to such subsequent sale date and will be provided by facsimile transmission to any bidder timely requesting such notice. On any such alternative sale date, any bidder may submit an electronic bid for the purchase of the Series 2021-A Bonds in conformity in all respects with the provisions of this Notice Inviting Bids except for the date of sale and except for the changes announced through TM3 and via the Approved Provider's Website at the time the sale date and time are announced.

### **Withdrawal of Series 2021-A Bonds for Sale**

LACMTA may, with prior notice, withdraw the Series 2021-A Bonds for sale.

### **Blue Sky Laws**

The winning bidder will be responsible for the clearance or exemption with respect to the status of the Series 2021-A Bonds for sale under the securities or "Blue Sky" laws of the several states and the preparation of any surveys or memoranda in connection therewith.

### **Governing Law**

This Notice Inviting Bids and the Series 2021-A Bonds shall be governed by and construed in accordance with the laws of the State of California.

### **Additional Information**

For further information respecting the terms and conditions of the Series 2021-A Bonds, bidders are referred to the Trust Agreement, the Thirty-Second Supplemental Agreement and the Preliminary Official Statement. An electronic copy of the Preliminary Official Statement and other information concerning the proposed financing will be furnished upon request made to the Municipal Advisor: KNN Public Finance, LLC, 2054 University Avenue, Suite 300, Berkeley, California 94704; Telephone: (510) 208-8288; Attention: Nedko Nedev. Additionally, an electronic copy of the Preliminary Official Statement and this Notice Inviting Bids can be obtained in electronic format at [www.MuniOS.com](http://www.MuniOS.com).

Given by order of the Los Angeles County Metropolitan Transportation Authority on [POS DATE].

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
[Donna R. Mills, Treasurer]

**EXHIBIT A**

**BID FORM**

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY  
PROPOSITION C SALES TAX REVENUE BONDS,  
SENIOR BONDS, SERIES 2021-A**

[SALE DATE], 2021

The Honorable Board of Directors of  
the Los Angeles County Metropolitan  
Transportation Authority  
c/o Treasurer  
One Gateway Plaza, 21<sup>st</sup> Floor  
Treasury Department  
Los Angeles, CA 90012

Ladies and Gentlemen:

Subject to the provisions of and in accordance with the terms of the Notice Inviting Bids, dated [POS DATE], of the Los Angeles County Metropolitan Transportation Authority (“*LACMTA*”) for its Proposition C Sales Tax Revenue Bonds, Senior Bonds, Series 2021-A (the “*Series 2021-A Bonds*”), which is incorporated herein and hereby made a part hereof:

We hereby offer to purchase all, but not less than all, of the \$[PAR]\* aggregate principal amount of the Series 2021-A Bonds described in the Notice Inviting Bids and to pay therefor the amount of \$\_\_\_\_\_. This offer is for the Series 2021-A Bonds maturing in the years, in the principal amounts, and bearing interest at the rate as follows:

<u>Maturity</u> <u>(July 1)</u>	<u>Principal</u> <u>Amount*</u>	Check if Term <u>Series</u> <u>2021-A</u> <u>Bonds ***</u>	<u>Interest</u> <u>Rate</u>	<u>Maturity</u> <u>(July 1)</u>	<u>Principal</u> <u>Amount*</u>	Check if Term <u>Series</u> <u>2021-A</u> <u>Bonds ***</u>	<u>Interest</u> <u>Rate</u>
[2024]	\$		%		\$		%

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\* Aggregate principal amount may be adjusted as set forth in the Notice Inviting Bids.

This bid is subject to acceptance not later than twenty-seven (27) hours after the expiration of the time established for the final receipt of bids.

In accordance with the Notice Inviting Bids, we agree that if we are the winning bidder, we will send a wire transfer of immediately available federal funds in the amount of \$[1,500,000] not later than four (4) hours after being informed by LACMTA that we are the winning bidder.

We acknowledge and agree that after we submit this bid, LACMTA may modify the aggregate principal amount of the Series 2021-A Bonds, subject to the limitations set forth in the Notice Inviting Bids.

We further acknowledge and agree that in the event that any adjustments are made to the principal amount of the Series 2021-A Bonds, we agree to purchase all of the Series 2021-A Bonds, taking into account such adjustments on the above specified terms of this bid for the Series 2021-A Bonds.

If we are the winning bidder, we will (a) within two (2) hours after being notified of the award of the Series 2021-A Bonds, advise LACMTA of the initial public offering price of the Series 2021-A Bonds; and (b) timely furnish the additional information described under the caption “TERMS OF SALE—Information Required from Winning Bidder; Reoffering Price” in the Notice Inviting Bids.

If we are the winning bidder and LACMTA so requests, we agree to provide to LACMTA a complete list of syndicate members, the actual allocation of the Series 2021-A Bonds and the orders placed by the syndicate members.

We have received and reviewed the Preliminary Official Statement with respect to the Series 2021-A Bonds (the “Preliminary Official Statement”) and as a condition to bidding on the Series 2021-A Bonds, have determined that we can comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

As of the date of award and as of the date of delivery of the Series 2021-A Bonds, all members of our syndicate either participate in DTC or clear through or maintain a custodial relationship with an entity that participates in said depository.

We have noted that payment of the purchase price is to be made in immediately available funds at the time of delivery of the Series 2021-A Bonds.

This bid is a firm offer for the purchase of the Series 2021-A Bonds, on the terms set forth in this Bid Form and the Notice Inviting Bids, and is not subject to any conditions, except as permitted by the Notice Inviting Bids. By submitting this bid, we confirm that we have an established industry reputation for underwriting new issuances of municipal bonds.

We understand that we may obtain printed copies of the Official Statement at our own expense.

We represent that we have full and complete authority to submit this bid on behalf of our bidding syndicate and that the undersigned will serve as the lead manager for the group if the Series 2021-A Bonds are awarded pursuant to this bid. We further certify (or declare) under penalty of perjury under the laws of the State of California that this bid is genuine, and not a sham or collusive, nor made in the interest of or on behalf of any person not herein named, and that the bidder has not directly or indirectly induced or solicited any other bidder to put in a sham bid or any other person, firm or corporation to refrain from bidding, and that the bidder has not in any manner sought by collusion to secure for itself an advantage over any other bidder.

Respectfully submitted,

By \_\_\_\_\_  
Account Manager  
Company Name: \_\_\_\_\_  
Telephone \_\_\_\_\_  
Facsimile \_\_\_\_\_

## EXHIBIT B

### WINNING BIDDER'S ISSUE PRICE CERTIFICATE

The undersigned, on behalf of \_\_\_\_\_ (the "Underwriter"), hereby certifies as set forth below with respect to the sale of the Los Angeles County Metropolitan Transportation Authority Proposition C Sales Tax Revenue Bonds, Senior Bonds, Series 2021-A (the "Bonds").

1. ***Reasonably Expected Initial Offering Price.***

(a) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by the Underwriter are the prices listed in Schedule A attached hereto (the "Expected Offering Prices"). The Expected Offering Prices are the prices for the Maturity of the Bonds used by the Underwriter in formulating its bid to purchase the Bonds. Attached as Schedule B hereto is a true and correct copy of the bid provided by the Underwriter to purchase the Bonds.

(b) The Underwriter was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by the Underwriter constituted a firm offer to purchase the Bonds.

2. ***Pricing Wire or Equivalent Communication.*** A copy of the pricing wire or equivalent communication for the Bonds is attached to this certificate as Schedule C.

3. ***Defined Terms.***

"*Authority*" means the Los Angeles County Metropolitan Transportation Authority.

"*Maturity*" means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

"*Public*" means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter.

"*Related Party*" A purchaser of any Bonds is a "Related Party" to an Underwriter if the Underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a

corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other).

“*Sale Date*” means the first day on which there is a binding contract in writing for the sale of the Bonds. The Sale Date of the Bonds is [SALE DATE], 2021.

“*Underwriter*” means (i) any person that agrees pursuant to a written contract with the Authority (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Authority with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority, in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Authority from time to time relating to the Bonds.

IN WITNESS WHEREOF, the undersigned has set their hand as of the date set forth below.

Dated: [DELIVERY DATE]

[UNDERWRITER]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_