

Date: January 28, 2026

To: Board of Directors

From: Sam Desue, Jr.



Subject: **RESOLUTION NO. 26-01-01 OF THE TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON (TRIMET) AUTHORIZING THE ISSUANCE OF PAYROLL TAX REVENUE BONDS**

1. Purpose of Item

This Resolution requests that the TriMet Board of Directors (Board) authorize the General Manager or his designee to issue payroll tax revenue bonds, in one or more series, to provide up to \$150,000,000 for projects plus additional amounts that are required to pay costs related to the bonds.

TriMet estimates that the total principal amount of revenue bonds required for this purpose will not exceed \$150,000,000 to pay for costs of issuance plus the costs of transit projects and transit supportive systems, including, without limitation, the following projects: Light Rail Vehicle Replacement, Tualatin Valley Highway Transit Improvements, 82nd Avenue Transit Improvements, the Columbia Bus Base, and an Enterprise Resource Planning System.

TriMet estimates that the \$150,000,000 for projects will be allocated as follows:

Light Rail Vehicle Replacement	\$ 89,000,000
Tualatin Valley Highway Transit Improvements	9,000,000
82 nd Avenue Transit Improvements	21,000,000
Columbia Bus Base	6,000,000
Enterprise Resources Planning System	25,000,000
	<u><u>\$ 150,000,000</u></u>

2. Type of Agenda Item

- ☐ Initial Contract
- ☐ Contract Modification
- ☒ Other: Issuance of Payroll Tax Revenue Bonds

3. Reason for Board Action

ORS 287A.150 (the “Act”) requires Board approval and a publication of notice before bonds may be issued pursuant to the Act.

4. **Type of Action** (*Procurement: check appropriate box*)

- ☒ Resolution
☐ Ordinance 1st Reading
☐ Ordinance 2nd Reading
☐ Other _____

5. **Background**

This Resolution authorizes the issuance and sale of revenue bonds to pay the costs of transit projects and transit supportive systems and costs of issuance as noted above.

6. **Financial/Budget Impact**

Payroll Tax Revenues will be pledged to pay debt service on the Senior Lien Payroll Tax Bonds and are anticipated to fully cover all debt service payments.

The proposed bond issues comply with and are consistent with TriMet's Debt Management Policy and Strategic Financial Plan.

7. **Impact if Not Approved:**

If this Resolution is not approved, TriMet will be unable to issue the Senior Lien Payroll Tax Revenue Bonds on schedule. This will impact TriMet's ability to move forward on the projects for which the proceeds are dedicated.

RESOLUTION NO. 26-01-01

RESOLUTION NO. 26-01-01 OF THE TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON (TRIMET) AUTHORIZING THE ISSUANCE OF PAYROLL TAX REVENUE BONDS

WHEREAS, it is financially feasible and in the best interests of TriMet to authorize the issuance of revenue bonds to provide \$150 million for costs of transit projects and transit supportive systems, including, without limitation, the following projects: Light Rail Vehicle Replacement, Tualatin Valley Highway Transit Improvements, 82nd Avenue Transit Improvements, the Columbia Bus Base, and an Enterprise Resource Planning System (collectively, the “Projects”);

WHEREAS, ORS 287A.150 and related provisions of ORS Chapter 287A (the “Act”) permit TriMet to authorize revenue bonds by publishing a notice describing the revenue bonds;

WHEREAS, unless at least five percent of TriMet’s electors sign and file a petition to refer the bonds to a vote within sixty days after the notice is published, TriMet may issue the revenue bonds described in the notice attached as Exhibit A;

WHEREAS, the revenue bonds authorized by this Resolution will be secured by payroll and self-employment taxes, State payments in-lieu of taxes and related amounts (collectively, the “Payroll Tax Revenues”);

WHEREAS, certain provisions of the Act, including ORS 287A.360 and ORS 287A.365 authorize TriMet to refund, subject to market conditions, all or a portion of TriMet’s outstanding obligations including revenue bonds secured by Payroll Tax Revenues (the “Refunded Bonds”);

WHEREAS, the Board adopts this Resolution to authorize the revenue bonds described in the notice that is attached to this Resolution as Exhibit A (the “New Money Bonds”) and any additional revenue bonds it may determine to be in the best interest of TriMet for purposes of refunding the Refunded Bonds (the “Refunding Bonds” and together with the New Money Bonds, the “Bonds”) and to delegate to TriMet staff the authority to sell and issue those Bonds;

WHEREAS, TriMet may spend money on the Projects (the “Expenditures”) before TriMet issues revenue bonds to finance the Projects and the rules of the United States Internal Revenue Service require TriMet to declare its official intent to reimburse itself for amounts that TriMet will spend before the revenue bonds are issued in order for TriMet to be reimbursed for such Expenditures from the proceeds of the revenue bonds, which may be issued in multiple series over time;

NOW, THEREFORE, BE IT RESOLVED:

Section 1. Revenue Bonds Authorized.

TriMet hereby authorizes the issuance of a principal amount of New Money Bonds that is sufficient to provide net proceeds of up to \$150 million to pay for costs of the Projects, plus additional amounts that are required to pay costs related to the bonds, including costs of issuance, capitalized interest, and funding debt service reserves. TriMet estimates that the total principal amount of revenue bonds required for this purpose will not exceed \$150 million.

TriMet also hereby authorizes the issuance of Refunding Bonds in an amount sufficient to refund the Refunded Bonds, including costs of issuance and funding debt service reserves, if necessary, pursuant to the authority granted by this Resolution. The revenue bonds described in this Section 1 (collectively, the “Bonds”) shall be issued and sold in accordance with the Act and this Resolution.

Section 2. Notice; Procedure.

In accordance with ORS 287A.150, the New Money Bonds may not be sold, and no purchase agreement for those bonds may be executed, until at least sixty (60) days after publication of the Notice of Revenue Bond Authorization in substantially the form which is attached to this Resolution as Exhibit A (the “Notice”). TriMet shall cause that notice to be published promptly after adoption of this Resolution. The Notice shall specify the last date on which petitions may be submitted and shall be published in at least one newspaper of general circulation within the boundaries of TriMet in the same manner as are other public notices of TriMet.

If TriMet receives petitions for an election, containing valid signatures of not less than five percent (5%) of TriMet’s electors, by the date indicated in the Notice, the question of issuing the New Money Bonds shall be placed on the ballot at the next legally available election date; and, no New Money Bonds may be sold until the question of issuing the New Money Bonds is approved by a majority of the electors of TriMet who vote on that question.

Section 3. Security.

The Bonds shall not be a general obligation of TriMet and shall not be payable from any other sources than as provided for herein. As security for the payment of the Bonds, TriMet pledges Payroll Tax Revenues described in the Trust Indenture dated April 1, 2001, as it has and may be amended (the “Indenture”) to the payment of the Bonds. The Bonds shall be issued on a senior lien basis under the terms of the Indenture, on parity with TriMet’s outstanding Senior Lien Payroll Tax Bonds issued under the Indenture. The owners of the Bonds will not have a lien on or security interest in the Projects or any other property financed with the proceeds of the Bonds.

Section 4. Delegation.

TriMet may sell and issue the Bonds pursuant to this Section 4 as soon as permitted by ORS 287A.150. The General Manager or the designee of the General Manager (each of whom is referred to as the “General Manager” in this Resolution) may take the following actions on behalf of TriMet:

- (1) Sell and issue the Bonds in one or more series, and in accordance with TriMet’s Debt Management Policy.
- (2) Participate in the preparation of, authorize the distribution of, and deem final the preliminary and final official statements and any other disclosure documents for each series of the Bonds.
- (3) Establish the final principal amounts, interest rates, payment terms and dates, and other terms for each series of the Bonds, select one or more lenders or underwriters and negotiate the terms of the sale of any series of Bonds with those lenders or underwriters, or publish a notice of sale, receive bids and award the sale of that series to the bidder complying with the notice and offering the most favorable terms to TriMet.

- (4) Execute one or more supplemental trust agreements that amend and supplement the Indenture and authorize and describe each series of Bonds. A supplemental trust agreement may contain any amendments or additional covenants for the benefit of the owners of the Bonds that the General Manager determines are desirable to facilitate compliance with the Indenture or sell the Bonds on favorable terms.
- (5) Undertake to provide continuing disclosure for each series of the Bonds in accordance with Rule 15c2-12 of the United States Securities and Exchange Commission.
- (6) Appoint and enter into agreements with paying agents and other professionals and service providers.
- (7) Designate the Bonds as “Green Bonds” if applicable.
- (8) Issue any series of Bonds with interest that is includable in gross income under the United States Internal Revenue Code of 1986, as amended (the “Code”).
- (9) Issue any series of Bonds with interest that is excludable from gross income under the Code, and enter into related covenants.
- (10) If the United States Congress permits TriMet to issue “interest subsidy bonds” or other forms of federally subsidized borrowings that lower TriMet’s borrowing costs, issue any series of Bonds in a manner that allows TriMet to achieve those lower costs, and enter into related covenants.
- (11) Select the Refunded Bonds and negotiate, execute and deliver any documents or agreements required in connection with refunding all or any portion of the Refunded Bonds including, without limitation, any escrow deposit agreements, forward delivery agreements, tender agent agreements and dealer manager agreements.
- (12) Execute and deliver any documents and take any other action in connection with the Bonds that the General Manager finds will be advantageous to TriMet.

Section 5. Declaration of Intent to Reimburse.

TriMet hereby declares its official intent to reimburse itself with the proceeds of the Bonds, which may be issued in multiple series over time, for any Expenditures with respect to the Projects paid prior to the issuance of the Bonds. This declaration is adopted as official action of the Board in order to comply with United States Treasury Regulation §1.150-2.

Section 6. Effective Date.

This Resolution shall take effect on the date it is adopted.

Dated: January 28, 2026

Attest:

Presiding Officer

Recording Secretary

Approved as to Legal Sufficiency:



Carol Juang McCoog, Partner
Hawkins Delafield & Wood LLP

Exhibit A

Form of Notice of Revenue Bond Authorization

NOTICE IS HEREBY GIVEN that the Board of the Tri-County Metropolitan Transportation District of Oregon (“TriMet”) adopted Resolution 26-01-01 on January 28, 2026, authorizing the issuance of revenue bonds in one or more series to finance costs of transit projects and transit supportive systems, such as the following projects: Light Rail Vehicle Replacement, Tualatin Valley Highway Transit Improvements, 82nd Avenue Transit Improvements, the Columbia Bus Base, and an Enterprise Resource Planning System (collectively, the “Projects”).

The bonds will be payable solely from TriMet’s revenues or other property. The bonds described in this notice are expected to be paid primarily from TriMet’s payroll and self-employment taxes, State payments in-lieu of taxes and related amounts. The bonds will not be general obligations of TriMet, and neither the authorization nor issuance of the bonds described in this notice will authorize TriMet to levy any taxes.

The bonds will be issued in an amount sufficient to produce net proceeds for the Projects of \$150,000,000. Bonds may also be issued to pay costs related to the bonds, including costs of issuance, capitalized interest and funding debt service reserves. TriMet estimates that the total principal amount of bonds required for this purpose will not exceed \$150,000,000. Bond proceeds will be used solely to pay for costs of the Projects and costs related to the bonds.

If written petitions requesting an election on the issuance of the bonds, signed by not less than five percent (5%) of TriMet's electors, are filed with TriMet’s Recording Secretary at TriMet’s offices on or before March 31, 2026 the question of issuing the bonds shall be placed on the ballot at the next legally available election date.

TriMet’s offices are located at 101 SW Main Street, Suite 700, Portland, OR 97204, and a copy of the resolution authorizing the bonds is available from the Recording Secretary at that address. The bonds will be issued and sold under ORS 287A.150 and related statutes; this Notice is published pursuant to ORS 287A.150(4).