

**PRELIMINARY OFFICIAL STATEMENT DATED OCTOBER \_\_, 2017**

[DAC Logo]

**NEW ISSUE—BOOK-ENTRY ONLY**

**Ratings: Moody's: "[ ]"**  
**S&P: "[ ]"**  
**See "RATINGS" herein.**

*In the opinion of Kutak Rock LLP, Bond Counsel to LACMTA, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2017 Bonds is excluded from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax, except that interest on the Series 2017 Bonds will be included in a corporate taxpayer's adjusted current earnings for purposes of computing its federal alternative minimum tax. Bond Counsel is further of the opinion that interest on the Series 2017 Bonds is exempt from present State of California personal income taxes. For a more complete description, see "TAX MATTERS" herein.*

[climate bond certified logo]

\$[ ]\*

**LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY**

\$[ ]\*

**Proposition A First Tier Senior  
Sales Tax Revenue Bonds,  
Series 2017-A (Green Bonds)**

\$[ ]\*

**Proposition A First Tier Senior Sales  
Tax Revenue Refunding Bonds,  
Series 2017-B**

**Dated: Date of Delivery****Due: As shown on inside cover**

The Los Angeles County Metropolitan Transportation Authority ("LACMTA") is issuing its Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the "Series 2017-A Bonds") and its Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the "Series 2017-B Bonds"). The Series 2017-A Bonds and the Series 2017-B Bonds are collectively referred to herein as the "Series 2017 Bonds."

The Series 2017 Bonds are being issued pursuant to the Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the "Trust Agreement"), by and between LACMTA and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), and the Thirty-Eighth Supplemental Trust Agreement, to be dated as of [October] 1, 2017 (the "Thirty-Eighth Supplemental Agreement," and together with the Trust Agreement, the "Agreement"), by and between LACMTA and the Trustee. The Series 2017 Bonds are limited obligations of LACMTA payable from and secured by a first lien on and pledge of the Pledged Revenues (which includes the receipts from the imposition in the County of Los Angeles for public transit purposes of a one-half cent retail transactions and use tax, less 25% thereof paid to local jurisdictions and certain administrative fees) and by certain other amounts held under the Agreement. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS" and "PROPOSITION A SALES TAX AND COLLECTIONS" herein. LACMTA will use the proceeds of the Series 2017 Bonds, along with certain other available moneys, to (a) finance or refinance (through the repayment of Proposition A Commercial Paper Notes) the development and construction of certain projects of the rail, bus and highway transit system, including projects that have been identified as environmentally beneficial, as further described herein, (b) refund, on an advance basis, and defease certain of the outstanding bonds as further described herein, (c) make a deposit in the reserve fund as further described herein, and (d) pay the costs of issuance of the Series 2017 Bonds.

The Series 2017 Bonds will be issued in denominations of \$5,000 and integral multiples thereof. The Series 2017 Bonds will be issued in fully registered form and will be registered in the name of Cede & Co., as registered owner and nominee of The Depository Trust Company, New York, New York ("DTC"), the securities depository for the Series 2017 Bonds. Individual purchases and sales of the Series 2017 Bonds may be made in book-entry form only. See "APPENDIX H—BOOK-ENTRY—ONLY SYSTEM." The Series 2017 Bonds will mature in the principal amounts and will bear interest at the rates set forth on the inside front cover page. LACMTA will pay interest on the Series 2017 Bonds on January 1 and July 1, commencing on July 1, 2018.

Certain of the Series 2017-A Bonds are subject to redemption prior to maturity as described in this Official Statement. The Series 2017-B Bonds are not subject to redemption prior to maturity. See "DESCRIPTION OF THE SERIES 2017 BONDS—Redemption."

**Neither the faith and credit nor the taxing power of the County of Los Angeles, the State of California or any political subdivision or public agency thereof, other than LACMTA to the extent of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement, is pledged to the payment of the principal of or interest on the Series 2017 Bonds. Other than Pledged Revenues and such other amounts held by the Trustee under the Agreement, the**

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\* Preliminary, subject to change.

**general fund of LACMTA is not liable, and neither the credit nor the taxing power of LACMTA is pledged, to the payment of the principal of or interest on the Series 2017 Bonds. LACMTA has no power to levy property taxes to pay the principal of and interest on the Series 2017 Bonds.**

**Purchasers of the Series 2017 Bonds will be deemed to have consented to certain amendments to the Trust Agreement. See “INTRODUCTION—Proposed Amendments to Trust Agreement” herein.**

This cover page contains certain information for general reference only. It is not intended to be a summary of the terms of, or the security for, the Series 2017 Bonds. Investors are advised to read this Official Statement in its entirety to obtain information essential to making an informed investment decision. Capitalized terms used on this cover page and not otherwise defined have the meanings set forth herein.

*LACMTA is offering the Series 2017 Bonds when, as and if it issues the Series 2017 Bonds. The issuance of the Series 2017 Bonds is subject to the approval as to their validity by Kutak Rock LLP, Bond Counsel to LACMTA. The Los Angeles County Counsel, as General Counsel to LACMTA, and Nixon Peabody LLP, as Disclosure Counsel, will pass on certain legal matters for LACMTA. LACMTA anticipates that the Series 2017 Bonds will be available for delivery through the facilities of DTC on or about October [\_\_], 2017.\* Electronic bids for the purchase of the Series 2017-A Bonds will be received by LACMTA until [9:00] a.m., California time, on October [\_\_], 2017 and bids for purchase of the Series 2017-B Bonds will be received by LACMTA until [9:30] a.m., California time, on October [\_\_], 2017, in each case unless postponed as set forth in the Notice Inviting Bids.*

Date of Official Statement: October \_\_, 2017

## MATURITY SCHEDULE

\$\_[\_\_\_\_\_]\*

**Los Angeles County Metropolitan Transportation Authority  
Proposition A First Tier Senior Sales Tax Revenue Bonds  
Series 2017-A (Green Bonds)**

<b>Maturity Date (July 1)</b>	<b>Principal Amount</b>	<b>Interest Rate</b>	<b>Yield</b>	<b>Price</b>	<b>CUSIP Nos.†</b>
2018					
2019					
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					
2038					
2039					
2040					
2041					
2042					
2043					
2044					
2045					
2046					
2047					

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\* Preliminary, subject to change.

† Copyright 2017, American Bankers Association. CUSIP® is a registered trademark of the American Bankers Association. The CUSIP data herein is provided by CUSIP Global Services (CGS), which is managed on behalf of the American Bankers Association by S&P Global Market Intelligence. The CUSIP numbers are not intended to create a database and do not serve in any way as a substitute for the CGS database. CUSIP numbers have been assigned by an independent company not affiliated with LACMTA and are provided solely for convenience and reference. The CUSIP numbers for a specific maturity are subject to change after the issuance of the Series 2017 Bonds. LACMTA does not take any responsibility for the accuracy of the CUSIP numbers provided herein.

\$[\_\_\_\_\_]\*  
**Los Angeles County Metropolitan Transportation Authority**  
**Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds**  
**Series 2017-B**

<u>Maturity Date (July 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP Nos.<sup>†</sup></u>
2022					
2023					

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\* Preliminary, subject to change.

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[Insert Map of LACMTA System]

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**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**

**Board Members**

Eric Garcetti, Chair  
Sheila Kuehl, First Vice-Chair  
James T. Butts, Jr., Second Vice-Chair  
Kathryn Barger  
Mike Bonin  
Jacquelyn Dupont-Walker  
John Fasana  
Robert Garcia  
Janice Hahn  
Paul Krekorian  
Ara J. Najarian  
Mark Ridley-Thomas  
Hilda L. Solis  
Carrie Bowen, Non-Voting Member

**LACMTA Officers**

Phillip A. Washington, Chief Executive Officer  
Nalini Ahuja, Chief Financial Officer  
Donna R. Mills, Treasurer

**LACMTA General Counsel**

Office of the County Counsel  
Los Angeles, California

**MUNICIPAL ADVISOR**

KNN Public Finance, LLC  
Oakland, California

**BOND COUNSEL**

Kutak Rock LLP

**DISCLOSURE COUNSEL**

Nixon Peabody LLP

**TRUSTEE AND ESCROW AGENT**

The Bank of New York Mellon Trust Company, N.A.  
Los Angeles, California

**VERIFICATION AGENT**

Causey Demgen & Moore P.C.

LACMTA has not authorized any dealer, broker, salesperson or other person to give any information or to make any representation in connection with the offer or sale of the Series 2017 Bonds other than as set forth in this Official Statement and, if given or made, such other information or representation must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2017 Bonds, by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not a contract with the purchasers or owners of the Series 2017 Bonds. Statements contained in this Official Statement which involve estimates, projections or matters of opinion, whether or not expressly so described in this Official Statement, are intended solely as such and are not to be construed as representations of facts.

The information and expressions of opinion in this Official Statement are subject to change without notice, and the delivery of this Official Statement and any sale made pursuant to this Official Statement do not, under any circumstances, imply that the information and expressions of opinion in this Official Statement and other information regarding LACMTA have not changed since the date hereof. LACMTA is circulating this Official Statement in connection with the sale of the Series 2017 Bonds and this Official Statement may not be reproduced or used, in whole or in part, for any other purpose.

In making an investment decision, investors must rely on their own examination of the terms of the offering and the security and sources of payment of the Series 2017 Bonds, including the merits and risks involved. The Series 2017 Bonds have not been registered under the Securities Act of 1933, as amended, nor has the Agreement been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon exemptions contained in such acts. Neither the U.S. Securities and Exchange Commission nor any other federal, state or other governmental entity, nor any agency or department thereof, has passed upon the merits of the Series 2017 Bonds or the accuracy or completeness of this Official Statement. The Series 2017 Bonds have not been recommended by any federal or state securities commission or regulatory authority. Any representation to the contrary may be a criminal offense.

This Official Statement contains statements relating to future results that are “forward looking statements.” When used in this Official Statement, the words “estimate,” “forecast,” “projection,” “intend,” “expect” and similar expressions identify forward looking statements. Any forward looking statement is subject to uncertainty and risks that could cause actual results to differ, possibly materially, from those contemplated in such forward looking statements. Some assumptions used to develop forward looking statements inevitably will not be realized, and unanticipated events and circumstances may occur. Therefore, investors should be aware that there are likely to be differences between forward looking statements and actual results; those differences could be material.

In connection with this offering, the Winning Bidders may overallocate or effect transactions which stabilize or maintain the market price of the Series 2017 Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing transactions, if commenced, may be discontinued at any time. The Winning Bidders may offer and sell the Series 2017 Bonds to certain dealers and others at yields higher or prices lower than the public offering yields and/or prices stated on the inside cover page of this Official Statement, and such public offering yields and/or prices may be changed from time to time by the Winning Bidders.

#### CERTIFICATION AS CLIMATE BONDS

The certification of the Series 2017-A Bonds as Climate Bonds by the Climate Bonds Initiative is based solely on the Climate Bond Standard and does not, and is not intended to, make any representation

or give any assurance with respect to any other matter relating to the Series 2017-A Bonds or any projects financed with the proceeds of the Series 2017-A Bonds (referred to in this section as the “Nominated Projects”), including but not limited to this Official Statement, the transaction documents, LACMTA or the management of LACMTA.

The certification of the Series 2017-A Bonds as Climate Bonds by the Climate Bonds Initiative was addressed solely to the board of directors of the LACMTA and is not a recommendation to any person to purchase, hold or sell the Series 2017-A Bonds and such certification does not address the market price or suitability of the Series 2017-A Bonds for a particular investor. The certification also does not address the merits of the decision by LACMTA or any third party to participate in any Nominated Project and does not express and should not be deemed to be an expression of an opinion as to LACMTA or any aspect of any Nominated Project (including but not limited to the financial viability of any Nominated Project) other than with respect to conformance with the Climate Bond Standard.

In issuing or monitoring, as applicable, the certification, the Climate Bonds Initiative has assumed and relied upon and will assume and rely upon the accuracy and completeness in all material respects of the information supplied or otherwise made available to the Climate Bonds Initiative. The Climate Bonds Initiative does not assume or accept any responsibility to any person for independently verifying (and it has not verified) such information or to undertake (and it has not undertaken) any independent evaluation of any Nominated Project or LACMTA. In addition, the Climate Bonds Initiative does not assume any obligation to conduct (and it has not conducted) any physical inspection of any Nominated Project. The certification may only be used with the Series 2017-A Bonds and may not be used for any other purpose without the Climate Bonds Initiative’s prior written consent.

The certification does not and is not in any way intended to address the likelihood of timely payment of interest when due on the Series 2017-A Bonds and/or the payment of principal at maturity or any other date.

The certification may be withdrawn at any time in the Climate Bonds Initiative’s sole and absolute discretion and there can be no assurance that such certification will not be withdrawn.

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Pledged Revenues, which consist primarily of proceeds of the Proposition A Sales Tax. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS.

For certain economic and demographic data about the County, see “APPENDIX D—LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION.”

### **Purpose of the Series 2017 Bonds**

LACMTA will use the proceeds of the Series 2017 Bonds, together with other available funds, to (a) finance or refinance (through the repayment of Proposition A Commercial Paper Notes) the development and construction of certain projects of the rail, bus and highway transit system, including projects that have been identified as environmentally beneficial, as further described herein, (b) refund, on an advance basis, and defease the Refunded Bonds (as defined herein), (c) make a deposit in the Reserve Fund as further described herein, and (d) the costs of issuance of the Series 2017 Bonds. For a more detailed description of LACMTA’s proposed use of proceeds from the issuance of the Series 2017 Bonds, see “PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS.”

### **Description of the Series 2017 Bonds**

The Series 2017 Bonds are limited obligations of LACMTA to be issued pursuant to, and payable from and secured under, the Trust Agreement, dated as of July 1, 1986, as amended and supplemented (the “Trust Agreement”), by and between LACMTA (as successor to the Commission) and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A., as successor to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A., as successor by merger to First Interstate Bank of California), as trustee (the “Trustee”), and to be further amended and supplemented by the Thirty-Eighth Supplemental Trust Agreement, to be dated as of [October] 1, 2017 (the “Thirty-Eighth Supplemental Agreement”), by and between LACMTA and the Trustee. The Trust Agreement and the Thirty-Eighth Supplemental Agreement are collectively referenced herein as the “Agreement.”

The Series 2017 Bonds will be issued in registered form, in denominations of \$5,000 or any integral multiple thereof. The Series 2017 Bonds will be dated their initial date of delivery and will mature and will bear interest at the rates per annum as shown on the inside cover page hereof, computed on the basis of a 360-day year consisting of twelve 30-day months. The Series 2017 Bonds will be delivered in book-entry-only form and will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the Series 2017 Bonds. See “APPENDIX H—BOOK-ENTRY-ONLY SYSTEM.”

### **Security and Sources of Payment for the Series 2017 Bonds**

The Series 2017 Bonds are limited obligations of LACMTA payable solely from and secured by a first lien on and pledge of “Pledged Revenues,” which include moneys collected as a result of the imposition of the Proposition A Sales Tax (the imposition of which is not limited in duration), less 25% thereof which is allocated to local jurisdictions for local transit purposes (the “Local Allocation”) and less an administrative fee paid to the California State Board of Equalization (the “State Board of Equalization”) in connection with the collection and disbursement of the Proposition A Sales Tax (the “Pledged Tax”), plus interest, profits and other income received from investment of such amounts held by the Trustee, and all other amounts held by the Trustee under the Agreement except for amounts held in any rebate fund and any escrow fund. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS” and “PROPOSITION A SALES TAX AND COLLECTIONS—The Proposition A Sales Tax.”

## **Proposition A Sales Tax Obligations**

LACMTA has issued other obligations under the Agreement that are secured by and payable from Pledged Revenues on a parity with the Series 2017 Bonds, and LACMTA is permitted to issue additional parity obligations in the future upon satisfaction of certain additional bonds tests contained in the Agreement. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Additional First Tier Senior Lien Bonds.” The Series 2017 Bonds, the existing obligations on a parity with the Series 2017 Bonds and all future obligations issued on a parity with the Series 2017 Bonds are collectively referred to herein as the “First Tier Senior Lien Bonds.” As of September 1, 2017, \$820,130,000 aggregate principal amount of First Tier Senior Lien Bonds (including the Refunded Bonds) were outstanding. See “PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS” and “PROPOSITION A SALES TAX OBLIGATIONS.”

In addition, LACMTA has issued other obligations under the Agreement that are secured by and payable from Pledged Revenues on a basis subordinate to the First Tier Senior Lien Bonds (including the Bonds), and it may issue additional subordinate obligations in the future. See “PROPOSITION A SALES TAX OBLIGATIONS.”

## **The Series 2017 Bonds Are Limited Obligations of LACMTA Only**

Neither the faith and credit nor the taxing power of the County, the State of California or any political subdivision or public agency thereof, other than LACMTA to the extent of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement, is pledged to the payment of the principal of or interest on the Series 2017 Bonds. LACMTA has no power to levy property taxes to pay the principal of or interest on the Series 2017 Bonds.

The Series 2017 Bonds are limited obligations of LACMTA and are payable, as to both principal and interest, solely from a first lien on and pledge of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement. Other than Pledged Revenues and such other amounts held by the Trustee under the Agreement, the general fund of LACMTA is not liable, and neither the credit nor the taxing power of LACMTA is pledged, to the payment of the principal of or interest on the Series 2017 Bonds.

## **Reserve Fund**

Pursuant to the Agreement, the Reserve Fund was established and is held by the Trustee and is available to make payments of principal of and interest on all First Tier Senior Lien Revenue Bonds, including the Series 2017 Bonds, issued by LACMTA under the Agreement to the extent the amounts in the Bond Interest Account or the Bond Principal Account are not sufficient to pay in full the principal of and interest on the First Tier Senior Lien Bonds when due. The Reserve Fund is required to be funded in an amount equal to the Reserve Fund Requirement. At the time of issuance of the Series 2017 Bonds, the Reserve Fund will be funded in an amount equal to the Reserve Fund Requirement (which is expected to be approximately \$\_\_\_\_\_ at the time of issuance of the Series 2017 Bonds). At the time of issuance of the Series 2017 Bonds, the Reserve Fund Requirement will be satisfied by an existing municipal bond debt service reserve insurance policy (the “AGM Reserve Policy”) provided by Assured Guaranty Municipal Corp. (as successor to Financial Security Assurance Inc.) (“AGM”) with a policy limit of \$85,500,000, and cash and investments in the amount of approximately \$\_\_\_\_\_. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—AGM Reserve Policy.” The Reserve Fund also contains a municipal bond debt service reserve fund policy (the “FGIC Reserve Policy”) provided by Financial Guaranty Insurance Company (National Public Finance Guarantee Corporation by novation). The Reserve Fund Requirement is satisfied without taking into account the

FGIC Reserve Policy. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—FGIC Reserve Policy.”

*Following the Amendment Effective Date (as defined under “—Proposed Amendments to Trust Agreement” below), LACMTA expects to elect that the Series 2017 Bonds will no longer be secured by the Reserve Fund or any other debt service reserve fund.* See “—Proposed Amendments to Trust Agreement” below and “APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT.”

### **Proposed Amendments to Trust Agreement**

Pursuant to the Thirty-Seventh Supplemental Trust Agreement, dated as of March 1, 2016, between LACMTA and the Trustee, certain amendments will be made to the Trust Agreement (the “Proposed Amendments”), which are described in Appendix I hereto. The Proposed Amendments will not become effective until such time as the Bondholders of not less than 60% in aggregate principal amount of the First Tier Senior Lien Bonds then Outstanding have consented to such Proposed Amendments (the “Amendment Effective Date”). ***By the purchase and acceptance of the Series 2017 Bonds, the Bondholders and Beneficial Owners of the Series 2017 Bonds will be deemed to have consented to the Proposed Amendments.*** Any Bondholders and Beneficial Owners of First Tier Senior Lien Bonds issued on and after the date of issuance of the Series 2017 Bonds (including the Series 2017 Bonds) will be deemed to have consented to and will be subject to the Proposed Amendments, but only after the Bondholders of not less than 60% in aggregate principal amount of the First Tier Senior Lien Series 2017 Bonds then Outstanding have consented to the Proposed Amendments. As of September 1, 2017, the Bondholders of 19.9% of the then-Outstanding First Tier Senior Lien Bonds have consented to the Proposed Amendments and none of the other required consents have been obtained. On the date of issuance of the Series 2017 Bonds, approximately \_\_\_% of the Bondholders of the Outstanding First Tier Senior Lien Bonds (including the Bondholders of the Series 2017 Bonds) will have consented to the Proposed Amendments. Only the Bondholders of the Series 2017 Bonds and the Bondholders of LACTMA’s Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2016-A (the “Series 2016 Bonds”) have consented to the Proposed Amendments. None of the Bondholders of the other currently Outstanding First Tier Senior Lien Bonds have consented to the Proposed Amendments, and, LACMTA has no plans to solicit the consent of the Bondholders of the other currently Outstanding First Tier Senior Lien Bonds to the Proposed Amendments. Based on the amortization schedule for the Outstanding First Tier Senior Lien Bonds and the expected amortization schedule for the Series 2017 Bonds, assuming that all First Tier Senior Lien Bonds are paid as scheduled, no additional First Tier Senior Lien Bonds are issued and no First Tier Senior Lien Bonds are refunded after the issuance of the Series 2017 Bonds, the LACMTA expects that it would obtain the consent of the Bondholders of not less than 60% in aggregate principal amount of the First Tier Senior Lien Bonds then-Outstanding in July 2019.\* However, the timing of obtaining the required Bondholder consents could change. There can be no assurance as to when (or whether) the Proposed Amendments will become effective.

The Proposed Amendments include, among other amendments, changes to the requirement under the Trust Agreement that the Series 2016 Bonds and any other Additional First Tier Senior Lien Bonds issued after the date of issuance of the Series 2016 Bonds, including the Series 2017 Bonds, participate in and be secured by the Reserve Fund. The Proposed Amendments will allow the Series 2016 Bonds and any First Tier Senior Lien Bonds issued after the date of issuance of the Series 2016 Bonds, including the Series 2017 Bonds, to (i) participate in and be secured by the Reserve Fund, or (ii) participate in and be secured by a separate debt service reserve fund, or (iii) not participate in or be secured by the Reserve Fund or any other debt service reserve fund. See “APPENDIX I—PROPOSED AMENDMENTS TO

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\* Preliminary, subject to change.

TRUST AGREEMENT.” LACMTA currently expects that upon the Amendment Effective Date it will elect that the Series 2017 Bonds will no longer participate in or be secured by the Reserve Fund or any other debt service reserve fund. At the time the Series 2017 Bonds are no longer secured by the Reserve Fund, LACMTA expects that the Reserve Requirement will be reduced and a portion of the moneys on deposit in the Reserve Fund will be released, at which time such moneys may be applied by LACMTA for any lawful purpose. See “RISK FACTORS—After Amendment Effective Date Series 2017 Bonds May Not be Secured by Reserve Fund.”

### **Continuing Disclosure**

In connection with the issuance of the Series 2017 Bonds, for purposes of assisting the Winning Bidders in complying with Rule 15c2-12 (the “Rule”) promulgated by the U.S. Securities and Exchange Commission (“SEC”) under the Securities Exchange Act of 1934, as amended, LACMTA will agree to provide, or cause to be provided, to the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access system (the “EMMA System”), certain annual financial information and operating data relating to LACMTA and notice of certain enumerated events. See “CONTINUING DISCLOSURE” and “APPENDIX G—FORM OF CONTINUING DISCLOSURE CERTIFICATE.”

### **Additional Information**

Brief descriptions of the Series 2017 Bonds, the Agreement and certain other documents are included in this Official Statement and the appendices hereto. Such descriptions do not purport to be comprehensive or definitive. All references herein to such documents and any other documents, statutes, reports or other instruments described herein are qualified in their entirety by reference to each such document, statute, report or other instrument. The information herein is subject to change without notice, and the delivery of this Official Statement will under no circumstances, create any implication that there has been no change in the affairs of LACMTA since the date hereof. This Official Statement is not to be construed as a contract or agreement between LACMTA or the purchasers or Bondholders of any of the Series 2017 Bonds. LACMTA maintains a website and social media accounts, the information on which is not part of this Official Statement, has not and is not incorporated by reference herein, and should not be relied upon in deciding whether to invest in the Series 2017 Bonds.

Copies of the Agreement may be obtained from LACMTA at One Gateway Plaza, 21<sup>st</sup> Floor, Treasury Department, Los Angeles, California 90012, or by emailing TreasuryDept@metro.net, or by calling (213) 922-2554.

## **PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS**

### **Use of Proceeds; Plan of Finance**

**Series 2017-A Bonds.** LACMTA will use the proceeds of the Series 2017-A Bonds to (a) finance or refinance (through the repayment of Proposition A Commercial Paper Notes) the development and construction of certain projects of the rail, bus and highway transit system which have been identified as environmentally beneficial as further described herein, (b) fund an account in the Reserve Fund as further described herein, and (c) pay the costs of issuance of the Series 2017-A Bonds.

The projects expected to be financed or refinanced with the proceeds of the Series 2017A Bonds consist of improvements to the rail, bus and highway transit system, including (a) construction of the new Southwestern Yard maintenance facility to store, maintain, repair and clean light rail vehicles required for the Crenshaw/LAX project and existing Metro Green Line as well as future lines in the area, (b) construction of the Universal City Station pedestrian bridge, (c) procurement of new light rail vehicles for

the Gold Line Foothill Extension, Exposition Line and Crenshaw LAX projects, (d) procurement of heavy rail vehicles for Purple Line Extension, Segment 1, and to replace vehicles that have met their intended service, and (e) other rail vehicle maintenance and rail facilities improvements. LACMTA may ultimately use the Series 2017-A Bond proceeds for different or additional eligible projects. See “CLIMATE BOND CERTIFICATION OF THE SERIES 2017-A BONDS.”

**Series 2017-B Bonds.** LACMTA will use the proceeds of the Series 2017-B Bonds to (a) refund, on an advance basis, and defease the Refunded Bonds, as described below under “—Refunding Plan,” and (b) pay the costs of issuance of the Series 2017-B Bonds.

## Refunding Plan

LACMTA will use the proceeds of the Series 2017-B Bonds, together with certain other available moneys, to refund, on an advance basis, and defease all or a portion of its outstanding Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2011-B (the portion so refunded, the “Refunded Bonds”) as set forth in more detail in the following table. The specific maturities, if any, to be refunded will depend on market conditions.

### Refunded Bonds\*

<u>Maturity Date (July 1)</u>	<u>Principal Amount</u>	<u>Redemption or Payment Date</u>	<u>Redemption Price</u>
2022	175,000	July 1, 2021 <sup>1</sup>	100%
2022	610,000	July 1, 2021 <sup>1</sup>	100
2022	43,665,000	July 1, 2021 <sup>1</sup>	100
2023	1,250,000	July 1, 2021 <sup>1</sup>	100
2023	500,000	July 1, 2021 <sup>1</sup>	100
2023	44,910,000	July 1, 2021 <sup>1</sup>	100
	<u>\$91,110,000</u>		

<sup>1</sup> The Refunded Bonds will be redeemed on July 1, 2021 at a redemption price of 100% of the principal thereof, plus accrued interest.

A portion of the proceeds of the Series 2017-B Bonds, together with certain other available moneys, will be deposited with The Bank of New York Mellon Trust Company, N.A., as trustee and escrow agent, and will be held in an escrow fund (the “Escrow Fund”) for the Refunded Bonds to be created under the terms of an escrow agreement to be entered into between LACMTA and The Bank of New York Mellon Trust Company, N.A., as trustee and escrow agent. Amounts deposited into the Escrow Fund will be invested in direct, noncallable obligations of the United States Treasury and/or held uninvested in cash. Amounts on deposit in the Escrow Fund will be used to pay: (i) interest on the Refunded Bonds, when due; and (ii) the redemption price of the Refunded Bonds on July 1, 2021.

Causey Demgen & Moore P.C., certified public accountants, will deliver a report stating that the firm has verified the mathematical accuracy of certain computations relating to the adequacy of the moneys to be deposited to the Escrow Fund to pay: (i) interest on the Refunded Bonds, when due; and (ii) the redemption price of the Refunded Bonds on July 1, 2021. See “VERIFICATION OF MATHEMATICAL COMPUTATIONS” herein.

\* Preliminary, subject to change.

## Estimated Sources and Uses of Funds

The following table presents the estimated sources and uses of funds in connection with the issuance of the Series 2017 Bonds.

<u>Sources</u>	2017-A Bonds	2017-B Bonds
Principal Amount	\$	\$
Original Issue Premium		
Release of Funds from Refunded Bonds Interest and Principal Subaccounts		
Release of Funds from Reserve Fund		
Total Sources	<u>\$</u>	<u>\$</u>
<u>Uses</u>		
Deposit to Construction Fund <sup>1</sup>		
Deposit to Escrow Fund		
Deposit to Reserve Fund		
Costs of Issuance <sup>2</sup>		
Total Uses	<u>\$</u>	<u>\$</u>

<sup>1</sup> Includes amounts to repay approximately \$123.7 million of Proposition A Commercial Paper Notes.

<sup>2</sup> Includes underwriter's discount, legal fees, rating agency fees, financial advisor fees, verification agent fees, financial printer costs and other costs of issuance.

## CLIMATE BOND CERTIFICATION OF THE SERIES 2017-A BONDS

*The information set forth under this caption "Climate Bond Certification of the Series 2017-A Bonds" concerning (1) the Climate Bonds Initiative (the "Climate Bonds Initiative") and the process for obtaining Climate Bond Certification (the "Climate Bond Certification"), and (2) First Environment, Inc. ("First Environment") in its role as a verifier with respect to the Climate Bond Certification, all as more fully described below, has been extracted from materials provided by the Climate Bonds Initiative and First Environment, respectively, for such purposes, and none of such information is guaranteed as to accuracy or completeness or is to be construed as a representation by LACMTA or the Underwriters. Additional information relating to the Climate Bonds Initiative, the Climate Bonds Standard, the Certification Process (defined herein) and the process for obtaining Climate Bond Certification can be found at [www.climatebonds.net](http://www.climatebonds.net). This website is included for reference only and the information contained therein is not incorporated by reference in this Official Statement.*

*The terms "Climate Bond Certified" and "green bonds" are neither defined in, nor related to the Agreement, and their use herein is for identification purposes only and is not intended to provide or imply that a holder of the Series 2017-A Bonds is entitled to any additional security other than as provided in the Agreement. LACMTA has no continuing legal obligation to maintain the Climate Bond Certification of the Series 2017-A Bonds.*

**Introduction.** Green Bonds, also known as Climate Bonds, were popularized in 2008 as a method for raising capital for climate-friendly projects across the globe. In 2016, \$81 billion in Climate Bonds were issued worldwide, according to the Climate Bonds Initiative, an international nongovernmental, nonprofit organization dedicated to stimulating investment in projects and assets supporting environmental sustainability. LACMTA has requested, and the Climate Bonds Standard

Board [has approved], the labeling of the Series 2017-A Bonds as “Climate Bond Certified” based on the Climate Bonds Standard Verification Statement provided by First Environment. First Environment’s factual findings assessed that the proceeds of the Series 2017-A Bonds will be used on eligible projects conforming to the Climate Bonds - Low Carbon Land Transport Standard.

**The Climate Bonds Initiative and Climate Bond Certification.** The Series 2017-A Bonds are being issued to finance or refinance projects that assist LACMTA in providing mass transit services using an electrified railway that provides a low-carbon alternative to automobile travel.

As such, LACMTA applied to the Climate Bonds Initiative under the Climate Bonds Standard & Certification Scheme (the “Certification Process”) for designation of the Series 2017-A Bonds as “Climate Bond Certified.” The Certification Process is a voluntary verification initiative which allows LACMTA to demonstrate to the investor market, the users of LACMTA’s system, and other stakeholders that the Series 2017-A Bonds meet international standards for climate integrity, management of proceeds and transparency. The Certification Process provides a scientific framework for determining which projects and assets are consistent with a low carbon and climate resilient economy and, therefore, eligible for inclusion in a Certified Climate Bond. The Certification Process relating to the 2017-A Bonds includes pre-issuance and post-issuance requirements.

The pre-issuance requirements are designed to ensure that LACMTA has established appropriate internal processes and controls prior to issuance of the Series 2017-A Bonds, and that these internal processes and controls are sufficient to enable conformance with the Certification Process after the 2017-A Bonds have been issued and bond proceeds are expended.

As required by the Certification Process, LACMTA will engage First Environment to provide a post-issuance certification of compliance. LACMTA will provide to the Climate Bonds Initiative an annual statement with respect to the Series 2017-A Bonds certifying, to the best of its knowledge, its conformance with the certification requirements of the Climate Bonds Standard. LACMTA will also provide periodic reports to bondholders of the Series 2017-A Bonds regarding the projects financed by proceeds of the Series 2017-A Bonds, and may voluntarily file such report on EMMA (as defined herein).

## **RISK FACTORS**

*The following factors, together with all other information provided in this Official Statement, should be considered by potential investors in evaluating the purchase of the Series 2017 Bonds. The discussion below does not purport to be, nor should it be construed to be, complete nor a summary of all factors which may affect LACMTA, the Proposition A Sales Tax revenues, or the Series 2017 Bonds. In addition, the order in which the following information is presented is not intended to reflect the relative importance of any such risks.*

### **Economic Factors May Cause Declines in Proposition A Sales Tax Revenues**

The Series 2017 Bonds are limited obligations of LACMTA payable solely from and secured by a first lien on and pledge of Pledged Revenues, consisting primarily of certain revenues of the Proposition A Sales Tax and other amounts that are held by the Trustee under the Agreement. The level of Proposition A Sales Tax revenues collected depends on the level of taxable sales transactions within the County, which, in turn, depends on the level of general economic activity in the County. In Fiscal Years 2009 and 2010, the national economic recession and regional general economic conditions resulted in reductions in economic activity and taxable sales within the County and correspondingly Proposition A Sales Tax revenues received by LACMTA declined. Sales tax revenues increased in Fiscal Years 2011

through 2017. It is possible that Proposition A Sales Tax revenues could decline in the future, reducing amounts available to pay the principal of and interest on the Series 2017 Bonds.

To project future Proposition A Sales Tax revenues for budgetary purposes, LACMTA incorporates actual long-term experience combined with forecasts from local economists and other publicly available sources of data. LACMTA does not itself develop forecasts of current or future economic conditions. Furthermore, the State Board of Equalization does not provide LACMTA with any forecasts of Proposition A Sales Tax revenues for future periods. Therefore, LACMTA is unable to forecast or predict with certainty future levels of Proposition A Sales Tax revenues. In addition, the County is located in a seismically active region. A major earthquake or other natural disaster could adversely affect the economy of the County and the amount of Proposition A Sales Tax revenues. Future significant declines in the amount of Proposition A Sales Tax revenues could ultimately impair the ability of LACMTA to pay principal of and interest on the Series 2017 Bonds. See “PROPOSITION A SALES TAX AND COLLECTIONS—Historical Proposition A Sales Tax Collections.” Also see “APPENDIX D—LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION.”

### **California State Legislature or Electorate or Federal Law May Change Items Subject to Proposition A Sales Tax**

With limited exceptions, the Proposition A Sales Tax is imposed on the same transactions and items subject to the general sales tax levied throughout the State of California. In the past, the California State Legislature and the California State electorate have made changes to the transactions and items subject to the State of California’s general sales tax and, therefore, the Proposition A Sales Tax. In 1991, the California State Legislature enacted legislation which expanded the transactions and items subject to the general statewide sales tax to include fuel for aviation and shipping, bottled water, rental equipment and newspapers and magazines. In 1992, the California State electorate approved an initiative which eliminated candy, gum, bottled water and confectionery items as items subject to the California State’s general sales tax. In each case, the same changes were made to transactions or items subject to the Proposition A Sales Tax. In the future, the California State Legislature or the California State electorate could further change the transactions and items upon which the statewide general sales tax and the Proposition A Sales Tax are imposed. Such a change could either increase or decrease Proposition A Sales Tax revenues depending on the nature of the change. See “PROPOSITION A SALES TAX AND COLLECTIONS.”

Federal law may also cause transactions and items to be excluded from the State of California’s general sales tax, and, therefore, the Proposition A Sales Tax. For example, under federal law, local taxes on aviation fuel (except taxes in effect on December 30, 1987) must be used for airport-related purposes, as a condition for receiving federal funding for airports. On November 7, 2014, the Federal Aviation Administration (the “FAA”) adopted an amendment to its “Policy and Procedures Concerning the Use of Airport Revenue,” (the “FAA Policy”) which clarifies that local sales taxes derived from aviation fuel are subject to the airport use restriction, and the FAA definition of local sales tax includes the Proposition C Sales Tax, Measure R Sales Tax and Measure M Sales Tax (see “PROPOSITION A SALES TAX AND COLLECTIONS—The Proposition A Sale Tax” for descriptions of these sales taxes). Although the FAA Policy does not affect the Proposition A Sales Tax, which was approved in November 1980, the FAA Policy is illustrative of federal laws that may affect which transactions and items are subject to the State of California’s general sales tax.

### **Increases in Sales Tax Rate May Cause Declines in Proposition A Sales Tax Revenues**

Increases in sales tax rates, whether by the electorate of a municipality within the County, the County or the State or by the State Legislature, may affect consumer spending decisions and as a result

adversely impact sales transactions in the County and, thereby, reduce Proposition A Sales Tax revenues. Several increases in sales tax rates have occurred in recent years. In November 2008, County voters approved Measure R, which increased the sales tax rate within the County by ½ of 1% for a period of 30 years to fund LACMTA transportation projects and operations. Collection of the additional sales tax rate (known as the Measure R Sales Tax) commenced July 1, 2009. In June 2012, the Board of Directors of LACMTA approved a proposal to extend the Measure R Sales Tax for 30 years beyond its current expiration date (June 30, 2039), but the proposed extension failed to receive the required voter approval. In November 2012, the voters of the State approved an additional ¼ of 1% State general sales tax, which became effective on January 1, 2013 and expired on December 31, 2016.

At the election held on November 8, 2016, more than two-thirds of the electors of the County voting on the issue approved an additional transportation and use tax (known as the Measure M Sales Tax). The Measure M Sales Tax is a new one-half cent sales tax starting July 1, 2017 that increases to one cent in 2039 when the Measure R Sales Tax expires. The Measure M Sales Tax does not have a scheduled expiration date. Additional increases in sales tax rates that will impact the County, while not currently pending, can be expected to be proposed and imposed, from time to time. Proposition C Sales Tax revenues, Measure R Sales Tax revenues and Measure M Sales Tax revenues are separate from Proposition A Sales Tax revenues and do not secure the First Tier Senior Lien Bonds, including the Series 2017 Bonds.

### **Increased Internet Use May Reduce Proposition A Sales Tax Revenues**

The increasing use of the Internet to conduct electronic commerce may affect the levels of Proposition A Sales Tax revenues. Internet sales of physical products by businesses located in the State of California, and Internet sales of physical products delivered to the State of California by businesses located outside of the State of California are generally subject to the retail transactions and use tax imposed by Proposition A. Legislation passed as part of the California Budget Act of 2011 imposes a use tax collection responsibility for certain out-of-state, and particularly Internet, retailers that meet certain criteria. The new responsibility took effect in September 2012. However, LACMTA believes that some Internet transactions still may avoid taxation either through error or deliberate non-reporting, and this potentially reduces the amount of Proposition A Sales Tax revenues.

### **Additional First Tier Senior Bonds**

The LACMTA expects to issue additional debt secured by Proposition A Sales Tax revenues, including additional First Tier Senior Lien Bonds. The LACMTA's March 2016 Financial Forecast assumes the issuance of approximately \$755.6 of First Tier Senior Lien Bonds (including the Series 2017-A Bonds) between Fiscal Years 2018 and 2022. The LACMTA has several major transit projects under construction and has future plans for additional major capital projects. The LACMTA may ultimately issue more First Tier Senior Lien Bonds than its current plans include to finance these projects than are presently anticipated, particularly if costs of completing projects are higher than expected or other funding sources are not available as planned. In addition, the LACMTA is likely to undertake additional capital projects in the future, and additional First Tier Senior Lien Bonds may be issued to finance these projects. The LACMTA may issue additional First Tier Senior Lien Bonds only if the additional bonds tests described under "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Additional First Tier Senior Lien Bonds" are satisfied.

### **After Amendment Effective Date Series 2017 Bonds May Not be Secured by Reserve Fund**

At the time of issuance of the Series 2017 Bonds, the Series 2017 Bonds will be secured by the Reserve Fund. However, LACMTA currently expects that upon the Amendment Effective Date it will

elect that the Series 2017 Bonds will no longer participate in or be secured by the Reserve Fund or any other debt service reserve fund. See “INTRODUCTION—Proposed Amendments to Trust Agreement,” “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund” and APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT.”

### **Impact of Bankruptcy of LACMTA**

As a municipal entity, LACMTA may be authorized to file a petition for relief under Chapter 9 of the United States Bankruptcy Code (“Chapter 9”) under certain circumstances. Should LACMTA file for bankruptcy relief, there could be adverse effects on the holders of the Series 2017 Bonds.

If the Pledged Tax constitutes “special revenues” under the Bankruptcy Code, then Pledged Tax collected before and after the date of the bankruptcy filing should be subject to the lien of the Agreement. “Special revenues” are defined to include taxes specifically levied to finance one or more projects or systems, and also to include receipts from the ownership, operation, or disposition of projects or systems that are primarily used or intended to be used primarily to provide transportation, utility or other services, as well as other revenues or receipts derived from particular functions of the debtor, but the Bankruptcy Code excludes receipts from general property, sales, or income taxes levied to finance the general purposes of the governmental entity.

The results of Chapter 9 bankruptcy proceedings are difficult to predict. If a court determined that the Proposition A Sales Tax was levied to finance the general purposes of LACMTA rather than specific projects, then the Pledged Tax would not be special revenues. No assurance can be given that a court would hold that the Pledged Tax constitutes special revenues or that the Series 2017 Bonds are of a type protected by the “special revenues” provisions of the Bankruptcy Code. If a bankruptcy court were to determine that the Pledged Tax were not “special revenues,” then Pledged Tax collected after the commencement of the bankruptcy case would likely not be subject to the lien of the Agreement. If a bankruptcy court were to so hold, the owners of the First Tier Senior Lien Bonds (including the Series 2017 Bonds) would no longer be entitled to any special priority to the Pledged Tax and could be treated as general unsecured creditors of LACMTA without a lien as to the Pledged Tax.

If the revenues pledged under the Agreement are determined to be special revenues, the Bankruptcy Code provides (in order to maintain the revenue-generating capacity of the municipal entity) that a special revenues lien is subject to the necessary operating expenses of the project or system from which the special revenues are derived, which expenses are to be paid before other obligations (including to bondholders). This rule applies regardless of the provisions of the transaction documents. The law is not clear, however, (i) as to whether, or to what extent, the Pledged Tax would be considered to be “derived” from a project or system, or (ii) precisely which expenses would constitute necessary operating expenses. To the extent that the Pledged Tax is determined to be derived from a project or system, LACMTA may be able to use Pledged Tax to pay necessary operating expenses, before the remaining Pledged Tax is turned over to the Trustee to pay amounts owed to the holders of the Series 2017 Bonds.

If LACMTA files for relief under Chapter 9, the parties (including the Trustee and the holders of the Series 2017 Bonds) may be prohibited from taking any action to collect any amount from LACMTA or to enforce any obligation of LACMTA, unless the permission of the bankruptcy court is obtained. These restrictions may also prevent the Trustee from making payments to the holders of the Series 2017 Bonds from funds in the Trustee’s possession. In addition, the procedure pursuant to which the Pledged Tax is paid directly to the Trustee by the California State Board of Equalization may no longer be enforceable, and LACMTA may be able to require that the Pledged Tax be paid directly to it by the Board of Equalization.

If LACMTA has possession of Pledged Tax (whether collected before or after commencement of the bankruptcy case) and if LACMTA does not voluntarily pay such moneys to the Trustee, it is not entirely clear what procedures the Trustee or the holders of the Series 2017 Bonds would have to follow to attempt to obtain possession of such Pledged Tax, how much time it would take for such procedures to be completed, or whether such procedures would ultimately be successful.

The obligations of LACMTA under the Agreement, including its obligations to pay principal of and interest on the Series 2017 Bonds, are limited obligations and are payable solely from the Pledged Revenues and certain other amounts held by the Trustee under the Agreement. Accordingly, if LACMTA filed for relief under Chapter 9, the owners of the Series 2017 Bonds may not have any recourse to any assets or revenues of LACMTA other than the Pledged Revenues and other amounts.

In the event of an LACMTA bankruptcy filing, LACMTA may be able to borrow additional money that is secured by a lien on any of its property (including the Pledged Revenues), which lien could have priority over the lien of the Agreement, as long as the bankruptcy court determines that the rights of the owners of the Series 2017 Bonds will be adequately protected. LACMTA may also be able to cause some of the Pledged Revenues to be released to it, free and clear of lien of the Agreement, as long as the bankruptcy court determines that the rights of the Trustee and the owners of the Series 2017 Bonds will be adequately protected.

Through a Chapter 9 proceeding LACMTA may also be able, without the consent and over the objection of the Trustee and the owners of the Series 2017 Bonds, to alter the priority, principal amount, interest rate, payment terms, collateral, maturity dates, payment sources, covenants (including tax-related covenants), and other terms or provisions of the Agreement and the Series 2017 Bonds, as long as the bankruptcy court determines that the alterations are fair and equitable.

As noted in its financial statements (see “Note III—DETAILED NOTES ON ALL FUNDS—I. Employees’ Retirement Plans” in the Notes to the Financial Statements and the related Required Supplementary Schedules in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016”), LACMTA has been informed that it has unfunded pension plan actuarial accrued liabilities. In a bankruptcy of LACMTA, the amounts of current and, if any, accrued (unpaid) contributions owed to the California Public Employees’ Retirement System (“CalPERS”), the LACMTA-administered plans, or to any other pension system (collectively the “Pension Systems”), as well as future material increases in required contributions, could create additional uncertainty as to LACMTA’s ability to pay debt service on the Series 2017 Bonds. Given that municipal pension systems in California are usually administered pursuant to state constitutional provisions and, as applicable, other state and/or municipal law, the Pension Systems may take the position, among other possible arguments, that their claims enjoy a higher priority than all other claims, that Pension Systems are instrumentalities of the State and have the right to enforce payment by injunction or other proceedings outside of an LACMTA bankruptcy case, and that Pension System claims cannot be the subject of adjustment or other impairment under the Bankruptcy Code because that would purportedly constitute a violation of state statutory, constitutional and/or municipal law. It is uncertain how a bankruptcy judge in a bankruptcy of LACMTA would rule on these matters. In addition, this area of law is presently very unsettled. This is because, though the issues of pension underfunding claim priority, pension contribution enforcement, and related bankruptcy plan treatment of such claims (among other pension-related matters) have been the subject of litigation in the Chapter 9 cases of several California municipalities, including Stockton and San Bernardino, the relevant disputes have not been litigated to decision in the Federal circuit appellate courts, and thus there are no rulings from which definitive guidance can be taken on pension matters in Chapter 9.

There may be delays in payments on the Series 2017 Bonds while the court considers any of these issues, and any of these issues could result in delays or reductions in payments on the Series 2017 Bonds. There may be other possible effects of a bankruptcy of LACMTA that could result in delays or reductions in payments on the Series 2017 Bonds, or result in losses to the holders of the Series 2017 Bonds. Regardless of any specific adverse determinations in an LACMTA bankruptcy proceeding, the fact of an LACMTA bankruptcy proceeding could have an adverse effect on the liquidity and market value of the Series 2017 Bonds.

### **Voter Initiatives and California State Legislative Action May Impair Proposition A Sales Tax**

Voters have the right to place measures before the electorate in the County or the State of California and the California State Legislature may take actions to limit the collection and use of the Proposition A Sales Tax. Such initiatives or actions may impact various aspects of the security, source of payment and other credit aspects of the Series 2017 Bonds. See “PROPOSITION A SALES TAX AND COLLECTIONS—Initiatives and Changes to Proposition A Sales Tax.”

## **DESCRIPTION OF THE SERIES 2017 BONDS**

### **General**

The Series 2017 Bonds are limited obligations of LACMTA to be issued pursuant to and secured under the Agreement. In connection with the issuance of the Series 2017 Bonds, LACMTA will enter into the Thirty-Eighth Supplemental Agreement to provide for the issuance of the Series 2017 Bonds and related matters.

The Series 2017 Bonds will bear interest at the rates and mature in the amounts and on the dates shown on the inside cover of this Official Statement. LACMTA will pay interest on each January 1 and July 1, beginning July 1, 2018. Interest on the Series 2017 Bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The Series 2017 Bonds will be issued in fully registered form in denominations of \$5,000 or any integral multiple thereof. Upon initial issuance, the Series 2017 Bonds will be registered in the name of Cede & Co. as registered owner and nominee of DTC. As long as the Series 2017 Bonds are registered in such name or in the name of a successor nominee, the ownership of the Series 2017 Bonds will be evidenced by book-entry as described in “APPENDIX H—BOOK-ENTRY-ONLY SYSTEM.” Purchasers will not receive certificated Series 2017 Bonds. So long as Cede & Co. is the registered owner of the Series 2017 Bonds, reference herein to the Bondholders or registered owners will mean Cede & Co. as aforesaid and will not mean the Beneficial Owners (as defined herein) of the Series 2017 Bonds.

So long as Cede & Co. is the registered owner of the Series 2017 Bonds, principal and redemption price of and interest on the Series 2017 Bonds are payable by wire transfer of funds by the Trustee to Cede & Co., as nominee of DTC. DTC is obligated, in turn, to remit such amounts to its participants as described herein for subsequent disbursement to the Beneficial Owners. If the Series 2017 Bonds cease to be held by DTC or by a successor securities depository, the principal and redemption price of the Series 2017 Bonds will be payable at maturity or earlier redemption upon presentation and surrender of the Series 2017 Bonds at the principal office or agency of the Trustee, and interest on the Series 2017 Bonds will be payable by check mailed by first class mail on each Interest Payment Date to the Owners of the Series 2017 Bonds as of the Regular Record Date; provided, that Owners of \$1,000,000 or more in aggregate principal amount of Series 2017 Bonds may arrange for payment by wire transfer of immediately available funds upon written request given to the Trustee at least 15 days prior to an Interest Payment Date.

## Redemption

**Optional Redemption.** The Series 2017-A Bonds maturing on or before July 1, 2026 are not subject to redemption prior to their stated maturities. The Series 2017-A Bonds maturing on or after July 1, 2027 are subject to redemption at the option of LACMTA on or after July 1, 2026, in whole or in part in Authorized Denominations at any time, from any moneys that may be provided for such purpose and at a redemption price of 100% of the principal amount of such Series 2017-A Bonds to be redeemed, plus accrued interest to the date fixed for redemption.

The Series 2017-B Bonds are not subject to optional redemption.

**Mandatory Sinking Fund Redemption.** The Series 2017-A Bonds maturing on July 1, 20[\_\_\_] (the “Series 2017-A Term Bonds”) are subject to mandatory sinking fund redemption in the amount of the principal thereof, without premium, plus accrued interest thereon to the redemption date, from amounts in the Bond Principal Account of the Debt Service Fund to be paid in the years and amounts set forth below:

<u>Redemption Date</u> <u>(July 1)</u>	<u>Principal Amount</u>
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\*Final Maturity

If some but not all of the Series 2017-A Term Bonds have been redeemed, the total amount of all sinking account payments shall be reduced by the aggregate principal amount of the Series 2017-A Term Bonds so redeemed to be allocated among such sinking account payments as determined by LACMTA (notice of which determination shall be given by LACMTA to the Trustee).

At the option of the LACMTA, to be exercised by delivery of a written certificate to the Trustee on or before the sixtieth (60th) day next preceding any mandatory sinking fund redemption date, it may (i) deliver to the Trustee for cancellation any Series 2017-A Term Bonds or portions thereof (in Authorized Denominations) purchased in the open market or otherwise acquired by the LACMTA or (b) specify a principal amount of such Series 2017-A Term Bonds or portions thereof (in Authorized Denominations) which prior to said date have been purchased and previously cancelled by the Trustee at the request of the LACMTA and not theretofore applied as a credit against any mandatory sinking fund redemption requirement. Each such Series 2017-A Term Bond or portion thereof so delivered or previously redeemed shall be credited by the Trustee at 100% of the principal amount of such Series 2017-A Term Bond against the obligation of the LACMTA on such mandatory sinking fund redemption date.

**Selection of Series 2017-A Bonds to be Redeemed.** The Series 2017-A Bonds are subject to redemption in such order of maturity and interest rate as LACMTA may direct and by lot within such maturity and interest rate selected in such manner as the Trustee (or DTC, as long as DTC is the securities depository for the Series 2017-A Bonds), deems appropriate.

**Notice of Redemption.** The Trustee is required to give notice of redemption to the registered owners affected by such redemption at least 20 days but not more than 60 days before each redemption date, and to send such notice of redemption by first class mail (or, with respect to Series 2017-A Bonds held by DTC, by an express delivery service for delivery on the next following Business Day). Each

notice of redemption will specify the Series 2017-A Bonds to be redeemed; the maturity date and interest rate of the Series 2017-A Bonds to be redeemed; the redemption date; the CUSIP numbers of the Series 2017-A Bonds to be redeemed, the redemption price and the place or places where amounts due upon such redemption will be payable and if less than all of the Series 2017-A Bonds of a maturity date and interest rate are to be redeemed, the numbers of the Series 2017-A Bonds and the portions of Series 2017-A Bonds to be redeemed; any condition to the redemption; and that on the redemption date, and upon the satisfaction of any such condition, the Series 2017-A Bonds to be redeemed shall cease to bear interest.

If at the time of mailing of notice of an optional redemption moneys sufficient to redeem all the Series 2017-A Bonds called for redemption have not been deposited with the Trustee, at the election of LACMTA such notice may state that it is conditional, that is, subject to the deposit of the redemption moneys with the Trustee not later than the opening of business one Business Day prior to the scheduled redemption date, and such notice will be of no effect unless such moneys are so deposited. In the event sufficient moneys are not on deposit on the required date, then the redemption will be canceled and on such cancellation date notice will be mailed to the holders of such Series 2017-A Bonds to be redeemed in the same manner as the notice of redemption.

Failure to give any required notice of redemption or any defect therein will not affect the validity of the call for redemption of any Series 2017-A Bonds in respect of which no failure or defect occurs. Any notice sent as provided above will be conclusively presumed to have been given whether or not actually received by the addressee.

***Effect of Redemption.*** If notice is given as described above under “Notice of Redemption” and the moneys for payment of the redemption price are on deposit with the Trustee, the Series 2017-A Bonds called for redemption will be due and payable on the redemption date, interest on such Series 2017-A Bonds will cease to accrue after such date, such Series 2017-A Bonds will cease to be entitled to any lien, benefit or security under the Agreement, and the registered owners of the redeemed Series 2017-A Bonds will have no rights under the Agreement after the redemption date other than the right to receive the redemption price for such Series 2017-A Bonds.

## **SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS**

### **Security for the Series 2017 Bonds**

The Series 2017 Bonds are limited obligations of LACMTA payable from and secured by a first lien on and a pledge of the Pledged Revenues, which are moneys collected as a result of the imposition of the Proposition A Sales Tax, less 25% thereof which constitutes the Local Allocation and less an administrative fee paid to the State Board of Equalization in connection with the collection and disbursement of the Proposition A Sales Tax. In addition, the Series 2017 Bonds are secured by all other amounts held by the Trustee under the Agreement except for amounts held in any rebate fund and any escrow fund. Additionally, the Agreement provides that Pledged Revenues also include any Local Allocation that a local jurisdiction authorizes to be pledged to secure the Series 2017 Bonds, plus such additional sources of revenue, if any, which are hereafter pledged to pay the Series 2017 Bonds under a subsequent supplemental trust agreement. As of the date of this Official Statement, no local jurisdiction has pledged any of its Local Allocation to secure any bonds issued under the Agreement, including the Series 2017 Bonds. Pledged Revenues do not include any Proposition A Sales Tax revenues that are released by the Trustee to (a) the payment of the Second Tier Obligations (as defined herein) (there are no Second Tier Obligations outstanding), (b) the payment of the Proposition A Commercial Paper Notes, or (c) LACMTA for the payment, if necessary, of the General Revenue Bonds (as defined herein) and certain other amounts described herein and any other lawful purposes of LACMTA.

**Neither the faith and credit nor the taxing power of the County, the State of California or any political subdivision or public agency thereof, other than LACMTA to the extent of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement, is pledged to the payment of the principal of or interest on the Series 2017 Bonds. LACMTA has no power to levy property taxes to pay the principal of or interest on the Series 2017 Bonds.**

**The Series 2017 Bonds are limited obligations of LACMTA and are payable, as to both principal and interest, solely from a first lien on and pledge of the Pledged Revenues and certain other amounts held by the Trustee under the Agreement. Other than Pledged Revenues and such other amounts held by the Trustee under the Agreement, the general fund of LACMTA is not liable, and neither the credit nor the taxing power of LACMTA is pledged, to the payment of the principal of or interest on the Series 2017 Bonds.**

### **Proposition A Sales Tax Obligations**

LACMTA has outstanding a variety of obligations that are payable from the Proposition A Sales Tax, including sales tax revenue bonds, commercial paper notes and certain amounts owed under letter of credit reimbursement agreements, pledge agreements and covenant agreements. At this time, LACMTA has three priority levels of obligations secured by the Proposition A Sales Tax: its First Tier Senior Obligations (which include all First Tier Senior Lien Bonds (including the Series 2017 Bonds)), its Second Tier Obligations (there are no Second Tier Obligations outstanding) and its Third Tier Obligations (which include the Proposition A Commercial Paper Notes and related obligations). Additionally, LACMTA has incurred other obligations which are secured by certain “remaining” Proposition A Sales Tax cash receipts. LACMTA has the ability to issue additional obligations that are payable from the Proposition A Sales Tax if it satisfies certain tests. See “PROPOSITION A SALES TAX OBLIGATIONS.”

### **Flow of Funds**

Pursuant to an agreement between LACMTA and the State Board of Equalization, the State Board of Equalization is required to remit monthly directly to the Trustee the Proposition A Sales Tax revenues after deducting the State Board of Equalization’s costs of administering the Proposition A Sales Tax and after paying directly to LACMTA the Local Allocation (25% of net Proposition A Sales Tax cash receipts) (which for purposes of administrative ease is actually transferred first to the Trustee who then disburses the Local Allocation to LACMTA). Under the Agreement, the Trustee is required to deposit and apply the moneys received from the State Board of Equalization, as needed (75% of net Proposition A Sales Tax cash receipts), taking into consideration any other funds previously deposited or applied in such month for such purposes, as follows:

FIRST, to the credit of the Bond Interest Account for the First Tier Senior Lien Bonds, an amount equal to the Aggregate Accrued Interest for the current calendar month less any Excess Deposit made with respect to the last preceding calendar month plus any Deficiency existing on the first day of the calendar month plus any amount of interest which has become due and has not been paid and for which there are insufficient funds in the Bond Interest Account or another special account to be used to make such payment;

SECOND, to the credit of the Bond Principal Account for the First Tier Senior Lien Bonds, the Aggregate Accrued Principal for the current calendar month plus any Accrued Premium and any Deficiency existing on the first day of the calendar month plus any amount of principal which has become due and has not been paid and for which there are insufficient funds in the Bond Principal Account or another special account to be used to make such payment;

THIRD, to the credit of the Reserve Fund, such portion of the balance, if any, remaining after making the deposits to the Bond Interest Account and the Bond Principal Account described above, as is necessary to increase the amount on deposit in the Reserve Fund to an amount equal to the Reserve Fund Requirement, or if the entire balance is less than the amount necessary, then the entire balance will be deposited into the Reserve Fund; provided, however, that so long as any Reserve Fund Insurance Policy is in effect and the Reserve Insurer is not in default of its obligations thereunder, the Trustee will pay the Reserve Insurer the greater of (i) the minimum amount required to be paid in accordance with the provisions of such Reserve Fund Insurance Policy and any related agreements between LACMTA and the Reserve Insurer, or (ii) the amount necessary to reinstate the amount available to be drawn under such Reserve Fund Insurance Policy in order to meet the Reserve Fund Requirement (see “—Reserve Fund” below);

FOURTH, to make deposits for the payment of any Second Tier Obligations (there are no Second Tier Obligations outstanding); and

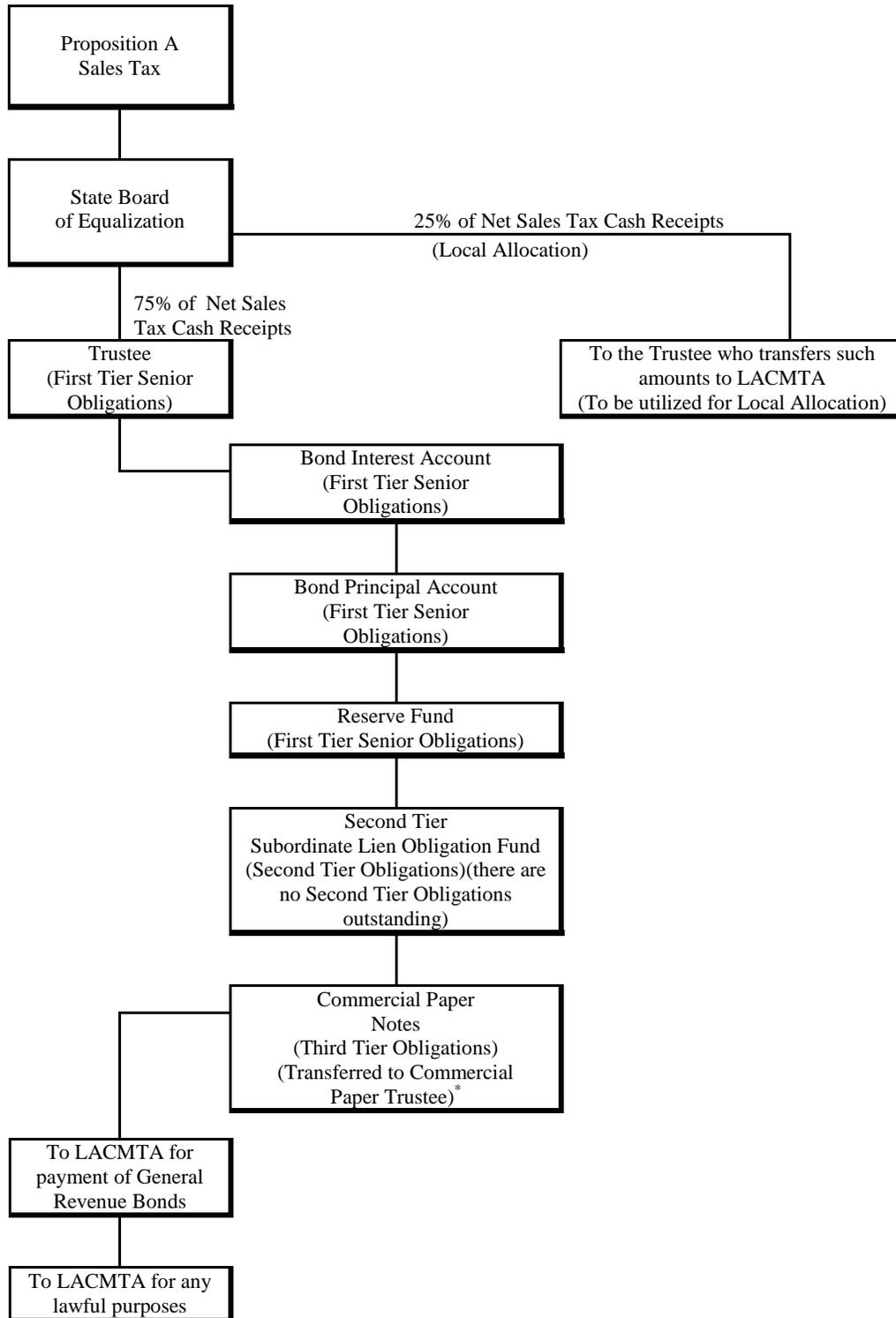
FIFTH, to pay any remaining amount to the trustee under a subordinate trust agreement in such amounts and at such times as will be needed to provide for payment of such obligations in accordance with a Supplemental Trust Agreement or Supplemental Trust Agreements relating to such subordinate debt, including but not limited to the obligation of LACMTA with respect to the Proposition A Commercial Paper Notes described herein (including the reimbursement obligations of LACMTA related to letters of credit for such Proposition A Commercial Paper Notes).

Any remaining funds will then be transferred to LACMTA and will be available to be used for any lawful purpose. Any Pledged Revenues after making deposits First through Fourth above will no longer be available to pay debt service on the First Tier Senior Lien Bonds. As of the date of this Official Statement, LACMTA has granted pledges on the remaining Proposition A Sales Tax revenues to the payment of and reserve requirements for the General Revenue Bonds. See “PROPOSITION A SALES TAX OBLIGATIONS—Outstanding Proposition A Sales Tax Obligations—Other Obligations” for definitions of the capitalized terms used in the preceding sentence. After the payment of the General Revenue Bonds, LACMTA may use any remaining Proposition A Sales Tax revenues in accordance with the provisions of Ordinance No. 16 (as defined herein).

Table 1 on the following page provides a graphic presentation of the flow of funds for Proposition A Sales Tax cash receipts as of the date of issuance of the Series 2017 Bonds.

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**TABLE 1  
Proposition A Sales Tax  
Flow of Funds**



\* Also includes reimbursement obligations of LACMTA related to letters of credit for such Commercial Paper Notes.

## Reserve Fund

**General.** The Agreement currently requires the Trustee to establish and hold the Reserve Fund to secure the payment of the principal of and interest on all of the First Tier Senior Lien Revenue Bonds, including the Series 2017 Bonds. Amounts on deposit in the Reserve Fund will be used to make payments of principal of and interest on all First Tier Senior Lien Revenue Bonds, including the Series 2017 Bonds, to the extent amounts in the Bond Interest Account or the Bond Principal Account are not sufficient to pay in full the principal of or interest on the First Tier Senior Lien Bonds when due. The Reserve Fund is required to be funded in an amount equal to the Reserve Fund Requirement, which is generally Maximum Annual Debt Service on outstanding First Tier Senior Lien Bonds. See “APPENDIX E—SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS—DEFINITIONS—Reserve Fund Requirement” for the complete definition of Reserve Fund Requirement.

Under the terms of the Agreement, LACMTA may substitute an insurance policy provided by a bond insurer or a letter of credit in lieu of or in partial substitution for cash or securities deposited in the Reserve Fund in order to meet the Reserve Fund Requirement. The entity providing a Reserve Fund Insurance Policy must be rated, at the time such policy is issued, in one of the two highest classifications by Moody’s Investors Service Inc. (“Moody’s”) and Standard & Poor’s Ratings Services, a Standard & Poor’s Financial Services LLC business (“S&P”). The Agreement provides that any Reserve Fund Insurance Policy is to be valued at its face value less any unreimbursed drawings (of which there currently are none). See “APPENDIX E—SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS—DEFINITIONS—Reserve Fund Insurance Policy.”

On the date of delivery of the Series 2017 Bonds, the Reserve Fund Requirement is expected to equal approximately \$\_\_\_\_\_, which will be satisfied in part by the AGM Reserve Policy with a policy limit of \$85,500,000, with the balance satisfied by cash and investments held in the Reserve Fund totaling approximately \$\_\_\_\_\_. The Reserve Fund Requirement is satisfied without taking into account the FGIC Reserve Policy described below.

*See “INTRODUCTION—Proposed Amendments to Trust Agreement” and “APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT” with respect to certain amendments being made to the Trust Agreement that would allow the Series 2016 Bonds and First Tier Senior Lien Bonds issued after the date of issuance of the Series 2016 Bonds, including the Series 2017 Bonds, to not be secured by the Reserve Fund or any other debt service reserve fund. LACMTA currently expects that upon the Amendment Effective Date it will elect that the Series 2017 Bonds will no longer participate in or be secured by the Reserve Fund or any other debt service reserve fund. At the time the Series 2017 Bonds are no longer secured by the Reserve Fund, LACMTA expects that the Reserve Requirement will be reduced and a portion of the moneys on deposit in the Reserve Fund will be released, at which time such moneys may be applied by LACMTA for any lawful purpose.*

**AGM Reserve Policy.** Generally, the AGM Reserve Policy unconditionally and irrevocably guarantees the payment of that portion of the principal of and interest on the First Tier Senior Lien Bonds that becomes due for payment but is unpaid by reason of “nonpayment” by LACMTA. “Nonpayment” means, in respect of a First Tier Senior Lien Bond, the failure of LACMTA to have provided sufficient funds for the payment in full of all principal and interest that is due for payment on such First Tier Senior Lien Bond. Nonpayment also includes any payment of principal or interest that is due for payment made to an Owner by or on behalf of LACMTA that has been recovered from such Owner pursuant to the United States Bankruptcy Code by a trustee in bankruptcy in accordance with a final, nonappealable order of a court having competent jurisdiction. The AGM Reserve Policy does not cover payments due as a result of optional redemption or acceleration of a First Tier Senior Lien Bond or payments of purchase price on tendered First Tier Senior Lien Bonds.

The AGM Reserve Policy will terminate on July 1, 2021. The AGM Reserve Policy is noncancellable and the premium therefor has been paid in full. The cash and investments that are expected to be in the Reserve Fund as of the date of delivery of the Series 2017 Bonds are in an amount at least sufficient to satisfy the Reserve Fund Requirement until July 1, 2021 with respect to the First Tier Senior Lien Bonds that will be outstanding as of the date of delivery of the Series 2017 Bonds (excluding any future issuances of First Tier Senior Lien Bonds and assuming debt service is paid on the outstanding First Tier Senior Lien Bonds as scheduled). If the Proposed Amendments are not effective prior to July 1, 2021 (see “INTRODUCTION—Proposed Amendments” and “APPENDIX I—PROPOSED AMENDMENTS TO TRUST AGREEMENT”), an additional deposit to the Reserve Fund is expected to be required to be made on (or before) such date. A deposit may also be required in the event that LACMTA issues additional First Tier Senior Lien Bonds in the future or does not pay debt service on First Tier Senior Lien Bonds as scheduled.

The AGM Reserve Policy is not covered by the Property/Casualty Insurance Security Fund specified in Article 76 of the New York Insurance Law or by the California Insurance Guaranty Association established pursuant to Article 14.2 (commencing with Section 1063) of Chapter 1 of Part 2 of Division 1 of the California Insurance Code.

If LACMTA fails to reimburse AGM for draws on the AGM Reserve Policy or to pay expenses and accrued interest thereon, AGM is entitled to exercise any remedies available to it, including those provided under the Agreement, other than (i) acceleration of the First Tier Senior Lien Bonds, or (ii) remedies which would adversely affect holders of the First Tier Senior Lien Bonds.

In addition, LACMTA and the Trustee have agreed with AGM that all cash and investments on deposit in the Reserve Fund will be used to pay debt service on the First Tier Senior Lien Bonds prior to any drawing on the AGM Reserve Policy or any other Reserve Policy and that draws on Reserve Policies will be made on a pro rata basis. Further, draws on the AGM Reserve Policy and any other Reserve Policy are required to be reimbursed on a pro rata basis prior to the replenishment of any cash withdrawn from the Reserve Fund.

#### ***Assured Guaranty Municipal Corp.***

*The following information has been furnished by AGM for use in this Official Statement. LACMTA makes no representation as to the accuracy or the completeness of such information or as to the absence of material adverse changes in such information. Additionally, LACMTA undertakes no responsibility for and makes no representations as to the accuracy or the completeness of the content of any material contained on the SEC’s website or AGL’s (as defined herein) website as described in this section including, but not limited to, updates of such information or links to other Internet sites accessed through the aforementioned websites.*

AGM is a New York domiciled financial guaranty insurance company and an indirect subsidiary of Assured Guaranty Ltd. (“AGL”), a Bermuda-based holding company whose shares are publicly traded and are listed on the New York Stock Exchange under the symbol “AGO”. AGL, through its operating subsidiaries, provides credit enhancement products to the U.S. and global public finance, infrastructure and structured finance markets. Neither AGL nor any of its shareholders or affiliates, other than AGM, is obligated to pay any debts of AGM or any claims under any insurance policy issued by AGM.

AGM’s financial strength is rated “AA” (stable outlook) by S&P Global Ratings, a business unit of Standard & Poor’s Financial Services LLC (“S&P”), “AA+” (stable outlook) by Kroll Bond Rating Agency, Inc. (“KBRA”) and “A2” (stable outlook) by Moody’s Investors Service, Inc. (“Moody’s”). Each rating of AGM should be evaluated independently. An explanation of the significance of the above

ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies, including withdrawal initiated at the request of AGM in its sole discretion. In addition, the rating agencies may at any time change AGM's long-term rating outlooks or place such ratings on a watch list for possible downgrade in the near term. Any downward revision or withdrawal of any of the above ratings, the assignment of a negative outlook to such ratings or the placement of such ratings on a negative watch list may have an adverse effect on the market price of any security guaranteed by AGM. AGM only guarantees scheduled principal and scheduled interest payments payable by the issuer of bonds insured by AGM on the date(s) when such amounts were initially scheduled to become due and payable (subject to and in accordance with the terms of the relevant insurance policy), and does not guarantee the market price or liquidity of the securities it insures, nor does it guarantee that the ratings on such securities will not be revised or withdrawn.

#### Current Financial Strength Ratings

On June 26, 2017, S&P issued a research update report in which it affirmed AGM's financial strength rating of "AA" (stable outlook). AGM can give no assurance as to any further ratings action that S&P may take.

On December 14, 2016, KBRA issued a financial guaranty surveillance report in which it affirmed AGM's insurance financial strength rating of "AA+" (stable outlook). AGM can give no assurance as to any further ratings action that KBRA may take.

On August 8, 2016, Moody's published a credit opinion affirming its existing insurance financial strength rating of "A2" (stable outlook) on AGM. AGM can give no assurance as to any further ratings action that Moody's may take.

For more information regarding AGM's financial strength ratings and the risks relating thereto, see AGL's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

#### Capitalization of AGM

At June 30, 2017, the policyholders' surplus of AGM was approximately \$2,222 million. The contingency reserves of AGM and its indirect subsidiary Municipal Assurance Corp. ("MAC") (as described below) were approximately \$1,289 million. Such amount includes 100% of AGM's contingency reserve and 60.7% of MAC's contingency reserve. The net unearned premium reserves of AGM and its subsidiaries (as described below) were approximately \$1,699 million. Such amount includes (i) 100% of the net unearned premium reserves of AGM and AGM's wholly owned subsidiary Assured Guaranty (Europe) plc, Assured Guaranty (UK) plc, CIFG Europe S.A. and Assured Guaranty (London) plc (together, the "AGM European Subsidiaries") and (ii) 60.7% of the net unearned premium reserve of MAC.

The policyholders' surplus of AGM and the contingency reserves and net unearned premium reserves of AGM and MAC were determined in accordance with statutory accounting principles. The net unearned premium reserves of the AGM European Subsidiaries were determined in accordance with accounting principles generally accepted in the United States of America.

### Incorporation of Certain Documents by Reference

Portions of the following documents filed by AGL with the Securities and Exchange Commission (the “SEC”) that relate to AGM are incorporated by reference into this Official Statement and shall be deemed to be a part hereof:

- (i) the Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (filed by AGL with the SEC on February 24, 2016);
- (ii) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017 (filed by AGL with the SEC on May 5, 2017); and
- (iii) the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017 (filed by AGL with the SEC on August 3, 2017).

All consolidated financial statements of AGM and all other information relating to AGM included in, or as exhibits to, documents filed by AGL with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, excluding Current Reports or portions thereof “furnished” under Item 2.02 or Item 7.01 of Form 8-K, after the filing of the last document referred to above and before the termination of the offering of the Series 2017 Bonds shall be deemed incorporated by reference into this Official Statement and to be a part hereof from the respective dates of filing such documents. Copies of materials incorporated by reference are available over the internet at the SEC’s website at <http://www.sec.gov>, at AGL’s website at <http://www.assuredguaranty.com>, or will be provided upon request to Assured Guaranty Municipal Corp.: 1633 Broadway, New York, New York 10019, Attention: Communications Department (telephone (212) 974-0100). Except for the information referred to above, no information available on or through AGL’s website shall be deemed to be part of or incorporated in this Official Statement.

Any information regarding AGM included herein under the caption “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—Assured Guaranty Municipal Corp.” or included in a document incorporated by reference herein (collectively, the “AGM Information”) shall be modified or superseded to the extent that any subsequently included AGM Information (either directly or through incorporation by reference) modifies or supersedes such previously included AGM Information. Any AGM Information so modified or superseded shall not constitute a part of this Official Statement, except as so modified or superseded.

### Miscellaneous Matters

AGM makes no representation regarding the Series 2017 Bonds or the advisability of investing in the Series 2017 Bonds. In addition, AGM has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding AGM supplied by AGM and presented under the heading “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—Assured Guaranty Municipal Corp.”

***FGIC Reserve Policy.*** Concurrently with the issuance of the Proposition A Sales Tax Revenue Refunding Bonds, Series 1991B on December 4, 1991, Financial Guaranty Insurance Company (“Financial Guaranty”), issued the FGIC Reserve Policy in an amount not to exceed the lesser of \$111,463,547.50 or the Reserve Fund Requirement. The FGIC Reserve Policy terminates on July 1, 2021. The amount of cash and other investments in the Reserve Fund together with the AGM Reserve

Policy satisfy the Reserve Fund Requirement without taking into account the FGIC Reserve Policy. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Reserve Fund—Assured Guaranty Municipal Corp.”

FGIC is a New York stock insurance corporation and a wholly owned subsidiary of FGIC Corporation. FGIC emerged from rehabilitation on August 19, 2013, and is responsible for administering its outstanding insurance policies in accordance with the terms of the First Amended Plan of Rehabilitation for FGIC, dated June 4, 2013. As part of the Rehabilitation Plan, FGIC entered into a Novation Agreement dated as of September 14, 2012 (the “Novation Agreement”) with National Public Finance Guarantee Corporation (“National Public”), pursuant to which the parties agreed to novate from FGIC to National Public certain FGIC policies covering U.S. public finance credits with total net par in force of approximately \$92.6 billion as of the effective date of the Novation Agreement (the “Novation Effective Date”), including the FGIC Reserve Policy, which previously had been reinsured by National Public (collectively, the “National Public Reinsured Policies”). The novation of the National Public Reinsured Policies and the other transactions contemplated by the Novation Agreement became effective on the Novation Effective Date, whereupon (i) National Public rather than FGIC became the issuer of the National Public Reinsured Policies and became directly responsible for all obligations under the National Public Reinsured Policies and (ii) FGIC was released from all obligations under the National Public Reinsured Policies.

No review of the business or affairs of Financial Guaranty or National Public has been conducted in connection with the issuance of the Series 2017 Bonds. This Official Statement does not contain any financial information about Financial Guaranty, National Public or the FGIC Reserve Policy and does not refer to any such information that may be available elsewhere, and neither Financial Guaranty nor National Public has reviewed or approved this Official Statement.

Both before and after the occurrence of a payment or other default by LACMTA in respect of the Series 2017 Bonds, National Public may be entitled to exercise certain rights and remedies pursuant to the Agreement and a debt service reserve policy agreement with LACMTA; such remedies will not include acceleration or remedies which would adversely affect the holders of First Tier Senior Lien Bonds. While the FGIC Reserve Policy remains in effect, and so long as National Public is not in default with respect to its obligations thereunder, National Public will be entitled to consent to certain changes in documents, and if past due amounts are owing to National Public under the FGIC Reserve Policy, National Public will have the right to consent to the issuance of additional First Tier Senior Lien Bonds. The interests of National Public and the interests of the Bondholders may not be aligned with respect to these matters.

### **Additional First Tier Senior Lien Bonds**

Upon compliance with the terms of the Agreement, LACMTA is permitted to issue Additional First Tier Senior Lien Bonds under the Agreement secured by Pledged Revenues on a parity basis with the Outstanding First Tier Senior Lien Bonds. First Tier Senior Lien Bonds may be issued for any purpose for which LACMTA at the time of issuance may incur debt, including, if LACMTA may then otherwise do so, for the purpose of loaning the proceeds to other entities.

Pursuant to the Agreement, prior to issuance of any First Tier Senior Lien Bonds, including the issuance of the Series 2017 Bonds, there will be delivered to the Trustee, in addition to other items, a certificate prepared by a Consultant showing that 35% (or such greater percentage permitted by the immediately following paragraph) of the Proposition A Sales Tax collected for any 12 consecutive months out of the 15 consecutive months immediately preceding the issuance of the proposed First Tier Senior Lien Bonds was at least equal to 115% of Maximum Annual Debt Service for all First Tier Senior

Lien Bonds which will be outstanding immediately after the issuance of the proposed First Tier Senior Lien Bonds.

This covenant, combined with the fact that 75% of the Proposition A Sales Tax collected is available to LACMTA and pledged to debt service, creates an additional bonds test effectively requiring that Pledged Revenues be at least 246% Maximum Annual Debt Service.

If any city entitled to receive a Local Allocation has authorized the pledging of all or a portion of its share of the Local Allocation to secure the First Tier Senior Lien Bonds, the duration of such pledge is not less than the term of any First Tier Senior Lien Bonds then issued and Outstanding or currently proposed to be issued, and a certified copy of the city's ordinance, resolution or other official action authorizing the pledge and setting forth the terms of such pledge and a written opinion of bond counsel that the pledge of such portion of the Local Allocation is a valid pledge of LACMTA have been filed with the Trustee, then the reference to 35% in the immediately preceding paragraph will be replaced with the percentage which is equal to 35% plus the percentage determined by dividing the amount of the Local Allocation then included in Pledged Tax by the total Proposition A Sales Tax.

For purposes of the comparisons set forth in the Consultant's certificate, the actual historical Proposition A Sales Tax revenues may be adjusted by the Consultant if there has been or upon the issuance of the proposed First Tier Senior Lien Bonds there will be a change in the base upon which the Proposition A Sales Tax is imposed, the Proposition A Sales Tax revenues for the 12 months used in the comparisons will be adjusted to reflect the amount of Proposition A Sales Tax revenues which would have resulted had the change in the base occurred on the first day of such 12 month period.

Under the Agreement, "Maximum Annual Debt Service" generally means the greatest amount of principal and interest becoming due and payable on all First Tier Senior Lien Bonds in the Fiscal Year in which the calculation is made or in any subsequent Fiscal Year. However, if LACMTA issues variable rate bonds and enters into an interest rate swap agreement related to any First Tier Senior Lien Bonds, the Agreement permits LACMTA to use the fixed rate it pays under the interest rate swap agreement for purposes of determining the maximum amount of interest becoming due and payable on such First Tier Senior Lien Bonds, For the definition of Maximum Annual Debt Service, see "APPENDIX E—SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS—DEFINITIONS."

The certificate described above will not be required, however, if the Additional First Tier Senior Lien Bonds to be issued are being issued for the purpose of refunding then Outstanding First Tier Senior Lien Bonds and there is delivered to the Trustee, instead, a certificate of the Authorized Authority Representative showing that Maximum Annual Debt Service on all First Tier Senior Lien Bonds Outstanding after the issuance of the refunding First Tier Senior Lien Bonds will not exceed Maximum Annual Debt Service on all First Tier Senior Lien Bonds Outstanding prior to the issuance of such First Tier Senior Lien Bonds.

## **PROPOSITION A SALES TAX AND COLLECTIONS**

### **The Proposition A Sales Tax**

Under the California Public Utilities Code, LACMTA is authorized to adopt retail transactions and use tax ordinances applicable in the incorporated and unincorporated territory of the County in accordance with California's Transaction and Use Tax Law (California Revenue and Taxation Code Section 7251 et seq.), upon authorization by a specified percentage of the electors voting on the issue. In accordance with the County Transportation Commissions Act (Section 130000 et seq. of the California Public Utilities Code (the "Transportation Commissions Act")), the Commission (as predecessor to

LACMTA), on August 20, 1980, adopted Ordinance No. 16 (“Ordinance No. 16”) which imposed a retail transactions and use tax. Ordinance No. 16 was submitted to the electors of the County in the form of “Proposition A” and approved at an election held on November 4, 1980. Ordinance No. 16 imposes a tax of ½ of 1% of the gross receipts of retailers from the sale of tangible personal property sold at retail in the County and a use tax at the same rate upon the storage, use or other consumption in the County, subject to certain limited exceptions. The retail transactions and use tax imposed by Ordinance No. 16 and approved by the voters with the passage of Proposition A is referred to in this Official Statement as the “Proposition A Sales Tax.” As approved by the voters, the Proposition A Sales Tax is not limited in duration. The validity of the Proposition A Sales Tax was upheld in 1982 by the California Supreme Court in *Los Angeles County Transportation Commission v. Richmond*. See “LITIGATION.”

Collection of the Proposition A Sales Tax is administered by the State Board of Equalization, which imposes a charge for administration. Such charge is based on the actual costs incurred by the State Board of Equalization in connection with the administration of the collection of the Proposition A Sales Tax. In accordance with Ordinance No. 16, LACMTA is required to allocate the proceeds of the Proposition A Sales Tax as follows:

**TABLE 2**  
**Proposition A Sales Tax Apportionment**

Use	Percentage
Local Allocation	25%
Rail Development Program <sup>1</sup>	35
Discretionary	40
TOTAL	100% <sup>2</sup>

<sup>1</sup> Pursuant to the Act of 1998 (as defined herein) LACMTA is prohibited from spending Proposition A Sales Tax revenues on the costs of planning, design, construction or operation of any New Subway (as defined herein), including debt service on bonds, notes or other evidences of indebtedness issued for such purposes after March 30, 1998. See “—Initiatives and Changes to Proposition A Sales Tax—The Act of 1998” below.

<sup>2</sup> Up to 5% of the Proposition A Sales Tax revenues received by LACMTA may be used by LACMTA to pay administrative costs. Administrative costs are payable only from Proposition A Sales Tax revenues that have been released to LACMTA and are no longer Pledged Revenues. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Flow of Funds” above.

Source: LACMTA

As described below, the State Board of Equalization has agreed to remit directly on a monthly basis the remaining Proposition A Sales Tax revenues to the Trustee after deducting the costs of administering the Proposition A Sales Tax and disbursing the Local Allocation to LACMTA (which for purposes of administrative ease, is first transferred to the Trustee who then disburses the Local Allocation to LACMTA). After application of Proposition A Sales Tax revenues to the funds and accounts related to the First Tier Senior Lien Bonds in accordance with the Agreement, the Trustee is required to transfer the remaining unapplied Proposition A Sales Tax revenues for deposit to the funds and accounts established and maintained for the Second Tier Obligations and the Proposition A Commercial Paper Notes and related obligations. Any Proposition A Sales Tax revenues remaining after the deposits described above are required to be released to LACMTA to be used by LACMTA first, if necessary, to pay debt service on the General Revenue Bonds, and second, for any lawful purposes of LACMTA. The First Tier Senior Lien Bonds do not have a lien on and are not secured by any Proposition A Sales Tax revenues that are

released by the Trustee and deposited to the funds and accounts established and maintained for the Second Tier Obligations or the Proposition A Commercial Paper Notes or that are transferred to LACMTA to be used to pay debt service on the General Revenue Bonds or for any lawful purposes of LACMTA.

The amount retained by the State Board of Equalization from collections of Proposition A Sales Tax is based on the total local entity cost reflected in the annual budget of the State of California, and includes direct, shared and central agency costs incurred by the State Board of Equalization. The amount retained by the State Board of Equalization is adjusted to account for the difference between the State Board of Equalization’s recovered costs and its actual costs during the prior two Fiscal Years. For Fiscal Years 2013 through 2017, the State Board of Equalization’s fee for administering the Proposition A Sales Tax was as follows:

**TABLE 3**  
**Fee For Administering the Proposition A Sales Tax**

<b>Fiscal Year Ended (June 30)</b>	<b>Fee (\$'s in millions)</b>	<b>Percentage of Proposition A Sales Tax Revenues</b>
2013	\$6.4	0.9%
2014	8.3	1.2
2015	8.6	1.2
2016	9.2	1.2
2017	9.2	1.2

LACMTA assumes that such State Board of Equalization fee may increase incrementally each year. The State Board of Equalization can change the fee at its discretion in the future.

Under the Agreement, LACMTA has covenanted that (a) it will not take any action which will impair or adversely affect in any manner the pledge of the Pledged Revenues or the rights of the holders of the First Tier Senior Lien Bonds, including the Series 2017 Bonds; and (b) it will be unconditionally and irrevocably obligated, so long as any of the First Tier Senior Lien Bonds, including the Series 2017 Bonds, are outstanding and unpaid, to take all lawful action necessary or required to continue to entitle LACMTA to receive the Pledged Revenues at the same rates as provided by law (as of the date of the Agreement), to pay from the Pledged Revenues the principal of and interest on the First Tier Senior Lien Bonds in the manner and pursuant to the priority set forth in the Agreement, and to make the other payments provided for in the Agreement.

Under the LACMTA Act, the State of California pledges to, and agrees with, the holders of any bonds issued under the LACMTA Act and with those parties who may enter into contracts with LACMTA pursuant to the LACMTA Act that the State of California will not limit or alter the rights vested by the LACMTA Act in LACMTA until such bonds, together with the interest thereon, are fully met and discharged and the contracts are fully performed on the part of LACMTA. However, such pledge and agreement does not preclude the State of California from changing the transactions and items subject to the statewide general sales tax and thereby altering the amount of Proposition A Sales Tax collected. See “RISK FACTORS—California State Legislature or Electorate May Change Items Subject to Proposition A Sales Tax.”

The ½ of 1% Proposition A Sales Tax imposed by LACMTA in the County is in addition to the general sales tax levied statewide by the State of California (currently 7.25%), the ½ of 1% sales tax imposed by LACMTA pursuant to Ordinance No. 49 of the Commission known as “Proposition C” (such sales tax is referred to herein as the “Proposition C Sales Tax”), the 30-year ½ of 1% sales tax approved by County voters in November 2008 to fund LACMTA transportation projects and operations known as the “Measure R Sales Tax,” the ½ of 1% sales tax approved by County voters in November 2016 to fund LACMTA transportation projects and operations known as the “Measure M Sales Tax” and the taxes that apply only within certain cities in the County. The cities of Avalon, Commerce, Culver City, Downey, El Monte, Inglewood, San Fernando, and South El Monte in the County have each enacted a sales tax of ½ of 1% applicable to transactions within their respective city limits, and the cities of Compton, La Mirada, Long Beach, Lynwood, Pico Rivera, Santa Monica, and South Gate in the County have each enacted a sales tax of 1% applicable to transactions within their respective city limits. The combined various sales taxes described above results in (a) transactions within the County, and outside the cities of Avalon, Commerce, Compton, Culver City, Downey, El Monte, Inglewood, La Mirada, Long Beach, Lynwood, Pico Rivera, San Fernando, Santa Monica, South El Monte, and South Gate, currently being taxed at an effective rate of 9.25%, (b) transactions within the cities of Avalon, Commerce, Culver City, Downey, El Monte, Inglewood, San Fernando, and South El Monte currently being taxed at an effective rate of 9.75%, and (c) transactions within the cities of Compton, La Mirada, Long Beach, Lynwood, Pico Rivera, Santa Monica, and South Gate currently being taxed at an effective rate of 10.25%. These tax rates and the items subject to the Proposition A Sales Tax are subject to change. See “RISK FACTORS—California State Legislature or Electorate May Change Items Subject to Proposition A Sales Tax” and “—Increases in Sales Tax Rate May Cause Declines in Proposition A Sales Tax Revenues.” See also “APPENDIX A—THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY—OUTSTANDING DEBT.”

### **Initiatives and Changes to Proposition A Sales Tax**

**Proposition 218.** In 1996, the voters of the State of California approved Proposition 218, known as the “Right to Vote on Taxes Act.” Proposition 218 added Articles XIIIIC and XIID to the California State Constitution. Among other things, Article XIIIIC removes limitations, if any, that exist on the initiative power in matters of local taxes, assessments, fees and charges. Even though LACMTA’s enabling legislation did not limit the initiative power of the electorate prior to Proposition 218, Proposition 218 has affirmed the right of the voters to propose initiatives that could impact the Proposition A Sales Tax.

**The Act of 1998.** One such initiative was approved by the voters of the County in 1998 in the form of the “Metropolitan Transportation Authority Reform and Accountability Act of 1998” (the “Act of 1998”). The Act of 1998 prohibits the use of Proposition A Sales Tax and Proposition C Sales Tax (but not the use of Measure R Sales Tax or Measure M Sales Tax) to pay any costs of planning, design, construction or operation of any “New Subway,” including debt service on bonds, notes or other evidences of indebtedness issued for such purposes after March 30, 1998. “New Subway” is defined in the Act of 1998 to mean any rail line which is in a tunnel below the grade level of the earth’s surface (including any extension or operating segment thereof), except for Segment 1, Segment 2 and Segment 3 (North Hollywood) of the Red Line. The Act of 1998 does not limit the use of Proposition A Sales Tax or Proposition C Sales Tax revenues to provide public mass transit improvements to railroad right-of-ways. The Act of 1998 does not limit in any way the collection of the Proposition A Sales Tax or the Proposition C Sales Tax; it only limits the uses of such taxes. LACMTA believes that the proceeds of all obligations previously issued by LACMTA which are secured by the Proposition A Sales Tax and/or the Proposition C Sales Tax have been used for permitted purposes under the Act of 1998. **Therefore, the Act of 1998 has no effect on LACMTA’s ability to continue to use the Proposition A Sales Tax or the Proposition C Sales Tax to secure payment of its outstanding obligations secured by the**

**Proposition A Sales Tax or the Proposition C Sales Tax. Additionally, LACMTA will covenant not to use the proceeds of the Series 2017 Bonds in a manner inconsistent with the provisions of the Act of 1998, and the Act of 1998 will not limit the ability of LACMTA to secure payment of the Series 2017 Bonds with a pledge of the Proposition A Sales Tax.**

As required by the Act of 1998, LACMTA contracted with an independent auditor to complete an audit with respect to the receipt and expenditure of Proposition A Sales Tax and Proposition C Sales Tax between the effective dates of Proposition A and Proposition C and June 30, 1998. The independent auditor completed the audit in November 1999. The Act of 1998 further requires LACMTA to contract for an independent audit each subsequent Fiscal Year to determine LACMTA's compliance with the provisions of Proposition A, Proposition C and the Act of 1998 relating to the receipt and expenditure of Proposition A Sales Tax revenues and Proposition C Sales Tax revenues. For Fiscal Years 1999 through 2016, the independent auditors determined that LACMTA was in compliance with Proposition A, Proposition C and the Act of 1998 for each such respective Fiscal Year (the "Annual Act of 1998 Audit").

In connection with each Annual Act of 1998 Audit, the independent auditor annually audits how LACMTA spends Proposition A Sales Tax revenues during the related Fiscal Year to ensure that it spends those revenues for the categories of use set forth in Proposition A. See "—The Proposition A Sales Tax" above. Each Fiscal Year, a substantial portion of the Proposition A Sales Tax revenues are spent on the payment of principal of and interest on the First Tier Senior Lien Bonds. See "COMBINED DEBT SERVICE SCHEDULE." For purposes of determining LACMTA's compliance with the categories of use set forth in Proposition A, LACMTA allocates the annual payments of principal and interest with respect to each series of First Tier Senior Lien Bonds to the categories of use for which such series of First Tier Senior Lien Bonds financed or refinanced.

The Act of 1998 also established the "Independent Citizens' Advisory and Oversight Committee" (the "Committee") whose responsibilities include reviewing LACMTA's annual audit of its receipt and expenditure of Proposition A Sales Tax and Proposition C Sales Tax, the holding of public hearings regarding the annual audit and issuing reports based upon those audits and public hearings. The Committee is made up of five members, of which one member is appointed by the chair of the Los Angeles County Board of Supervisors, one member is appointed by the chair of the Board, one member is appointed by the Mayor of the City of Los Angeles, one member is appointed by the Mayor of the City of Long Beach, and one member is appointed by the Mayor of the City of Pasadena.

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## Historical Proposition A Sales Tax Collections

The following table presents, among other things, collections of net Proposition A Sales Tax revenues and corresponding Pledged Revenues for the Fiscal Years ended June 30, 2007 through June 30, 2016.

**TABLE 4**  
**Historical Net Proposition A Sales Tax Revenues,**  
**Local Allocations and Pledged Revenues**  
**(dollars in millions<sup>1</sup>)**

<b>Fiscal Year</b>	<b>Net Proposition A Sales Tax Revenue<sup>2</sup></b>	<b>Annual Percentage Change</b>	<b>Allocations to Local Governments</b>	<b>Pledged Revenues<sup>3</sup></b>
2007	\$686.2	2.57%	\$171.6	\$514.7
2008	683.3	(0.42)	170.8	512.5
2009	620.8	(9.15)	155.2	465.6
2010	565.7	(8.88)	141.4	424.3
2011	601.9	6.40	150.5	451.4
2012	648.7	7.78	162.2	486.5
2013	687.2	5.93	171.8	515.4
2014 <sup>4</sup>	717.1	4.35	179.3	537.8
2015	745.7	3.99	186.4	559.2
2016	763.6	2.40	190.9	572.7

<sup>1</sup> Rounded to closest \$100,000.

<sup>2</sup> Reflects Proposition A Sales Tax revenues, reported according to accrual basis accounting, presented in LACMTA's audited financial statements, less administrative fees paid to the State Board of Equalization.

<sup>3</sup> Net Proposition A Sales Tax revenues less Allocations to Local Governments.

<sup>4</sup> Net Proposition A Sales Tax Revenues and Pledged Revenues are reported excluding the \$61.4 million accounting accrual adjustment.

Source: LACMTA

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The following table sets forth the amount of Proposition A Sales Tax revenues for the most recent nine quarters and the changes in such amounts from the corresponding period in the prior year.

**TABLE 5**  
**Selected Actual Proposition A Sales Tax Revenue Information**  
(values are cash basis)

<u>Quarter Ended</u>	<u>Quarterly Receipts (\$ millions)</u>	<u>Change from Same Period of Prior Year</u>	<u>Rolling 12 Months Receipts (\$ millions)</u>	<u>Change from Same Period of Prior Year</u>
September 30, 2017	\$[___]	[___]%	\$[___]	[___]%
June 30, 2017	188.7	1.56	778.84	2.04
March 31, 2017	201.9	4.86	775.94	2.59
December 31, 2016	196.3	1.53	766.58	1.89
September 30, 2016	191.9	0.17	763.63	2.01
June 30, 2016	185.8	3.87	763.30	2.93
March 31, 2016	192.5	2.11	756.37	2.73
December 31, 2015	193.3	1.90	752.39	3.00
September 30, 2015	191.6	3.80	748.61	4.38

<sup>1</sup> Reported according to cash basis accounting.  
Source: LACMTA

The Proposition A Sales Tax revenues on a cash basis for a quarterly period are determined by sales tax revenues generated by sales activity generally occurring in the last two months of the previous quarter and the first month of the current quarter. For example, for the fiscal quarter ended September 30, 2017, reported according to cash basis accounting, Proposition A Sales Tax revenues were approximately \$[\_\_\_] million, which receipts generally represented sales activity occurring in May, June and July, 2017.

Total Proposition A Sales Tax revenues on a cash basis for Fiscal Year 2017 were approximately \$778.8 million compared to \$763.3 million for Fiscal Year 2016. LACMTA’s Fiscal Year 2018 budget assumes total Proposition A Sales Tax revenues of \$802.0 million, and Proposition A Sales Tax revenues net of Local Allocation of \$611.5 million.

Proposition A Sales Tax revenues fluctuate based on general economic conditions within the County. To project future Proposition A Sales Tax revenues for budgetary purposes, LACMTA relies on reports from local economists and other publicly available sources of data. LACMTA does not itself develop forecasts of current or future economic conditions. Furthermore, the State Board of Equalization does not provide LACMTA with any forecasts of Proposition A Sales Tax revenues for future periods. Therefore, LACMTA is unable to predict with certainty future levels of Proposition A Sales Tax revenues. See “RISK FACTORS—Economic Factors May Cause Declines in Proposition A Sales Tax Revenues” above.

## PROPOSITION A SALES TAX OBLIGATIONS

### General

As of the date of this Official Statement, LACMTA has three priority levels of obligations for Proposition A Sales Tax revenues: its First Tier Senior Lien Bonds (which includes the Series 2017 Bonds), its Second Tier Obligations and its Third Tier Obligations (which include the Proposition A Commercial Paper Notes and related obligations). LACMTA may issue additional subordinate obligations, including additional Second Tier Obligations and Third Tier Obligations in the future.

LACMTA has incurred other obligations which are secured by certain “remaining” Proposition A Sales Tax cash receipts. See “—Outstanding Proposition A Sales Tax Obligations—Other Obligations.”

LACMTA had outstanding the following Proposition A Sales Tax obligations as of September 1, 2017: First Tier Senior Lien Bonds in the aggregate principal amount of \$820,130,000 (including the Refunded Bonds) and Proposition A Commercial Paper Notes in the aggregate principal amount of \$183,693,000. See “—Outstanding Proposition A Sales Tax Obligations.” A portion of the proceeds of the Series 2017-A Bonds will be used to repay \$123,693,000 of outstanding Proposition A Commercial Paper Notes. LACMTA is currently authorized to issue up to \$350,000,000 aggregate principal amount of Proposition A Commercial Paper Notes. See “—Outstanding Proposition A Sales Tax Obligations—Third Tier Obligations.”

LACMTA may issue additional First Tier Senior Lien Bonds upon the satisfaction of certain conditions contained in the Agreement. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Additional First Tier Senior Lien Bonds.”

### Debt Service Coverage

The following table presents historical Pledged Revenues and First Tier Senior Lien Bond debt service coverage ratios for the Fiscal Years ended June 30, 2007 through June 30, 2016.

**TABLE 6**  
**Proposition A Pledged Revenues and**  
**Debt Service Coverage**  
**(dollars in millions)<sup>1</sup>**

<b>Fiscal Year</b>	<b>Pledged Revenues<sup>2</sup></b>	<b>First Tier Senior Lien Bonds Total Debt Service<sup>3</sup></b>	<b>First Tier Senior Lien Bonds Debt Service Coverage Ratio</b>	<b>Proposition A Sales Tax Revenues Remaining After Payment of First Tier Senior Lien Bonds</b>
2007	\$514.7	\$147.9	3.48x	\$366.6
2008	512.5	148.1	3.46	364.4
2009	465.6	148.7	3.13	316.9
2010	424.3	156.5	2.71	267.8
2011	451.4	150.7	3.00	300.7
2012	486.5	144.6	3.36	341.9
2013	515.4	152.0	3.39	363.4
2014 <sup>4</sup>	537.8	145.1	3.71	392.7
2015	559.2	144.5	3.87	414.7
2016	572.7	142.9	4.01	429.8

<sup>1</sup> Rounded to the closest \$100,000.

<sup>2</sup> 75% of Net Proposition A Sales Tax revenue (less administrative fee, special adjustments and Local Allocations). See Table 3 above.

<sup>3</sup> Calculated on a bond year ending July 1 as opposed to a Fiscal Year ending June 30.

<sup>4</sup> Excludes \$61.4 million of additional Proposition A Sales Tax revenue due to a one-time accounting accrual adjustment. Pledged Revenues and debt service coverage are reported and calculated excluding the \$61.4 million accounting accrual adjustment.

Source: LACMTA

## Outstanding Proposition A Sales Tax Obligations

Outstanding obligations of LACMTA payable from the Proposition A Sales Tax consist of sales tax revenue bonds, commercial paper notes, and certain amounts owed under letter of credit reimbursement agreements.

**First Tier Senior Lien Bonds.** LACMTA had the following First Tier Senior Lien Bonds outstanding as of September 1, 2017.

**TABLE 7**  
**Los Angeles County Metropolitan Transportation Authority**  
**Proposition A First Tier Senior Sales Tax Revenue Bonds**  
**(Outstanding as of September 1, 2017)**

<u>Proposition A First Tier Senior Sales Tax Revenue Bonds<sup>1</sup></u>	<u>Outstanding Principal Amount</u>
Senior Sales Tax Revenue Refunding Bonds, Series 2016-A	\$163,350,000
Senior Sales Tax Revenue Refunding Bonds, Series 2015-A	24,310,000
Senior Sales Tax Revenue Refunding Bonds, Series 2014-A	124,120,000
Senior Sales Tax Revenue Refunding Bonds, Series 2013-A	219,355,000
Senior Sales Tax Revenue Refunding Bonds, Series 2012-A	46,810,000
Senior Sales Tax Revenue Refunding Bonds, Series 2011-A	5,010,000
Senior Sales Tax Revenue Refunding Bonds, Series 2011-B <sup>2</sup>	91,110,000
Senior Sales Tax Revenue Refunding Bonds, Series 2009-A	127,355,000
Senior Sales Tax Revenue Refunding Bonds, Series 2008-B	18,710,000
	<u>\$820,130,000</u>
Total	

<sup>1</sup> The First Tier Senior Lien Bonds are payable from and constitute prior first liens on Proposition A Sales Tax revenue.

<sup>2</sup> Upon the issuance of the Series 2017 Bonds, all or a portion of the Series 2011-B Bonds will be refunded and defeased. See "PLAN OF FINANCE AND APPLICATION OF BOND PROCEEDS."

Source: LACMTA

**Second Tier Obligations.** Prior to December 2016, the LACMTA had obligations to make payments on certain bonds issued by the Community Redevelopment Agency of the City of Los Angeles (collectively, the "CRA Bonds") from a portion of the Proposition A Sales Tax Revenues on a basis subordinate to the Proposition A First Tier Senior Lien Bonds. The CRA Bonds constituted "Proposition A Second Tier Obligations." In December 2016, all of the approximately \$16,865,000 of the CRA Bonds then outstanding were defeased with cash. There are no Proposition A Second Tier Obligations outstanding.

**Third Tier Obligations.** Pursuant to the Subordinate Trust Agreement, dated as of January 1, 1991, as amended and supplemented, by and between LACMTA (as successor to the Commission) and U.S. Bank National Association, the successor to the BankAmerica Trust Company, as the successor to Security Pacific National Trust Company (New York), as trustee, LACMTA is authorized to issue up to \$350,000,000 aggregate principal amount of its Proposition A commercial paper notes (the "Proposition A Commercial Paper Notes"). The Proposition A Commercial Paper Notes can only be issued and

outstanding if they are supported by a letter of credit. The Proposition A Commercial Paper Notes are payable from Proposition A Sales Tax revenues on a subordinate basis to the First Tier Senior Lien Bonds (including the Series 2017 Bonds) and the Second Tier Obligations.

Proposition A Commercial Paper Notes totaling \$321,463,000 are supported by three letters of credit (the “Proposition A CP Letters of Credit”) issued by Sumitomo Mitsui Banking Corporation, acting through its New York Branch, MUFG Union Bank, N.A., and Citibank, N.A. LACMTA’s reimbursement obligations with respect to the Proposition A CP Letters of Credit are payable from Proposition A Sales Tax revenues on parity with the Proposition A Commercial Paper Notes and on a subordinate basis to the First Tier Senior Lien Bonds (including the Series 2017 Bonds) and any Second Tier Obligations. The following table sets forth certain terms of the Proposition A CP Letters of Credit.

**TABLE 8**  
**Proposition A CP Letters of Credit**

<u>Letter of Credit Provider</u>	<u>Amount of Letter of Credit</u>	<u>Issuance Date</u>	<u>Expiration Date</u>
Sumitomo Mitsui Banking Corporation, acting through its New York Branch	\$124,999,176 <sup>1</sup>	March 8, 2016	March 7, 2019
MUFG Union Bank, N.A.	74,999,724 <sup>2</sup>	March 8, 2016	March 7, 2019
Citibank, N.A.	\$149,999,448 <sup>3</sup>	August 17, 2017	August 14, 2020

<sup>1</sup> Supports \$114,808,000 of principal and \$10,191,176 of interest.

<sup>2</sup> Supports \$68,885,000 of principal and \$6,114,724 of interest.

<sup>3</sup> Supports \$137,770,000 of principal and \$12,229,448 of interest.

Source: LACMTA

The Proposition A Commercial Paper Notes and LACMTA’s reimbursement obligations under the reimbursement agreement entered into with respect to the Proposition A CP Letters of Credit constitute “Third Tier Obligations.” As of September 1, 2017, \$232,860,000 aggregate principal amount of Proposition A Commercial Paper Notes were outstanding. A portion of the proceeds of the Series 2017-A Bonds will be used to repay approximately \$123,693,000 of outstanding Proposition A Commercial Paper Notes.

**Other Obligations.**

**General Revenue Bonds.** As of September 1, 2017, there was \$64,770,000 aggregate principal amount of LACMTA’s General Revenue Refunding Bonds (Union Station Gateway Project), Series 2015 (the “Series 2015 General Revenue Bonds”) outstanding, and \$30,290,000 aggregate principal amount of LACMTA’s General Revenue Refunding Bonds (Union Station Gateway Project), Series 2010-A (the “Series 2010-A General Revenue Bonds,” and together with the Series 2015 General Revenue Bonds, the “General Revenue Bonds”) outstanding. The General Revenue Bonds are secured by a pledge of farebox revenues, fee and advertising revenues (collectively, “General Revenues”) and Proposition A Sales Tax and Proposition C Sales Tax revenues that remain after the application of those revenues to the payment of principal and interest on the First Tier Senior Lien Bonds (including the Series 2017 Bonds), Second Tier Obligations and Third Tier Obligations, in the case of the Proposition A Sales Tax, and certain Proposition C Sales Tax secured obligations, in the case of the Proposition C Sales Tax (the “Proposition A Remaining Sales Tax” and the “Proposition C Remaining Sales Tax,” respectively). LACMTA’s

obligation to pay principal of and interest on the General Revenue Bonds is secured by a lien on Proposition A Sales Tax that is junior and subordinate to the First Tier Senior Lien Bonds (including the Series 2017 Bonds), the Second Tier Obligations and the Third Tier Obligations as to the lien on and source and security for payment from Pledged Revenues.

### **COMBINED DEBT SERVICE SCHEDULE**

The following table shows the combined parity debt service requirements on LACMTA's First Tier Senior Lien Bonds after giving effect to the issuance of the Series 2017 Bonds and the refunding and defeasance of the Refunded Bonds.

**TABLE 9**  
**Los Angeles County Metropolitan Transportation Authority**  
**Combined Debt Service Schedule**  
**First Tier Senior Lien Bonds<sup>1</sup>**

Bond Years Ending July 1	Other Outstanding First Tier Senior Lien Bonds Debt Service <sup>2</sup>	Series 2017-A Bonds Debt Service			Series 2017-B Bonds Debt Service			Combined Total Debt Service First Tier Senior Lien Bonds
		Principal	Interest	Total Debt Service	Principal	Interest	Total Debt Service	
2017	\$133,857,569	\$	\$	\$	\$	\$	\$	
2018	134,261,719							
2019	137,426,969							
2020	137,759,519							
2021	135,263,969							
2022	96,639,269							
2023	97,042,943							
2024	48,498,194							
2025	48,931,831							
2026	49,310,881							
2027	35,560,631							
2028	22,882,656							
2029	13,770,931							
2030	13,826,831							
2031	13,847,531							
2032	11,303,881							
2033	11,301,031							
2034	11,306,806							
2035	11,302,263							
2036	—							
2037	—							
2038	—							
2039	—							
2040	—							
2041	—							
2042	—							
2043	—							
2044	—							
2045	—							
2046	—							
2047	—							
2048	—							
Total	\$	\$	\$	\$	\$	\$	\$	

<sup>1</sup> Numbers may not total due to rounding to nearest dollar.

<sup>2</sup> Includes debt service on the Refunded Bonds, which will be defeased on the date of issuance of the Series 2017-B Bonds.

Source: LACMTA and KNN Public Finance, LLC

## LITIGATION

There is no litigation pending or, to the knowledge of LACMTA, threatened, in any way questioning or affecting the validity of the Series 2017 Bonds, the imposition and collection of the Proposition A Sales Tax or the pledge of the Pledged Revenues. On April 30, 1982, the California Supreme Court, in *Los Angeles County Transportation Commission v. Richmond*, upheld the validity of the Proposition A Sales Tax. Various claims of other types have been asserted against LACMTA. See “APPENDIX A—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY—LITIGATION AND OTHER REGULATORY ACTIONS.”

## LEGAL MATTERS

The validity of the Series 2017 Bonds and certain other legal matters are subject to the approving opinion of Kutak Rock LLP, Bond Counsel to LACMTA. The proposed form of the opinion to be delivered by Bond Counsel is attached hereto as Appendix F. Bond Counsel undertakes no responsibility for the accuracy, completeness or fairness of this Official Statement. Certain legal matters will be passed upon for LACMTA by the Los Angeles County Counsel, General Counsel to LACMTA. Certain legal matters will be passed upon for LACMTA by Nixon Peabody LLP, as Disclosure Counsel.

## TAX MATTERS

### General

In the opinion of Kutak Rock LLP, Bond Counsel to LACMTA, under existing laws, regulations, rulings and judicial decisions, interest on the Series 2017 Bonds is excluded from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. The opinions described in the preceding sentence assume the accuracy of certain representations and compliance by LACMTA with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended (the “Code”), that must be met subsequent to the issuance of the Series 2017 Bonds. Failure to comply with such requirements could cause interest on the Series 2017 Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2017 Bonds. LACMTA will covenant to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Series 2017 Bonds.

Notwithstanding Bond Counsel’s opinion that interest on the Series 2017 Bonds is not a specific preference item for purposes of the federal alternative minimum tax, such interest will be included in adjusted current earnings of certain corporations, and such corporations are required to include in the calculation of federal alternative minimum taxable income 75% of the excess of such corporations’ adjusted current earnings over their federal alternative minimum taxable income (determined without regard to such adjustment and prior to reduction for certain net operating losses).

Bond Counsel is further of the opinion that interest on the Series 2017 Bonds is exempt from present State personal income taxes.

### Special Considerations With Respect to the Series 2017 Bonds

The accrual or receipt of interest on the Series 2017 Bonds may otherwise affect the federal income tax liability of the owners of the Series 2017 Bonds. The extent of these other tax consequences will depend upon such owner’s particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Series 2017

Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers otherwise entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Series 2017 Bonds.

### **Backup Withholding**

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series 2017 Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made to any bondholder who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2017 Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

### **Changes in Federal and State Tax Law**

From time to time, there are legislative proposals in the Congress and in the various state legislatures that, if enacted, could alter or amend federal and state tax matters referred to above or adversely affect the market value of the Series 2017 Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2017 Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2017 Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2017 Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2017 Bonds and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

### **Tax Treatment of Original Issue Premium**

The Series 2017-A Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_, and Series 2017-B Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_ (collectively, the “Series 2017 Premium Bonds”) are being sold at a premium. An amount equal to the excess of the issue price of a Series 2017 Premium Bond over its stated redemption price at maturity constitutes premium on such Series 2017 Premium Bond. An initial purchaser of a Series 2017 Premium Bond must amortize any premium over such Series 2017 Premium Bond’s term using constant yield principles, based on the purchaser’s yield to maturity (or, in the case of Series 2017 Premium Bonds callable prior to their maturity, by amortizing the premium to the call date, based on the purchaser’s yield to the call date and giving effect to the call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period and the purchaser’s basis in such Series 2017 Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Series 2017 Premium Bond prior to its maturity. Even though the purchaser’s basis may be reduced, no federal income tax

deduction is allowed. Purchasers of the Series 2017 Premium Bonds should consult with their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Series 2017 Premium Bond.

### **Tax Treatment of Original Issue Discount**

The Series 2017-A Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_, and Series 2017-B Bonds maturing on July 1, 20\_\_ through, and including, July 1, 20\_\_ (collectively, the “Series 2017 Discount Bonds”) are being sold at an original issue discount. The difference between the initial public offering prices of such Series 2017 Discount Bonds and their stated amounts to be paid at maturity constitutes original issue discount treated in the same manner for federal income tax purposes as interest, as described under “—General” above.

The amount of original issue discount which is treated as having accrued with respect to such Series 2017 Discount Bond is added to the cost basis of the owner in determining, for federal income tax purposes, gain or loss upon disposition of such Series 2017 Discount Bond (including its sale, redemption or payment at maturity). Amounts received upon disposition of such Series 2017 Discount Bond which are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Series 2017 Discount Bond, on days which are determined by reference to the maturity date of such Series 2017 Discount Bond. The amount treated as original issue discount on such Series 2017 Discount Bond for a particular semiannual accrual period is equal to the product of (i) the yield to maturity for such Series 2017 Discount Bond (determined by compounding at the close of each accrual period) and (ii) the amount which would have been the tax basis of such Series 2017 Discount Bond at the beginning of the particular accrual period if held by the original purchaser, less the amount of any interest payable for such Series 2017 Discount Bond during the accrual period. The tax basis is determined by adding to the initial public offering price on such Series 2017 Discount Bond the sum of the amounts which have been treated as original issue discount for such purposes during all prior periods. If such Series 2017 Discount Bond is sold between semiannual compounding dates, original issue discount which would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of Series 2017 Discount Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date and with respect to the state and local tax consequences of owning a Series 2017 Discount Bond.

### **MUNICIPAL ADVISOR**

LACMTA has retained KNN Public Finance, LLC as Municipal Advisor (the “Municipal Advisor”) for the sale of the Series 2017 Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification, or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

### **FINANCIAL STATEMENTS**

The financial statements of LACMTA for the Fiscal Year ended June 30, 2016 and the Management’s Discussion and Analysis and certain supplementary information, and the Independent Auditors’ Report of Crowe Horwath LLP, independent accountants, dated December 16, 2016

(collectively, the “2016 Financial Statements”) are included as “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.” LACMTA’s financial statements as of June 30, 2016 and for the year then ended, included in this Official Statement, have been audited by Crowe Horwath LLP, independent accountants, as stated in their Report appearing in Appendix B. LACMTA has not requested, nor has Crowe Horwath LLP given, Crowe Horwath LLP’s consent to the inclusion in Appendix B of its Report on such financial statements. In addition, Crowe Horwath LLP has not performed any post-audit review of the financial condition of LACMTA and has not reviewed this Official Statement.

An unaudited Balance Sheet and Statement of Revenues, Expenditures and Fund Balances for the Proposition A Special Revenue Fund for the Fiscal Year ended June 30, 2017 are included in APPENDIX C. These amounts are preliminary and are subject to change. Audited amounts may be different.

### **CERTAIN ECONOMIC AND DEMOGRAPHIC INFORMATION**

Certain economic and demographic information about the County is included in “APPENDIX D—LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION.” The economic and demographic information provided has been collected from sources that LACMTA considers to be reliable. Because it is difficult to obtain timely economic and demographic information, the economic condition of the County may not be fully apparent in all of the publicly available local and regional economic statistics provided herein. In particular, the economic statistics provided herein may not fully capture the impact of current economic conditions.

### **VERIFICATION OF MATHEMATICAL COMPUTATIONS**

Causey Demgen & Moore P.C., certified public accountants, will verify, from the information provided to them, the mathematical accuracy of the computations contained in the provided schedules to determine that the amounts to be held in the Escrow Fund will be sufficient to pay: (i) interest on the Refunded Bonds, when due; and (ii) the redemption price of the Refunded Bonds on July 1, 2021. Causey Demgen & Moore P.C. will express no opinion on the assumptions provided to them, nor as to the exemption from taxation of the interest on the Series 2017 Bonds.

### **CONTINUING DISCLOSURE**

At the time of issuance of the Series 2017 Bonds, LACMTA will execute a Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”), which will provide for disclosure obligations on the part of LACMTA. Under the Continuing Disclosure Certificate, LACMTA will covenant for the benefit of Bondholders and Beneficial Owners of the Series 2017 Bonds to provide certain financial information and operating data relating to LACMTA by not later than 195 days after the end of the prior Fiscal Year (the “Annual Reports”), and to provide notices of the occurrence of certain enumerated events (the “Listed Events”). The Annual Reports and the notices of Listed Events will be filed with the MSRB through its EMMA System. See “APPENDIX G—FORM OF CONTINUING DISCLOSURE CERTIFICATE.” LACMTA has become aware that some information that was made available in a timely manner on the EMMA System pursuant to LACMTA’s continuing disclosure obligations was not linked to the CUSIP numbers for all affected series of bonds. LACMTA has corrected this issue. In addition, LACMTA has become aware that in a few instances, notices of changes in ratings on some of LACMTA’s bonds were not filed in a timely manner. LACMTA has made corrective filings regarding these ratings changes.

## SALE OF SERIES 2017 BONDS

The Series 2017-A Bonds were sold at competitive sale on October \_\_, 2017 and awarded to \_\_\_\_\_ (the “Series 2017-A Winning Bidder”) at a purchase price of \$ \_\_\_\_\_ (consisting of the par amount of the Series 2017-A Bonds, [plus/less an] original issue premium/discount of \$ \_\_\_\_\_, and less an amount retained by the Series 2017-A Winning Bidder as compensation (i.e., underwriter’s discount) of \$ \_\_\_\_\_). The Series 2017-A Winning Bidder will purchase all of the Series 2017-A Bonds, subject to certain terms and conditions set forth in the Notice Inviting Bids, dated [September \_\_], 2017, the approval of certain legal matters by counsel, and certain other conditions.

The Series 2017-B Bonds were sold at competitive sale on October \_\_, 2017 and awarded to \_\_\_\_\_ (the “Series 2017-B Winning Bidder” and together with the Series A Winning Bidder, the “Winning Bidders”) at a purchase price of \$ \_\_\_\_\_ (consisting of the par amount of the Series 2017-B Bonds, [plus/less an] original issue premium/discount of \$ \_\_\_\_\_, and less an amount retained by the Series 2017-B Winning Bidder as compensation (i.e., underwriter’s discount) of \$ \_\_\_\_\_). The Series 2017-B Winning Bidder will purchase all of the Series 2017-B Bonds, subject to certain terms and conditions set forth in the Notice Inviting Bids, dated [September \_\_], 2017, the approval of certain legal matters by counsel, and certain other conditions.

## RATINGS

Moody’s and S&P have assigned the Series 2017 Bonds ratings of “\_\_” (stable outlook) and “\_\_” (stable outlook), respectively. Such credit ratings reflect only the views of such organizations and any desired explanation of the meaning and significance of such credit ratings, including the methodology used and any outlook thereon, should be obtained from the rating agency furnishing the same, at the following addresses, which are current as of the date of this Official Statement: Moody’s Investors Service, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007; and Standard & Poor’s, 55 Water Street, New York, New York 10041. Generally, a rating agency bases its credit rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance that the ratings will remain in effect for any given period of time or that any such rating will not be revised, either downward or upward, or withdrawn entirely, or a positive, negative or stable outlook announced, by the applicable rating agency, if, in its judgment, circumstances so warrant. LACMTA undertakes no responsibility to bring to the attention of the Owners of the Series 2017 Bonds any announcement regarding the outlook of any rating agency with respect to the Series 2017 Bonds. Any downward revision or withdrawal or announcement of negative outlook could have an adverse effect on the market price of the Series 2017 Bonds. Maintenance of ratings will require periodic review of current financial data and other updating information by assigning agencies.

**ADDITIONAL INFORMATION**

Additional information may be obtained upon request from the office of the Treasurer of the Los Angeles County Metropolitan Transportation Authority, One Gateway Plaza, Los Angeles, California 90012, Attention: Treasury Department, Email: TreasuryDept@metro.net, Telephone: (213) 922-2554, or from LACMTA's Financial Advisor, KNN Public Finance, LLC Telephone: 510-208-8205. LACMTA maintains a website at <http://www.metro.net>. Information on such website is not part of this Official Statement and such information has not been incorporated by reference in this Official Statement and should not be relied upon in deciding whether to invest in the Series 2017 Bonds.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By \_\_\_\_\_  
Treasurer

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## APPENDIX A

### LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

#### GENERAL

*Prospective purchasers of the Series 2017 Bonds should be aware that the following discussion of the Los Angeles County Metropolitan Transportation Authority (the “LACMTA”) is intended as general information only. The Series 2017A Bonds are limited obligations of the LACMTA payable from Pledged Revenues, which consist primarily of proceeds of the Proposition A Sales Tax.*

#### **Establishment; Jurisdiction**

The Los Angeles County Metropolitan Transportation Authority (“LACMTA”) is the largest public transit operator west of Chicago. As the principal transit provider in the southern California region, LACMTA serves about 75% of all transit trips within its 1,433 square mile service area, carrying an estimated 1.0 million passengers per day on buses and nearly 345,000 passengers on rail. LACMTA operates four light rail lines, serving 80 stations along 80 miles of track and two heavy rail lines that serve 16 stations along 17.4 miles of track. In addition to the transit services provided by LACMTA, it also provides funding to 40 other municipal operators that offer fixed route service and more than 100 other local return and non-profit agencies that provide community-based transportation. LACMTA also provides highway construction funding and traffic flow management.

LACMTA was established in 1993 pursuant to the provisions of Section 130050.2 et seq. of the California Public Utilities Code (the “LACMTA Act”). LACMTA is the consolidated successor entity to both the Southern California Rapid Transit District (the “District”) and the Los Angeles County Transportation Commission (the “Commission”). As the consolidated successor entity, LACMTA succeeded to all powers, duties, rights, obligations, liabilities, indebtedness, bonded or otherwise, immunities and exemptions of the Commission and the District, including the Commission’s responsibility for planning, engineering and constructing a county-wide rail transit system. The Commission was authorized, subject to approval by the electorate of the County of Los Angeles (the “County”), to adopt a retail transactions and use tax ordinance, with the revenues of such tax to be used for public transit purposes. On November 4, 1980, the voters of the County approved the Proposition A Sales Tax pursuant to Ordinance No. 16. The Proposition A Sales Tax is in addition to a ½ of 1 percent sales tax imposed by LACMTA beginning in 1990 known as “Proposition C Sales Tax,” a 30-year ½ of 1 percent sales tax imposed by LACMTA beginning in 2009 known as the “Measure R Sales Tax,” and a ½ of 1 percent sales tax imposed by LACMTA beginning on July 1, 2017 known as “Measure M Sales Tax.”

#### **Board of Directors**

LACMTA is governed by a 14-member Board of Directors (the “Board”). The Board is composed of the five members of the County Board of Supervisors, the Mayor of the City of Los Angeles, two public members and one member of the City Council of the City of Los Angeles appointed by the Mayor of the City of Los Angeles, four members who are either a mayor or a member of a city council of a city in the County (other than the City of Los Angeles) and who have been appointed by the Los Angeles County City Selection Committee (comprised of individuals appointed by the Mayors of each city in the County), and a non-voting member appointed by the Governor.

The Board of LACMTA exclusively exercises and discharges the following powers and responsibilities: (a) establishment of overall goals and objectives, (b) adoption of the aggregate budget for

all of its organizational units, (c) designation of additional municipal bus operators under criteria enumerated in the LACMTA Act, (d) approval of all final rail corridor selections, (e) final approval of labor contracts covering employees of LACMTA and its organizational units, (f) establishment of LACMTA's organizational structure, (g) conducting hearings and setting fares for the operating organizational units, (h) approval of transportation zones, (i) approval of any debt instrument with a maturity date exceeding the end of the Fiscal Year in which it is issued, (j) approval of benefit assessment districts and assessment rates and (k) approval of contracts for construction and transit equipment acquisition which exceed \$5,000,000 and making findings in connection with certain procurement decisions.

The current members of the Board and a brief biography of each member are provided below.

***Eric Garcetti, Chair.*** Mr. Garcetti was elected Mayor of Los Angeles in 2013. From 2001 until taking office as Mayor, Mr. Garcetti served on the Los Angeles City Council representing the Thirteenth District and was elected to serve as President of the Los Angeles City Council four times from 2006 to 2012. Mr. Garcetti earned his B.A. and M.A. from Columbia University. He has also studied as a Rhodes Scholar at Oxford and the London School of Economics and taught at Occidental College and University of Southern California.

***Sheila Kuehl, First Vice-Chair.*** Ms. Kuehl was elected to the Board representing the Third Supervisorial District in 2014. Ms. Kuehl served eight years in the State Senate and six years in the State Assembly, and, in 2008, left the legislature under California's term limits statute. She served as Founding Director of the Public Policy Institute at Santa Monica College. In 2012, she was appointed Regents' Professor of Public Policy at UCLA. Prior to her election to the Legislature, Ms. Kuehl was a law professor at Loyola, UCLA and USC Law Schools and co-founded and served as managing attorney of the California Women's Law Center. She graduated from Harvard Law School in 1978. She served on the Harvard University Board of Overseers from 1998 to 2005.

***James T. Butts, Jr., Second Vice Chair.*** Mr. Butts was elected as Mayor of the City of Inglewood on January 11, 2011 and reelected on November 4, 2014. Mr. Butts has more than 39 years of public safety and municipal government experience. He has held the rank of general manager or assistant general manager of large and complex municipal organizations for the past 27 years. He served 19 years in the Inglewood Police Department rising to the rank of Deputy Chief, 15 years as the Chief of Police for the City of Santa Monica, and 5 years as an Assistant General Manager for the Los Angeles World Airport system in charge of Public Safety and Counter-Terrorism. Mr. Butts received a Bachelor of Science degree in Business Administration from California State University, Los Angeles and a master's degree in Business Administration from California Polytechnic University in Pomona.

***Kathryn Barger.*** Ms. Barger was elected to the Los Angeles County Board of Supervisors representing the Fifth Supervisorial District in November 2016. Ms. Barger began her career in public service as a student intern in the office of Supervisor Michael D. Antonovich while earning her B.A. in Communications from Ohio Wesleyan University. She became his Chief Deputy Supervisor in 2001, and served in this role until her election in November 2016. During the course of her county career as chief policy advisor on Health, Mental Health, Social Service and Children's issues, Ms. Barger provided leadership to deliver efficient and effective services and programs that have significantly improved the quality of life for foster children, seniors, veterans, the disabled and the mentally ill. She has worked with state and federal leaders along with our County District Attorney's office, Sheriff, and other law enforcement agencies to implement tough laws and vital public safety initiatives.

***Mike Bonin.*** Mr. Bonin was elected to Los Angeles City Council in July 2013 to represent the Eleventh District. He was appointed to the Board by Mayor Garcetti in July 2013 and acts as Chair of the

City Council's Transportation Committee and as Vice Chair of the Metro Exposition Line Construction Authority. Previously, Mr. Bonin served as chief deputy to former Councilmember Bill Rosendahl. In that role, he was an alternate member on the Board of the Metro Exposition Line Construction Authority and a Co-Chair of the North Runway Safety Advisory Committee. He has also served as district director for U.S. Congresswoman Jane Harman and deputy chief of staff for Councilmember Ruth Galanter and is co-founder and program director of Camp Courage, a training program for LGBT community organizers. Mr. Bonin received his B.A. in U.S. History from Harvard University.

**Jacquelyn Dupont-Walker.** Ms. Dupont-Walker is the founding President of Ward Economic Development Corporation, a faith-based community development organization, and is chair of the USC Master Plan Advisory Committee where she represents the residents of the West Adams district. She was appointed to the Board by Mayor Garcetti in July 2013 and is involved in numerous other civic organizations. She serves as the AME Church International Social Action Officer and as the Social Action Chair of Delta Sigma Theta–Century City.

**John Fasana.** Mr. Fasana has served on the Duarte City Council since 1987, and served as Mayor of the City of Duarte in 1990, 1997, 2004, and 2009. Mr. Fasana was selected by the Los Angeles County City Selection Committee and has represented the San Gabriel Valley Sector on the Board since its inception in 1993. Mr. Fasana serves as Chair of the San Gabriel Valley Council of Governments Transportation Committee and is a member of the board of the Metro Gold Line Foothill Extension Construction Authority. Mr. Fasana has worked 30 years with Southern California Edison and is a graduate of Whittier College with a Bachelor of Arts in Business Administration.

**Robert Garcia.** Dr. Robert Garcia is the Mayor of Long Beach and represents the Southeast Long Beach Sector. He holds a master's degree in Communication Management from the University of Southern California and a baccalaureate degree in Communication Studies from California State University, Long Beach. As Vice Mayor and First District Councilmember, a position he held from 2009-2014, Dr. Garcia served as the Chair of the Long Beach Public Safety Committee and the Long Beach Housing Authority, and on both the Federal Legislative and State Legislative Council Committees. He also served on the California Coastal Commission from January 2013 until taking office as Mayor of Long Beach.

**Janice Hahn.** Ms. Hahn serves on the Los Angeles County Board of Supervisors representing the Fourth Supervisorial District, having been elected in November 2016. She previously served in Congress as the representative for California's 44th congressional district (2013-2016) and 36th congressional district (2011-2012). Before she was elected to Congress in 2011, Ms. Hahn served eight years on the Los Angeles City Council representing the Harbor Area, District 15. Prior to her career in public service, Hahn worked in the private sector. She attended Abilene Christian University in Texas, earning a Bachelor of Science in education in 1974. She taught at the Good News Academy, a private school in Westchester from 1974 to 1978. Her other work in the private sector has included Public Affairs Region Manager at Southern California Edison from 1995 to 2000, Vice President for Prudential Securities in Public Finance, Director of Community Outreach for Western Waste Industries, and Director of Marketing for the Alexander Haagen Company.

**Paul Krekorian.** Mr. Krekorian was elected to the Los Angeles City Council to represent the Second District in 2009 and was re-elected in 2013 and 2015. He was appointed to the Board by Mayor Garcetti in July 2013. Prior to his election to the Los Angeles City Council, he represented California's 43rd Assembly District in the California State Assembly for three years. Prior to being elected to public office, Mr. Krekorian served as President of the Burbank Board of Education and practiced law. He attended the University of Southern California and received his Juris Doctor from the University of California, Berkeley, School of Law.

***Ara Najarian.*** Mr. Najarian was elected to the Glendale City Council in April of 2005 and re-elected in 2009 and 2013; he served as Mayor from 2007 to 2008 and 2010 to 2011. He was selected to the Board in 2006 by the Los Angeles County City Selection Committee to represent the North County/San Fernando Valley Sector. He served as LACMTA Chairman from 2009-2010. He is past Chair of the Glendale Housing Authority and previously served as Chair of the Glendale Redevelopment Agency. He was elected to serve on the Glendale Community College Board of Trustees from 2003 to 2005. Mr. Najarian was Chair of the Glendale Transportation and Parking Commission. Mr. Najarian also serves on Metrolink's Board of Directors. Mr. Najarian has been an attorney in private practice in Glendale for over 25 years. He attended Occidental College where he received a Bachelor of Arts in Economics and later earned his Juris Doctor from University of Southern California School of Law.

***Mark Ridley-Thomas.*** Mr. Ridley-Thomas was elected to the Board representing the Second Supervisorial District in November 2008 and was reelected in June 2012 and June 2016. Previously, he served as a California State Senator, 26th District, 2006 to 2008, and chaired the Senate Committee on Business, Professions and Economic Development. Mr. Ridley-Thomas was first elected to public office in 1991, serving on the Los Angeles City Council for nearly a dozen years during which time he sat on the Board. He later served two terms in the California State Assembly, where he chaired the Committee on Jobs, Economic Development and the Economy and the Assembly Democratic Caucus. He earned a baccalaureate degree in Social Relations, minor in Government, and a master's degree in Religious Studies (concentration in Christian Ethics) from Immaculate Heart College. Mr. Ridley-Thomas received his Ph.D. in Social Ethics and Policy Analysis from the University of Southern California.

***Hilda L. Solis.*** Ms. Solis was elected to the Board representing the First Supervisorial District in 2014. Prior to her election to the Board, Ms. Solis was confirmed as U.S. Secretary of Labor on February 24, 2009, becoming the first Latina to serve in the United States Cabinet. Prior to confirmation as Secretary of Labor, Secretary Solis represented the 32nd Congressional District in California, a position she held from 2001 to 2009. Solis graduated from California State Polytechnic University, Pomona, and earned a Master of Public Administration from the University of Southern California. A former federal employee, she worked in the Carter White House Office of Hispanic Affairs and was later appointed as a management analyst with the Office of Management and Budget in the Civil Rights Division.

***Carrie Bowen, Ex Officio Member.*** Ms. Bowen became the Acting Director of the California Department of Transportation District 7 in August 2013. She was appointed to the Board by Governor Brown in August 2013 and provides oversight to all divisions including administration, construction, design, environmental, external affairs, maintenance, operations, planning, project management and right-of-way. Previously, Ms. Bowen served as District 10 Director, following her appointment in January 2011. She has worked for Caltrans for approximately 30 years, rising to the position of Deputy District Director for the Central Region, Environmental Division. In addition to her work with Caltrans, Ms. Bowen also served on Assemblyman Jim Costa's staff from 1985 to 1991.

## **Management**

***General.*** The management of LACMTA is carried out under the direction of its Chief Executive Officer, who performs any duties delegated to him or her by the Board. The Board also appoints a General Counsel, Inspector General, Chief Ethics Officer and Board Secretary. The Chief Executive Officer serves at the pleasure of the Board, as do the General Counsel, Inspector General, Chief Ethics Officer and Board Secretary. Certain of LACMTA's executives and a brief biography of each executive are provided below.

***Chief Executive Officer.*** Phillip A. Washington became Chief Executive Officer in May 2015. Prior to his appointment as Chief Executive Officer, Mr. Washington served as General Manager of the

Denver Regional Transportation District (“RTD”). Mr. Washington served in that position since December 2009, with previous service as Interim General Manager since June 2009 and Assistant General Manager, Administration since 2000. Mr. Washington is credited with completing the Eagle P3 project, a \$2.2 billion public-private partnership that built RTD’s East Rail Line, a commuter rail from Denver International Airport to downtown Denver. Mr. Washington was a highly decorated 24-year military professional, having attained the highest military noncommissioned officer rank, that of Command Sergeant Major, E-9, before retiring from service in June 2000. He began his military career in Air Defense Artillery units and served in virtually every noncommissioned officer leadership role. He has also been a distinguished project manager, strategic planner, contract representative, human resource director, trainer and budget technician. Mr. Washington received a Bachelor of Arts degree in Business Administration from Columbia College and a master’s degree in Management from Webster University.

**Chief Financial Officer.** Nalini Ahuja was appointed as Executive Director, Finance and Budget in February 2014 (renamed Chief Financial Officer in July 2016). Prior to her appointment as Executive Director, Finance and Budget, Ms. Ahuja served as LACMTA’s Executive Director, Office of Management, Budget & Local Programming from 2010 to 2012, at which point her duties were expanded to include oversight of LACMTA’s Transit Access Pass (“TAP”) operations. As Chief Financial Officer, she is responsible for oversight of LACMTA’s Office of Management, Budget, Local Programming & TAP operations and the agency’s Financial Services including accounting and treasury functions. She has also served LACMTA as Director, Countywide Planning; Transportation Manager V, Local Programming; Acting Budget Director, Office of Management & Budget; and Project Manager, South Bay Area Team. Ms. Ahuja began her career with LACMTA’s predecessor, the Los Angeles County Transportation Commission, in 1986, as a technical and administrative analyst, which led to her position as Project Manager with the South Bay Area Team in 1990. Ms. Ahuja earned a bachelor’s degree in Economics from Miranda House, University of Delhi as well as a master’s degree in Economics from Delhi School of Economics and a master’s degree in Urban Planning from UCLA.

**Treasurer.** Donna R. Mills was appointed Treasurer in July 2013, following her appointment to Interim Treasurer in January 2013. Ms. Mills previously served LACMTA as Assistant Treasurer beginning in April 2001, and as Senior Investment Manager beginning in December 1995. As Treasurer, she is responsible for directing LACMTA’s investment management and debt management programs, and for overseeing pension and benefits administration. Prior to joining LACMTA, Ms. Mills served as a Financial Planning Administrator and as Cash Manager for Pacific Enterprises. She also worked as a Banking Analyst and as a Research Assistant for the Federal Reserve Bank of Philadelphia. Ms. Mills received a Bachelor of Arts in Economics and Sociology from the University of Pennsylvania and an MBA from the University of California, Berkeley.

## **Public Transportation Services Corporation**

In December 1996, LACMTA created the Public Transportation Services Corporation (“PTSC”), a nonprofit public benefit corporation organized under the laws of the State. PTSC was created in order to transfer certain functions, then performed by LACMTA, and the employees related to those functions, to this new corporation. The purpose of PTSC is to conduct essential public transportation activities including but not limited to the following: (a) to coordinate multimodal multi-jurisdictional transportation planning; (b) to program federal, State and local funds for transportation projects County-wide within the County; (c) to oversee construction; (d) to provide certain administrative services to the Los Angeles County Service Authority for Freeway Emergencies and the Southern California Regional Rail Authority; (e) to provide administrative support and security services for the foregoing and to the operation of LACMTA’s bus and rail system; and (f) such other activities and services as it deems necessary. One advantage of PTSC is that it allows its employees, including those transferred from LACMTA, to participate in the California Public Employees Retirement System.

## TRANSPORTATION SERVICES

LACMTA is a multi-faceted transportation agency responsible for the coordination of transportation policy, funding and planning within the County as well as the development and operation of bus, light rail and heavy rail within the greater Los Angeles region. This breadth of services distinguishes LACMTA from other transportation agencies across the country. Most other transportation agencies specialize in three or fewer of the referenced transportation services.

### Bus System

LACMTA operates the second largest bus system in the United States. LACMTA provides bus service within its service area in the County and to portions of Orange and Ventura Counties, operating a vehicle fleet of over 2,450 buses. LACMTA's bus system covers over 170 routes and serves approximately 16,000 bus stops, including two premium bus rapid transit dedicated busways. Systemwide, LACMTA buses provide approximately 7.0 million revenue service hours annually with an average of approximately 912,000 weekday boardings on a system-wide basis for the fiscal quarter ended June 30, 2017 and total boardings of 58.4 million for the fiscal quarter ended June 30, 2017, including Orange Line busway ridership. In addition, LACMTA contracts with outside service providers, with approximately 42,500 average weekday boardings for the fiscal quarter ended June 30, 2017. Virtually all of LACMTA's bus fleet is composed of compressed-natural gas ("CNG") powered buses. As of August 1, 2017, the average age of LACMTA's bus fleet was approximately 7.90 years. At the October 27, 2016 Board meeting, the Board approved a motion calling for staff to draw up plans to fully electrify LACMTA's Orange Line by 2020. LACMTA received a \$4.3 million grant from the US Department of Transportation to partially fund the acquisition of five new 60-foot electric buses and eight new charging stations to be utilized on the Orange Line. In July, 2017, the LACMTA Board approved the purchase of approximately 95 electric buses to be added to its fleet and committed to converting the entire fleet to zero emission vehicles by 2030.

***Metro Rapid Bus.*** In June 2000, LACMTA launched the Metro Rapid Demonstration Program ("Metro Rapid"). Initially, Metro Rapid consisted of two lines—one along Ventura Boulevard in the San Fernando Valley and the other along the Wilshire/Whittier transit corridor. In September 2002, based on the success of Metro Rapid, the Board adopted the Metro Rapid Five-Year Implementation Plan that identified additional Metro Rapid corridors to be implemented through Fiscal Year 2007-08. All of the 25 Metro Rapid corridors are now operating, covering approximately 400 miles in the City of Los Angeles, the County and 34 other cities. In addition to LACMTA, Santa Monica's Big Blue Bus, Culver CityBus and Torrance Transit operate Metro Rapid. The Metro Rapid Program provides fast, frequent regional bus service throughout the County. Key features of the Metro Rapid Program include simple route layouts, frequent service, fewer stops, low-floor buses to facilitate boarding and alighting, color-coded buses and stations, and traffic signal priority.

***Metro Orange Line.*** The Metro Orange Line is a 14-mile Bus Rapid Transit service that operates along an exclusive right-of way and transports thousands of commuters between Warner Center in the west San Fernando Valley to the Metro Red Line subway station in North Hollywood. The Metro Orange Line buses operate in exclusive lanes along a 13-mile stretch of LACMTA-owned right-of-way and one mile in mixed flow traffic on public streets. The Metro Orange Line has 14 stations, each located roughly one mile apart, with park and ride facilities at seven stations providing approximately 4,700 parking spaces. The Metro Orange Line Extension Project, which opened in June 2012, extended the Orange Line four-miles north from the Canoga park-and-ride lot to the Chatsworth Amtrak/Metrolink Station.

## Highway System

The High Occupancy Vehicle (“HOV”) lane program is a cooperative effort between Caltrans and LACMTA, and is funded through a combination of federal, State and local resources. As part of a congestion reduction demonstration program, LACMTA converted I-10 and I-110 High Occupancy Vehicle (“HOV”) Lanes to High Occupancy Toll (“HOT”) Lanes and provide the choice for drivers of single occupant vehicles to pay to travel in a high occupancy lane, based on congestion pricing. The general purpose lanes on these highways are not tolled. This program also includes improvements to the transit service along the freeways, transit facility improvements and increased funding for vanpools. In March 2017, the LACMTA Board approved a plan to convert additional existing HOV lanes to HOT Lanes (also known Express Lanes) in phases over the next 30 years. LACMTA also provides highway construction funding and traffic flow management.

## Rail System

**General.** In 1992, the Commission developed a comprehensive rail rapid transit system development plan (the “Rail System”) which has been revised from time to time. The Rail System currently consists of four light rail lines: the Metro Blue Line, the Metro Green Line, the Metro Gold Line (including the Gold Line Eastside Extension) and the Exposition Line; and two heavy rail lines: Metro Red Line and the Metro Purple Line.

**Metro Blue Line.** The Metro Blue Line is an approximately 22 mile light rail line that extends from downtown Los Angeles, where it links to the Metro Red Line, to the City of Long Beach. The Metro Blue Line passes through portions of the cities of Los Angeles, Long Beach, Compton, Carson and other cities, and certain unincorporated areas of the County. The Metro Blue Line consists of a dual-track line with 22 stations, with a fleet of 54 articulated rail cars and a primary maintenance facility (which also supports vehicles from the Metro Green Line) and yard located in Long Beach adjacent to the Long Beach Freeway with a storage and maintenance capacity of 89 vehicles. Passenger service began in July 1990. The Metro Blue Line had estimated ridership of approximately 5.4 million for the fiscal quarter ended June 30, 2017.

**Metro Green Line.** The Metro Green Line is a 19.5-mile light rail line linking the El Segundo employment area near the Los Angeles International Airport to the City of Norwalk near the San Gabriel River Freeway. The Metro Green Line has 14 stations including a station that intersects the Metro Blue Line and one that provides passenger connections to the Harbor Freeway Transitway, an elevated busway developed by Caltrans. The Metro Green Line began operations in August 1995, and had estimated ridership of approximately 2.4 million for the fiscal quarter ended June 30, 2017.

**Metro Gold Line.** The Metro Gold Line is a 13.7-mile light rail line which extends from downtown Los Angeles (where it links to the Metro Red Line) to the City of Pasadena. The Metro Gold Line consists of a dual-track line with 13 stations. The Metro Gold Line began operations in July 2003. The Gold Line Eastside Extension, which opened in November 2009, is a six-mile, dual track light rail system with eight new stations and one station modification. The system originates at Union Station in downtown Los Angeles, where it connects with the Metro Gold Line, traveling generally east to Pomona and Atlantic Boulevards through one of the most densely populated areas of the County. In March 2016, service began on an 11-mile extension of the Gold Line from Pasadena to Azuza. Estimated ridership for the entire Metro Gold Line was approximately 4.1 million for the fiscal quarter ended June 30, 2017.

The Metro Gold Line is being further extended as discussed below under “FUTURE TRANSPORTATION PROJECTS – *Gold Line Foothill Extension.*”

***Exposition Line.*** The Exposition Line is an approximately 15 mile long light rail line that runs from downtown Los Angeles to Santa Monica along the Exposition Boulevard corridor. The first portion of the Exposition Line opened in June 2012 and extended approximately 8.6 miles from downtown Los Angeles to Culver City. The second portion, which began revenue operations in May 2016, extends 6.6 miles westward from Culver City to downtown Santa Monica and adds seven stations to the Exposition Line. Estimated ridership for the Exposition Line was approximately 4.8 million for the fiscal quarter ended June 30, 2017.

***Metro Red Line and Metro Purple Line.*** The Metro Red Line and Metro Purple Line were designed as state-of-the-art, modern heavy rail subway lines comparable to transit systems in San Francisco, Atlanta and Washington, DC. The Metro Red Line and Metro Purple Line are dual-rail steel-wheeled, high speed rapid subway systems that originally were to consist of a 19.7 mile 18-station line that was to connect the Los Angeles central business district to the San Fernando Valley, through the Wilshire Corridor and Hollywood, and to East Los Angeles through Union Station. However, due to the “Metropolitan Transportation Authority Reform and Accountability Act of 1998” (the “Act of 1998”) and federal and State funding shortfalls, the development of the Metro Red Line and the Metro Purple Line were significantly reduced, including the indefinite suspension of certain of the extensions. The Act of 1998 prohibits LACMTA from utilizing any of the Proposition A Sales Tax or the Proposition C Sales Tax revenues for the costs of planning, design, construction or operation of any new subway, including debt service on any obligations issued for such purposes after March 30, 1998. However, the Act of 1998 did not prohibit LACMTA from continuing the construction of the Metro Red Line and the Metro Purple Line as long as such design, construction and operation are paid from other funds.

The Metro Red Line was constructed in segments, which opened in 1993, 1999 and 2000. The Red Line extends from Union Station in the downtown section of the City of Los Angeles to Vermont Avenue, where it travels north to Hollywood Boulevard and Vine Street, continuing up to the North Hollywood terminus. The Red Line is 14.9 miles long with 14 stations.

The Purple Line extends west from Wilshire/Vermont to the current terminus at Wilshire/Western and is 6.8 miles long with eight stations from Union Station to the Wilshire/Western station. The west branch became operational in July 1996 and was renamed the Purple Line in August 2006. LACMTA is in the process of extending the Metro Purple Line from its current terminus at Wilshire/Western to the westside of Los Angeles. This project is described under “FUTURE TRANSPORTATION IMPROVEMENTS—Transit Projects” below.

***Commuter Rail.*** The Southern California Regional Rail Authority (“SCRRA”) oversees commuter rail services in the region that includes Los Angeles, Riverside, Ventura, Orange, San Bernardino and San Diego Counties. SCRRA operates the Metrolink system, which consists of seven lines totaling 512 miles and 55 stations and is primarily geared toward providing commuter rail service from outlying communities to downtown Los Angeles. Average weekday boardings were approximately 39,400 for the third quarter of Fiscal Year 2017. LACMTA is the Los Angeles County participant in SCRRA and contributes funds to SCRRA. Other participants include the Orange County Transportation Authority, the Riverside County Transportation Commission, the San Bernardino Association of Governments and the Ventura County Transportation Authority.

## **Transit System Enterprise Fund**

LACMTA accounts for the revenues and expenses of its transit system as an enterprise fund, separate from accounting of its governmental funds, such as the Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues. See “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL

REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.” As indicated in Appendix B and as is generally true with large transit systems, the operating expenses for LACMTA’s transit system greatly exceed operating revenues. The Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues are a primary source of funding for the transit system. Additionally, LACMTA relies heavily on other local, State and federal sources to pay for operating expenses and capital improvements. LACMTA is currently undertaking future transit improvements to the transit system, which require substantial investment and increase operating costs. As the system expands, the LACMTA is committed to looking for additional revenue sources, to re-prioritize existing and new programs, and to regularly reassessing the service provided to minimize duplication and improve efficiency. Proposition A Sales tax revenues are available to pay operating expenses only after debt service on the First Tier Senior Obligations and certain other amounts are paid. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS – Flow of Funds.”

## **FUTURE TRANSPORTATION IMPROVEMENTS**

LACMTA, as the State-designated planning and programming agency for the County, identifies future transportation needs and transportation funding and construction priorities in the County. LACMTA prepares a Long Range Transportation Plan that identifies the costs of major transportation projects and the anticipated funding sources. See “RISK FACTORS—Project Costs; Capital Needs” in the front part of this Official Statement.

### **Long Range Transportation Plan**

In October 2009, the Board approved a 2009 Long Range Transportation Plan (“2009 LRTP”), which updated the prior Long Range Transportation Plan. The 2009 LRTP identifies projected costs of planning, constructing and running the transportation system based on a financial forecast of future revenue assumptions through 2040. During the planning process, data was reviewed that predict where and what the current challenges are on the existing transportation system, where mobility issues could arise in 2040, and how the transportation system could be improved with new investments.

The 2009 LRTP reflects LACMTA’s assessment of growth patterns, regional congestion, strategies to improve local air quality, transit-oriented development, the latest technical assumptions and climate change issues, and incorporates Measure R projects. The 2009 LRTP identified a \$297.6 billion countywide investment in the County’s transportation system through 2040, funded with more than 45 sources of federal, State and local funds. The 2009 LRTP is now the guiding policy behind funding decisions on subsequent transportation projects and programs in the County. Major capital projects and programs that are identified in the 2009 LRTP have priority for future programming of funds. While these projects and programs require further Board approval at various stages of their development, they are priorities for further planning, design, construction and the pursuit of additional funding.

The Board-approved 2009 LRTP, and subsequent updated financial forecasts include projections of debt financing by LACMTA composed of a combination of Proposition A, Proposition C and Measure R-secured debt. The March 2016 Financial Forecast of the 2009 LRTP updates the assumptions about debt issuance and assumes approximately \$2.7 billion (excluding commercial paper notes) in new debt financing from Fiscal Year 2018 through Fiscal Year 2022, not including the TIFIA loans described under “—Transit Projects” below. The March 2016 update of the 2009 LRTP assumes the funding of approximately \$755.6 million, \$795.7 million, and \$1.1 billion through the issuance of additional Proposition A First Tier Senior Lien Bonds, Proposition C Senior Bonds, and Measure R Senior Bonds, respectively, from Fiscal Year 2018 through Fiscal Year 2022. LACMTA’s March 2016 Financial Forecast assumes the issuance of approximately \$755.6 million in additional Proposition A First Tier Senior Lien Bonds from Fiscal Year 2018 through Fiscal Year 2022. The March 2016 financial update

also forecasts bond issuance from Fiscal Year 2018 through Fiscal Year 2057 of approximately \$14.2 billion, of which approximately \$5.8 billion is projected to be First Tier Senior Lien Bonds.

The 2009 LRTP and financial updates are planning tools and not projections, and therefore the timing and amount of any debt issuance is likely to change. The actual amount and timing of any debt issuance depends on a number of factors including the actual scope, timing and cost of transportation projects, the ability to obtain funding from other sources and the amount of Proposition A, Proposition C and Measure R Sales Tax revenues available to fund the projects in the LRTP. With the passage of Measure M on November 8, 2016, the 2009 LRTP has been amended to include Measure M Sales Tax revenues and Expenditure Plan. The financial forecast is expected to be updated by the end of fiscal year 2018 and a new LRTP is expected to be adopted by 2020.

## **Transit Projects**

LACMTA has several major transit projects in planning and under construction: the Crenshaw/LAX Transit Project, the Regional Connector and the Westside Purple Line Extension.

***Crenshaw/LAX Transit Project.*** The Crenshaw/LAX Transit Project is a north/south corridor that serves the cities of Los Angeles, Inglewood, Hawthorne and El Segundo as well as portions of unincorporated Los Angeles County. The line extends 8.5 miles, from the intersection of Crenshaw and Exposition Boulevards to a connection with the Metro Green Line at the Aviation/LAX Station. The total project budget is currently \$2.058 billion. The costs of the project are expected to be paid from Measure R Sales Tax revenues, Proposition A Sales Tax revenues, Proposition C Sales Tax revenues, other local sources, and federal and State sources. The project has received a \$545.9 million TIFIA loan, which is to be repaid from available Measure R Sales Tax. LACMTA has drawn the full amount of the TIFIA loan.

***Regional Connector.*** The Regional Connector is a 1.9-mile light rail line with three underground stations in downtown Los Angeles. The Project will provide a direct connection from the 7th/Metro Center Station to the existing Metro Gold Line tracks to the north and east of 1st and Alameda. This connection will provide through service between the Metro Blue Line, Metro Gold Line and Metro Exposition Line corridors. The total project budget is currently \$1.77 billion. LACMTA has been awarded a \$669.9 million federal grant for the Regional Connector project. Additionally, the project has received a \$160 million TIFIA loan, which is to be repaid from Measure R Sales Tax revenues. As of September 1, 2017, LACMTA has drawn down \$61.9 million of the TIFIA loan proceeds. The remaining project costs are expected to be paid from other Federal, State and local sources (other than Proposition A Sales tax Revenues).

***Westside Purple Line Extension.*** The Westside Purple Line Extension (the “Purple Line Extension”) is an extension of the Metro Purple Line from its current terminus at Wilshire/Western to the westside of Los Angeles. The Board has certified the Final Environmental Impact Report and has adopted the project definition for the nine-mile Purple Line Extension. The Purple Line Extension currently is planned to be constructed in three sections. Section 1 is currently under construction and extends the existing Metro Purple Line by 3.92 miles beginning at the Wilshire/Western Station and adds three stations to the Phase 1 terminus at Wilshire/La Cienega. The total budget for Section 1 of the Purple Line Extension is \$2.53 billion, excluding finance charges and unallocated contingency. LACMTA has been awarded a \$1.25 billion federal grant and has entered into an agreement for an \$856 million TIFIA loan, to be repaid from Measure R Sales Tax revenues, with respect to Section 1 of the Purple Line Extension. As of September 1, 2017, LACMTA had drawn down \$123.0 million of the TIFIA loan proceeds. The remaining project costs for Section 1 are expected to be paid from Measure R Sales Tax revenues, State sources and other local sources (other than Proposition A Sales Tax Revenues).

Section 2 of the Purple Line Extension is located entirely underground, primarily following Wilshire Boulevard, and includes the design and construction of approximately 2.59 miles of double-track heavy rail and two new stations. The estimated total project cost is \$2.16 billion, excluding finance charges and unallocated contingency. LACMTA has been awarded a \$1.187 billion federal grant and has entered into an agreement for a TIFIA loan for \$307 million to be repaid from Measure R Sales Tax revenues. The remaining costs for Section 2 are expected to be paid from Measure R Sales Tax revenues, other Federal sources, and State sources.

Section 3 of the Purple Line Extension is planned to extend 2.59 miles from Section 2 terminus at Century City to Westwood and add two stations. Currently, estimated project cost is \$2.9 billion, excluding finance costs.

***Gold Line Foothill Extension.*** LACMTA is extending the Metro Gold Line 12.3 miles from Azusa to Claremont. LACMTA is currently working with the Gold Line Foothill Extension Construction Authority (“GLFECA”), an independent transportation planning and construction agency created in 1999. The GLFECA is tasked with designing and construction the line. Once built, LACMTA will operate it in conjunction with existing LACMTA rail services. The total project budget for the extension is \$1.4 billion. Project costs are expected to be paid primarily from Measure M Sales Tax Revenues. In addition, the San Bernardino Associated Governments has requested that an additional station in Montclair be added to the plans for this second phase if this occurs, the extension to Montclair and the Montclair station would be funded by San Bernardino County, not by the LACMTA.

### **State Transportation Improvement Program**

The California State Transportation Improvement Program (“STIP”) is a biennial five-year plan adopted by the California Transportation Commission (“CTC”) for future allocation of certain state transportation funds for state highway and other transit improvements. The CTC updates the STIP in even numbered years with each new STIP adding two years to prior programming commitments. The draft of the 2018 STIP covers the period from Fiscal Year 2018 through Fiscal Year 2023. LACMTA is statutorily entitled to program the County regional share of STIP. With the passage of the Senate Bill No. 1 (“SB1”), there is a new balance of revenues and reforms to ensure each dollar is invested to improve California’s transportation system. The STIP program is guaranteed at \$825 million for the regional share and \$275 million for the interregional portion. These funds are set to be fully available over the next ten years. STIP funding volatility is expected to decrease and the total amount of funding available is expected to increase. Any shortfall of future STIP funding could result in the use of additional Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues or issuance of additional bonds or commercial paper secured by Proposition A, Proposition C, Measure R and Measure M Sales Tax revenues to pay for LACMTA’s projects.

## LABOR RELATIONS

### General

As of September 1, 2017, LACMTA had approximately 9,700 employees, of which approximately 86% are covered by labor agreements. Full and part-time LACMTA bus and train operators are represented by the Sheet Metal, Air, Rail, Transportation, Transportation Division (formerly UTU) (“SMART-TD”); LACMTA mechanics and service attendants are members of the Amalgamated Transit Union (“ATU”); LACMTA clerks are members of the Transportation Communications Union (“TCU”); bus and rail transportation and maintenance supervisors are members of the American Federation of State County and Municipal Employees (“AFSCME”); and LACMTA security guards are members of the Teamsters Union. The following table summarizes the number of employees covered by the labor agreements of LACMTA with each of its employee bargaining units as of September 1, 2017 and the current expiration dates of the labor agreements. In July 2017, LACMTA signed five new contracts with our labor unions, the longest contracts in LACMTA’s history.

<u>Employee Bargaining Unit</u>	<u>Number of Employees</u>	<u>Contract Expiration Date</u>
United Transportation Union (Sheet Metal, Air, Rail and Transportation Division)	4,234	06/30/22
Amalgamated Transit Union	2,340	06/30/22
Transportation Communications Union	846	06/30/22
Am. Fed. of State, County and Municipal Employees	759	06/30/22
Teamsters Union	152	06/30/22

### Defined Benefit Pension Plan

LACMTA has a single-employer public employee retirement system that includes five defined benefit plans (the “Plans”) that cover substantially all employees (except PTSC employees) and provides retirement, disability, and death benefits. The benefit provisions and all other requirements are established by State statute, ordinance, collective bargaining agreements or Board actions. Four of the Plans are restricted to specific union members, while the fifth provides benefits to non-represented employees and to members of the Teamsters Union. In addition, LACMTA provides pension benefits to most PTSC employees through a defined benefit plan administered by the California Public Employees’ Retirement System (“PERS”), a multiple-employer pension system. PERS provides retirement and disability benefits, annual cost-of-living adjustments and death benefits to plan members and beneficiaries. For a description of these defined benefit plans and LACMTA’s obligations to make contributions to these plans, see “Note III—DETAILED NOTES ON ALL FUNDS—I. Employees’ Retirement Plans” in the Notes to the Financial Statements and related Required Supplementary Schedules in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.”

### Other Post-Employment Benefits

LACMTA provides post-employment health care and life insurance benefits for retired employees and their families. Pursuant to Governmental Accounting Standards Board Pronouncement

No. 45, “Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions (OPEB),” LACMTA is required to account for its expenses and a portion of the present value of future expenses related to these benefits. For a description of these benefits, LACMTA’s obligations to account for certain projected future costs of these benefits and other matters regarding these benefits, see “Note III—DETAILED NOTES ON ALL FUNDS—J. Other Postemployment Benefits (OPEB)” in the Notes to the Financial Statements and the related Required Supplementary Schedules in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.”

## OUTSTANDING DEBT

### General

In addition to obligations issued by LACMTA that are secured by Proposition A Sales Tax, LACMTA has issued debt secured by the Proposition C Sales Tax, the Measure R Sales Tax, and other revenues of LACMTA, and may issue additional obligations so secured upon satisfaction of certain additional bonds tests in the applicable trust agreements governing such debt. See “FUTURE TRANSPORTATION IMPROVEMENTS—Long Range Transportation Plan” above. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS” in the front part of this Official Statement for a discussion of obligations secured by the Proposition A Sales Tax.

### Debt and Interest Rate Swap Policies

In April 2015, the Board approved an updated Debt Policy for LACMTA (the “Debt Policy”). The Debt Policy sets forth guidelines for the issuance and management of LACMTA’s debt. Among other things, the Debt Policy sets forth allowable uses of debt and debt policy maximums. It requires LACMTA to develop a capital improvement plan which includes the capital projects LACMTA plans to undertake in future years. The Debt Policy also sets forth guidance on the type of debt that may be incurred by LACMTA (e.g., long-term versus short-term), the source of payment for such debt, and other factors to be considered when incurring debt.

In April 2015, the Board approved an updated Interest Rate Swap Policy for LACMTA (the “Swap Policy”). The Swap Policy includes guidelines to be used by LACMTA when entering into interest rate swaps and management practices that address the special risks associated with interest rate swaps. The Swap Policy requires that LACMTA evaluate the risks, on an ongoing basis, of existing interest rate swaps. As of the date of this Official Statement, LACMTA has no interest rate swaps.

### Proposition C Sales Tax Obligations

**General.** LACMTA has two priority levels of obligations secured by the Proposition C Sales Tax: its Proposition C Senior Sales Tax Revenue Bonds and Proposition C Senior Parity Debt, and its Proposition C Subordinate Lien Obligations. In addition, LACMTA has incurred other obligations, which are secured by certain “remaining” Proposition C Sales Tax cash receipts. See “PROPOSITION A SALES TAX OBLIGATIONS—Outstanding Proposition A Sales Tax Obligations—Other Obligations—General Revenue Bonds” in the front part of this Official Statement.

**Proposition C Senior Sales Tax Revenue Bonds.** LACMTA had the following Proposition C Senior Sales Tax Revenue Bonds outstanding as of September 1, 2017:

**Los Angeles County Metropolitan Transportation Authority  
Proposition C Senior Sales Tax Revenue Bonds  
(Outstanding as of September 1, 2017)**

<b>Proposition C Senior Sales Tax Revenue Bonds</b>	<b>Outstanding Principal Amount</b>
Sales Tax Revenue, Senior Bonds, Series 2017-A	\$454,845,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2016-A	82,310,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2014-A	61,180,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2013-A	90,960,000
Sales Tax Revenue Bonds, Senior Bonds, Series 2013-B	287,745,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2013-C	51,125,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2012 A	14,635,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2012 B	74,885,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2010 A	37,150,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2009 B	102,770,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2009 D	28,445,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2009 E	78,960,000
Sales Tax Revenue Refunding Bonds, Senior Bonds, Series 2008 A	<u>69,245,000</u>
	<u>\$1,434,255,000</u>
Total	

Source: LACMTA

**Proposition C Senior Parity Debt.** LACMTA may designate as Proposition C Senior Parity Debt certain indebtedness, installment sale obligations, lease obligations or other obligations for borrowed money, or payment obligations under interest swaps or other arrangements payable on parity with the Proposition C Senior Sales Tax Revenue Bonds. LACMTA currently has no Proposition C Senior Parity Debt outstanding. LACMTA may incur Proposition C Senior Parity Debt upon the satisfaction of certain additional bonds tests.

**Proposition C Subordinate Lien Obligations.** On June 9, 1993, LACMTA received authorization to issue and have outstanding, at any one time, up to \$150,000,000 (principal of and interest thereon) of commercial paper notes (the "Proposition C Commercial Paper Notes") payable from and secured by Proposition C Sales Tax revenues. The Proposition C Commercial Paper Notes are payable from Proposition C Sales Tax revenue on a basis subordinate to the lien on Proposition C Sales Tax revenues granted to the Proposition C Senior Sales Tax Revenue Bonds and the Proposition C Senior Parity Debt. As of September 1, 2017, the Proposition C Commercial Paper Notes were outstanding with a maturity value of \$10,309,000. The Proposition C Commercial Paper Notes are supported by a letter of credit (the "Proposition C CP Letter of Credit") issued by Bank of America, N.A. LACMTA's reimbursement obligations with respect to the Proposition C CP Letter of Credit are payable from Proposition C Sales Tax Revenues on a parity with the Proposition C Commercial Paper Notes.

In addition, LACMTA is authorized to issue and have outstanding, from time to time, up to \$75,000,000 in aggregate principal amount of its Subordinate Proposition C Sales Tax Revenue Revolving Obligations (the "Proposition C Revolving Obligations"), which are payable from Proposition C Sales Tax Revenues on a parity with the Proposition C Commercial Paper Notes and which are considered part of the \$150,000,000 authorization for Proposition C Commercial Paper. As of September 1, 2017, LACMTA had \$45,000,000 Proposition C Revolving Obligations outstanding. All Proposition C Revolving Obligations issued by LACMTA are purchased by the Wells Fargo Bank, National

Association, in accordance with the terms of a revolving credit agreement (the “Proposition C Revolving Credit Agreement”). The Proposition C Revolving Obligations bear interest at variable rates determined pursuant to the terms of the Proposition C Revolving Credit Agreement.

The following tables set forth certain terms of Proposition C Commercial Paper Notes, including the Proposition C CP Letter of Credit and the Proposition C Revolving Obligations.

<b>Proposition C CP Letter of Credit</b>		<b>Proposition C Revolving Obligations</b>	
<b>Letter of Credit Provider</b>	Bank of America, N.A.	<b>Revolving Obligations Bank</b>	Wells Fargo Bank, National Association
<b>Principal Amount</b>	\$68,885,000 <sup>1</sup>	<b>Principal Amount</b>	\$75,000,000
<b>Expiration Date</b>	April 5, 2019	<b>Expiration/Maturity Date</b>	March 28, 2019 <sup>1</sup>

<sup>1</sup> Plus \$6,114,724 of interest. Draws on the letter of credit must be paid within 270 days, though the drawings may be converted to a term loan payable in 10 quarterly installments if conditions are satisfied.

Source: LACMTA

<sup>1</sup> Can be converted to a term loan payable in twelve equal quarterly installments following the Expiration/Maturity Date if conditions are satisfied.

## Measure R

**General.** LACMTA has three priority levels of obligations secured by the Measure R Sales Tax: the senior lien (which currently secures its Measure R Senior Sales Tax Revenue Bonds), the subordinate lien (which currently secures its Measure R Subordinate Obligations), and the junior subordinate lien (which currently secures three TIFIA loans).

**Measure R Senior Sales Tax Revenue Bonds.** On November 16, 2010, LACMTA issued \$732,410,000 aggregate principal amount of its Measure R Senior Sales Tax Revenue Bonds, Series 2010-A and Series 2010-B (the “Series 2010 Measure R Senior Bonds”) to finance certain transportation projects. These bonds are payable from the Measure R Sales Tax. On November 30, 2016, LACMTA issued \$522,120,000 aggregate principal amount of its Measure R Senior Sales Tax Revenue Bonds, Series 2016-A (the “Series 2016 Measure R Senior Sales Tax Revenue Bonds,” and together with the Series 2010 Measure R Senior Bonds, the “Measure R Senior Bonds”) to finance certain transportation projects and to refund certain outstanding Measure R Subordinate Revolving Obligations (defined below). As of September 1, 2017, there was \$1,145,995,000 aggregate principal amount of Measure R Senior Sales Tax Revenue Bonds outstanding. LACMTA may incur additional senior debt secured by and payable from the Measure R Sales Tax.

**Measure R Subordinate Obligations.** LACMTA is authorized to issue and have outstanding, from time to time, up to \$150,000,000 in aggregate principal amount of its Subordinate Measure R Sales Tax Revenue Revolving Obligations (the “Measure R Subordinate Revolving Obligations”), which are payable from Measure R Sales Tax revenues on a subordinate basis to the Measure R Senior Bonds, on a parity basis with the Measure R Subordinate Series C Bonds (defined below), and on a senior basis to the TIFIA Loans. As of September 1, 2017, LACMTA had approximately \$65 million in Measure R Subordinate Revolving Obligations outstanding. The Measure R Subordinate Revolving Obligations issued by LACMTA are purchased by (i) State Street Public Lending Corporation, in a principal amount not to exceed \$100 million, in accordance with the terms of a revolving credit agreement (the “State Street Revolving Credit Agreement”), and (ii) Bank of the West, in a principal amount not to exceed \$50 million, in accordance with the terms of a revolving credit agreement (the “Bank of the West Revolving Credit Agreement,” and together with the State Street Revolving Credit Agreement, the “Measure R

Subordinate Revolving Credit Agreements”). The Measure R Subordinate Revolving Obligations bear interest at variable rates determined pursuant to the terms of the Measure R Subordinate Revolving Credit Agreements. Except as otherwise provided in the Measure R Subordinate Revolving Credit Agreements, the principal of all Measure R Subordinate Revolving Obligations outstanding are due and payable on November 20, 2020. However, subject to the terms of the Measure R Subordinate Revolving Credit Agreements, on November 20, 2020, LACMTA can convert any outstanding Measure R Subordinate Revolving Obligations to a term loan that will be payable in twelve equal quarterly installments following November 20, 2020.

The following table sets forth certain terms of the Measure R Subordinate Revolving Obligations.

**Measure R Subordinate Revolving Obligations**

<b>Revolving Obligations Bank</b>	State Street Public Lending Corporation	Bank of the West
<b>Principal Amount</b>	\$100,000,000 <sup>1</sup>	\$50,000,000 <sup>2</sup>
<b>Expiration Date</b>	November 20, 2020 <sup>3</sup>	November 20, 2020 <sup>3</sup>

<sup>1</sup> As of September 1, 2017, \$15,212,743.45 aggregate principal amount of State Street Measure R Revolving Obligations were outstanding.

<sup>2</sup> As of September 1, 2017, \$50,000,000 aggregate principal amount of Bank of the West Measure R Revolving Obligations were outstanding.

<sup>3</sup> Can be converted to term loan payable in twelve equal quarterly installments  
Source: LACMTA

In addition to the Measure R Subordinate Revolving Obligations, LACMTA entered into a bond purchase agreement dated November 23, 2015 with RBC Capital Markets LLC (the “Measure R Series C Underwriter”) to sell, from time to time, up to \$150 million aggregate principal amount of its Subordinate Measure R Sales Tax Revenue Drawdown Bonds, Subseries C-1 (Tax-Exempt) and Subseries C-2 (Taxable) (the “Measure R Subordinate Series C Bonds,” and together with the Measure R Subordinate Revolving Obligations, the “Measure R Subordinate Obligations”) to the Measure R Series C Underwriter. The Measure R Series C Underwriter in turn sells the Measure R Subordinate Series C Bonds to RBC Municipal Products, LLC. The Measure R Subordinate Series C Bonds are payable from Measure R Sales Tax revenues on a subordinate basis to the Measure R Senior Bonds, on a parity basis with the Measure R Subordinate Revolving Obligations, and on a senior basis to the TIFIA Loans. As of September 1, 2017, LACMTA had \$210,000 aggregate principal amount of Measure R Subordinate Series C Bonds outstanding. The Measure R Subordinate Series C Bonds bear interest at variable rates. Except as otherwise provided in the Third Supplemental Subordinate Trust Agreement, dated as of November 1, 2015, by and between LACMTA and U.S. Bank National Association, as trustee, and the Bondholder’s Agreement, dated as of November 1, 2015, by and between LACMTA and RBC Municipal Products, LLC, the principal of all Measure R Subordinate Series C Bonds outstanding are due and payable on November 20, 2020.

**Measure R Junior Subordinate Obligations (TIFIA Loans).** LACMTA has entered into agreements for four TIFIA loans in the aggregate principal amount of \$1.869 billion, which will be repaid from Measure R Sales Tax revenues. As of September 1, 2017, LACMTA had drawn \$730.8 million in proceeds under three of the TIFIA loans. All four TIFIA loans are payable from Measure R Sales Tax revenues on a subordinate basis to the Measure R Senior Bonds and the Measure R Subordinate Obligations. See “FUTURE TRANSPORTATION IMPROVEMENTS—Transit Projects” above for additional information on the TIFIA loans.

## **Measure M**

LACMTA has not issued any debt secured by the Measure M Sales Tax. However, it anticipates issuing such debt in the future.

## **INVESTMENT POLICY**

### **General**

Certain features of LACMTA's Investment Policy are summarized in "Note III—DETAILED NOTES ON ALL FUNDS—A. Cash and Investments" in the Notes to the Financial Statements in "APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016."

### **Investment Balances**

As of June 30, 2017 (based on unaudited financial information), LACMTA had approximately \$634.4 million in market value deposited in non-discretionary bond proceeds and debt service trust accounts, primarily invested in U.S. Treasury securities, Federal Agencies, money market funds, forward purchase agreements and the County of Los Angeles Pooled Surplus Investments maintained by the County of Los Angeles Treasurer and Tax Collector. LACMTA had approximately \$2.0 billion in additional non-discretionary trust accounts, primarily for pension and OPEB.

Additionally, as of June 30, 2017, LACMTA had approximately \$1.089 billion (book value) deposited in discretionary/operating accounts. Such discretionary/operating accounts were invested in the investments summarized in the following table:

<b>Discretionary/Operating Accounts Investments</b>	<b>Percentage of Total Book Value as of June 30, 2017</b>
Local Agency Investment Fund	7.44%
Bank Deposits	6.12
FICA Account	<u>0.09</u>
Subtotal	13.66%
Managed Investments	
U.S. Treasuries	19.42%
Federal Agencies	30.08
Corporate Notes	19.15
Commercial Paper	1.93
Municipal securities	4.43
Money Market Funds	4.66
Asset Backed Securities	4.01
Certificates of Deposit	0.93
Medium Term Notes	<u>1.73</u>
Sub Total Managed Investments	86.34%
Total Cash and Investments *	100.0%

\* Numbers may not add due to rounding.  
Source: LACMTA

As of June 30, 2017, the liquid reserve of the discretionary accounts, which totaled approximately \$218.83 million in both book value and market value, was managed internally by LACMTA and had an average maturity of 27 days. LACMTA’s Investment Policy prohibits investing in reverse repurchase agreements.

Moneys released to LACMTA pursuant to the Agreement, including moneys in the discretionary/operating accounts, do not secure the Senior Bonds and LACMTA is not obligated to use such amounts to pay debt service on the Senior Bonds. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2017 BONDS—Flow of Funds.”

Additional information regarding LACMTA’s investments are included in “Note III—DETAILED NOTES ON ALL FUNDS—A. Cash and Investments” in the Notes to the Financial Statements in “APPENDIX B—LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE 30, 2016.”

## LITIGATION AND OTHER REGULATORY ACTIONS

### Sales Tax Litigation

On April 30, 1982, the California Supreme Court, in *Los Angeles County Transportation Commission v. Richmond*, upheld the constitutionality of the Proposition A Sales Tax. On March 3, 1992, the California Court of Appeal, in *Vernon v. State Board of Equalization*, upheld the validity of the Proposition C Sales Tax. On September 28, 1995, the California Supreme Court affirmed the California Court of Appeal’s ruling in *Santa Clara County Local Transportation Authority v. Guardino*, which

invalidated a half cent sales tax by the Santa Clara County Local Transportation Authority. LACMTA does not believe such decision has any effect on the validity of LACMTA's Proposition C Sales Tax.

### **Other Litigation**

In addition to the matters described herein, various other claims have been asserted against LACMTA. In the opinion of LACMTA, none of the pending claims will materially and adversely affect LACMTA's ability to pay the principal of and interest on any of its obligations.

**APPENDIX B**

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY  
COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED JUNE  
30, 2016**

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**APPENDIX C**

**UNAUDITED PROPOSITION A SPECIAL REVENUE FUND BALANCE SHEET, STATEMENT  
OF REVENUES, EXPENDITURES AND FUND BALANCES FOR THE FISCAL YEAR ENDED  
JUNE 30, 2017**

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## APPENDIX D

### LOS ANGELES COUNTY ECONOMIC AND DEMOGRAPHIC INFORMATION

The Proposition A Sales Tax derives from a retail transaction and use tax applicable to all taxable sales throughout Los Angeles County. As such, sales tax revenues reflect a number of economic factors that influence taxable transactions, including population, employment and income. Some of those factors are described below.

The economic and demographic information provided below has been collected from sources that LACMTA considers to be reliable. Because it is difficult to obtain timely economic and demographic information, the economic condition of Los Angeles County may not be fully apparent in all of the publicly available local and regional economic statistics provided herein. In particular, the economic statistics provided herein may not fully capture the impact of current economic conditions.

#### Los Angeles County

As of January 1, 2017, the County had an estimated population of over 10 million. Los Angeles County is the largest County in the country by population, and includes over a quarter of the State of California's population. The County covers 4,084 square miles, and includes 88 incorporated cities as well as unincorporated communities with over one million residents.

#### Population

The table below summarizes the populations of the County and State of California (the "State"), estimated as of January 1 of each year. The population estimates for 2010 and later incorporate 2010 Census counts as the benchmark.

**Table D-1**  
**COUNTY AND STATE POPULATION STATISTICS**

	<u>County of Los Angeles</u>	<u>Annual Growth Rate<sup>1</sup></u>	<u>State of California</u>	<u>Annual Growth Rate<sup>1</sup></u>
2000	9,519,330	-	33,873,086	-
2005	9,816,153	0.61%	35,869,173	1.15%
2010	9,818,605	0.01	37,253,956	0.74
2011	9,874,887	0.57	37,536,835	0.76
2012	9,956,722	0.83	37,881,357	0.92
2013	10,021,318	0.65	38,238,492	0.94
2014	10,089,847	0.68	38,572,211	0.87
2015	10,150,617	0.60	38,915,880	0.89
2016	10,182,961	0.32	39,189,035	0.70
2017	10,241,278	0.57	39,523,613	0.85

<sup>1</sup> For five-year time series, figures represent average annual growth rate for each of the five years.

Source: State of California, Department of Finance, E-4 Population Estimates for Cities, Counties and the State, 2001-2010, with 2000 and 2010 Census Counts, Sacramento, California, November 2012. State of California, Department of Finance, E-4 Population Estimates for Cities, Counties, and the State, 2011-2017, with 2010 Census Benchmark. Sacramento, California, May 2017.

## Industry and Employment

The following table summarizes the average number of employed and unemployed residents of the County, based on the annual “benchmark,” an annual revision process in which monthly labor force and payroll employment data, which are based on estimates, are updated based on detailed tax records.

The California Employment Development Department has reported preliminary unemployment figures for July 2017 of 5.4% statewide and 5.2% for Los Angeles County (not seasonally adjusted).

**Table D-2**  
**ESTIMATED AVERAGE ANNUAL EMPLOYMENT AND**  
**UNEMPLOYMENT OF RESIDENT LABOR FORCE<sup>1</sup>**

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
<b>Civilian Labor Force</b>					
<u>County of Los Angeles</u>					
Employed	4,378,800	4,495,700	4,610,800	4,674,800	4,778,800
Unemployed	535,800	486,600	415,100	336,900	264,500
<b>Total</b>	<u>4,914,600</u>	<u>4,982,300</u>	<u>5,025,900</u>	<u>5,011,700</u>	<u>5,043,300</u>
<b>Unemployment Rates</b>					
County	10.9%	9.8%	8.3%	6.7%	5.2%
State	10.5	8.5	7.5	6.2	5.4
United States	8.1	7.4	6.2	5.3	4.9

<sup>1</sup> March 2016 Benchmark report; not seasonally adjusted.

Source: California Employment Development Department, Labor Market Information Division for the State and County; U.S. Bureau of Labor, Department of Labor Statistics for the U.S. Items may not add to totals due to rounding.

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The table below summarizes the California Employment Development Department’s estimated average annual employment for the County, which includes full-time and part-time workers who receive wages, salaries, commissions, tips, payment in kind, or piece rates. Percentages indicate the percentage of the total employment for each type of employment for the given year. For purposes of comparison, the most recent employment data for the State is also summarized.

**Table D-3  
LOS ANGELES COUNTY  
ESTIMATED INDUSTRY EMPLOYMENT AND LABOR FORCE<sup>1</sup>**

	County		State of California	
	2016	% of Total	2016	% of Total
Total Farm	5,300	0.1%	426,700	2.5%
Mining and Logging	3,600	0.1	24,500	0.1
Construction	133,100	3.0	774,100	4.6
Manufacturing	360,400	8.2	1,305,600	7.7
Trade, Transportation and Utilities	829,900	18.9	2,990,200	17.7
Information	230,900	5.3	523,100	3.1
Financial Activities	219,800	5.0	822,900	4.9
Professional and Business Services	605,200	13.8	2,530,800	15.0
Educational and Health Services	767,400	17.5	2,537,400	15.0
Leisure and Hospitality	510,500	11.6	1,897,300	11.2
Other Services	153,400	3.5	556,900	3.3
Government	<u>576,300</u>	<u>13.1</u>	<u>2,514,600</u>	<u>14.9</u>
Total <sup>2</sup>	4,395,700	100.0%	16,904,100	100.0%

<sup>1</sup> The California Economic Development Department has converted employer records from the Standard Industrial Classification coding system to the North American Industry Classification System.

<sup>2</sup> Total may not equal sum of parts due to independent rounding.

Note: Based on surveys distributed to employers; not directly comparable to Civilian Labor Force data reported in Table D-2.

Source: California Employment Development Department, Labor Market Information Division. Based on March 2016 Benchmark report.

## Personal Income

The U.S. Census Bureau defines personal income as the income received by all persons from all sources, and is the sum of “net earnings,” rental income, dividend income, interest income, and transfer receipts. “Net earnings” is defined as wages and salaries, supplements to wages and salaries, and proprietors’ income, less contributions for government social insurance, before deduction of personal income and other taxes.

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The following table sets forth the estimate of personal income for the County, State and United States from 2012 to 2016.

**Table D-4  
COUNTY, STATE AND U.S.  
PERSONAL INCOME**

<b>Year and Area</b>	<b>Personal Income<sup>1</sup> (thousands of dollars)</b>	<b>Per Capita Personal Income<sup>1</sup> (dollars)</b>
<b>2012</b>		
County <sup>2</sup>	\$ 486,733,508	\$48,818
State <sup>3</sup>	1,838,567,162	48,369
United States <sup>3</sup>	13,904,485,000	44,282
<b>2013</b>		
County <sup>2</sup>	\$ 483,578,594	\$48,140
State <sup>3</sup>	1,861,956,514	48,570
United States <sup>3</sup>	14,068,960,000	44,493
<b>2014</b>		
County <sup>2</sup>	\$ 512,846,779	\$50,730
State <sup>3</sup>	1,977,923,740	51,134
United States <sup>3</sup>	14,801,624,000	46,464
<b>2015</b>		
County <sup>2</sup>	\$ 544,324,900	\$53,521
State <sup>3</sup>	2,103,669,473	53,949
United States <sup>3</sup>	15,463,981,000	48,190
<b>2016</b>		
County	N/A	N/A
State <sup>3</sup>	2,197,492,012	55,987
United States <sup>3</sup>	16,017,781,445	49,571

<sup>1</sup> Per capita personal income was computed using Census Bureau midyear population estimates. Per capita personal income is total personal income divided by total midyear population.

<sup>2</sup> Last updated: November 17, 2016—new estimates for 2015; revised estimates for 2012-2014 for the County. Estimates for 2012-2015 reflect county population estimates available as of March 2016. Source: U.S. Bureau of Economic Analysis, “Table CA1 - Personal Income Summary,” (accessed September 11, 2017).

<sup>3</sup> Last updated: March 28, 2017—new estimates for 2016; revised estimates for 2012-2015 for the State and United States. Estimates for 2012-2016 reflect Census Bureau midyear state population estimates available as of December 2016. Source: U.S. Bureau of Economic Analysis, “Table SA1 - Personal Income Summary,” (accessed September 11, 2017).

## Retail Sales

The following tables set forth taxable sales for the County for calendar years 2011 through 2015, with 2015 being the last full year for which data are currently available.

**Table D-5**  
**COUNTY OF LOS ANGELES**  
**TAXABLE SALES**  
**(in thousands)**

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
Motor Vehicle and Parts Dealers	\$ 12,686,384	\$ 14,479,392	\$ 15,543,657	\$ 16,564,553
Furniture and Home Furnishings Stores	2,321,830	2,441,922	2,568,630	2,734,737
Electronics and Appliance Stores	3,416,744	3,570,668	3,576,308	4,040,534
Building Materials & Garden Equipment & Supplies	6,306,814	6,510,966	6,558,312	6,971,149
Food and Beverage Stores	5,591,250	5,824,815	6,051,754	6,279,795
Health and Personal Care Stores	2,998,946	3,163,312	3,306,274	3,414,941
Gasoline Stations	13,394,467	14,037,507	13,817,056	13,265,979
Clothing and Clothing Accessories Stores	8,356,612	9,166,549	9,926,558	10,560,952
Sporting Goods, Hobby, Book, and Music Stores	2,478,020	2,454,806	2,487,061	2,460,392
General Merchandise Stores	10,866,531	11,157,997	11,463,750	11,557,051
Miscellaneous Store Retailers	4,649,598	4,798,211	4,953,245	5,204,656
Nonstore Retailers	897,596	1,200,322	1,906,573	2,170,084
Food Services and Drinking Places	15,286,655	16,512,136	17,481,996	18,964,996
Total Retail and Food Services	89,251,447	95,318,603	99,641,174	104,189,819
All other outlets <sup>1</sup>	37,189,291	39,976,979	40,438,534	43,257,109
TOTAL ALL OUTLETS <sup>2</sup>	\$126,440,737	\$135,295,582	\$140,079,708	\$147,446,927

<sup>1</sup> Primarily manufacturing and wholesale businesses.

<sup>2</sup> Items may not add to totals due to rounding.

Source: California State Board of Equalization, Research and Statistics Division.

**Table D-6**  
**COUNTY OF LOS ANGELES**  
**TAXABLE SALES**  
**(in thousands)**

	<u>2015</u>
Motor Vehicle and Parts Dealers	\$ 18,058,173
Home Furnishings and Appliance Stores	7,832,717
Building Materials & Garden Equipment & Supplies Dealers	7,402,869
Food and Beverage Stores	6,689,582
Gasoline Stations	11,468,929
Clothing and Clothing Accessories Stores	10,974,322
General Merchandise Stores	10,912,560
Food Services and Drinking Places	20,605,855
Other Retail Group	14,202,014
Total Retail and Food Services	108,147,021
All other outlets <sup>1</sup>	42,886,760
TOTAL ALL OUTLETS <sup>2</sup>	\$151,033,781

<sup>1</sup> Primarily manufacturing and wholesale businesses.

<sup>2</sup> Items may not add to totals due to rounding.

Source: California State Board of Equalization, Research and Statistics Division.

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## **APPENDIX E**

### **SUMMARY OF LEGAL DOCUMENTS; DEFINITIONS**

*The following is a brief summary of certain provisions of the Trust Agreement and the Thirty-Eighth Supplemental Agreement and is supplemental to the summary of other provisions of such documents elsewhere in this Supplemental Official Statement. This summary is not intended to be definitive and is qualified in its entirety by reference to the full text of the Trust Agreement and the Thirty-Eighth Supplemental Agreement. Copies of said documents are available from the LACMTA.*

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**APPENDIX F**

**PROPOSED FORM OF BOND COUNSEL'S OPINION**

[Closing Date]

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## APPENDIX G

### FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Certificate”) is executed and delivered by the Los Angeles County Metropolitan Transportation Authority (the “Authority”) in connection with the issuance of its \$\_\_\_\_\_ Proposition A First Tier Senior Sales Tax Revenue Bonds, Series 2017-A (Green Bonds) (the “Series 2017-A Bonds”) and its \$\_\_\_\_\_ Proposition A First Tier Senior Sales Tax Revenue Refunding Bonds, Series 2017-B (the “Series 2017-B Bonds”, and collectively the “Series 2017 Bonds”) pursuant to the terms of the Agreement (as defined herein). The Authority covenants and agrees as follows:

#### **Section 1. Definitions.**

“*Agreement*” means, collectively, the Trust Agreement, dated as of July 1, 1986, as amended and supplemented, by and between the Authority (as successor to the Los Angeles County Transportation Commission) and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A., as successor to BNY Western Trust Company, as successor in interest to Wells Fargo Bank, N.A., successor by merger to First Interstate Bank of California), as trustee (the “*Trustee*”), and the Thirty-Eighth Supplemental Trust Agreement, dated as of [October] 1, 2017, by and between the Authority and the Trustee.

“*Annual Information*” means the information specified in Section 4 hereof.

“*EMMA System*” means the MSRB’s Electronic Municipal Market Access system or any successor nationally recognized municipal securities information repositories recognized by the Securities and Exchange Commission for the purposes referred to in Rule 15c2-12.

“*Holder*” means any registered owner of Series 2017 Bonds and any beneficial owner of Series 2017 Bonds within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

“*Listed Events*” means any of the events listed in Section 5 hereof.

“*MSRB*” means the Municipal Securities Rulemaking Board established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

“*Official Statement*” means the Official Statement, dated [\_\_\_\_], 2017, prepared and distributed in connection with the issuance of the Series 2017 Bonds.

“*Rule 15c2-12*” means Rule 15c2-12, as amended through the date of this Certificate, as promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

**Section 2. Purpose of the Certificate.** This Certificate is being executed and delivered by the Authority pursuant to Rule 15c2-12 for the benefit of the Holders of the Series 2017 Bonds in order to assist the participating underwriters in complying with Rule 15c2-12.

#### **Section 3. Provision of Annual Information.**

(a) The Authority shall, not later than 195 days following the end of each Fiscal Year of the Authority (which Fiscal Year currently ends on June 30), commencing with the report for Fiscal Year

2017, provide to the MSRB through the EMMA System, in an electronic format and accompanied by identifying information all as prescribed by the MSRB, the Annual Information relating to the immediately preceding Fiscal Year that is consistent with the requirements of Section 4 hereof, which Annual Information may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 hereof; provided that any audited financial statements may be submitted separately from the balance of the Annual Information and later than the date required above for the filing of the Annual Information if they are not available by that date. If the Fiscal Year for the Authority changes, the Authority shall give notice of such change in the same manner as for a Listed Event under Section 5(e) hereof.

(b) If in any year, the Authority does not provide the Annual Information to the MSRB by the time specified above, the Authority shall instead file a notice to the MSRB through the EMMA System stating that the Annual Information has not been timely completed and, if known, stating the date by which the Authority expects to file the Annual Information.

**Section 4. Content of Annual Information.** The Annual Information shall contain or incorporate by reference the following:

(a) The audited financial statements of the Authority for the prior Fiscal Year, prepared in accordance with generally accepted accounting principles as in effect from time to time and as applied to governmental units. If the Authority's audited financial statements are not available by the time the Annual Information is required to be filed pursuant to Section 3(a) hereof, the Annual Information shall contain unaudited financial statements and the audited financial statements shall be filed in the same manner as the Annual Information when they become available.

(b) Updated historical information of the type set forth in "TABLE 4—Historic Net Proposition A Sales Tax Revenues, Local Allocations and Pledged Revenues" of the Official Statement; and

(c) Updated information of the type set forth in "TABLE 9—Los Angeles County Metropolitan Transportation Authority, Combined Debt Service Schedule First Tier Senior Lien Series 2017 Bonds" of the Official Statement, but only the information in the columns entitled "Principal," "Interest" and "Total Debt Service" under the headings "Series 2017-A Bonds Debt Service" and "Series 2017-B Bonds Debt Service" and in the column entitled "Combined Total Debt Service First Tier Senior Lien Bonds" and only to the extent the information in these columns has changed.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the Authority or related public entities, that have been submitted to the MSRB through the EMMA System.

**Section 5. Reporting of Listed Events.**

(a) The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Series 2017 Bonds not later than ten business days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Unscheduled draws on debt service reserves reflecting financial difficulties;

3. Unscheduled draws on credit enhancements reflecting financial difficulties;
4. Substitution of credit or liquidity providers, or their failure to perform;
5. Adverse tax opinions with respect to the tax status of the Series 2017 Bonds or the issuance by the Internal Revenue Service of proposed or final determination of taxability or of a Notice of Proposed Issue (IRS Form 5701 TEB) with respect to the Series 2017 Bonds;
6. Tender offers;
7. Defeasances;
8. Rating changes; or
9. Bankruptcy, insolvency, receivership or similar event of the Authority.

Note: for the purposes of the event identified in subparagraph (9), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Authority in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Authority, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Authority.

(b) The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Series 2017 Bonds, if material, not later than ten business days after the occurrence of the event:

1. Unless described in paragraph 5(a)(5), adverse tax opinions or other material notices or determinations by the Internal Revenue Service with respect to the tax status of the Series 2017 Bonds or other material events affecting the tax status of the Series 2017 Bonds;
2. Modifications to rights of the Owners of the Series 2017 Bonds;
3. Optional, unscheduled or contingent bond calls;
4. Release, substitution or sale of property securing repayment of the Series 2017 Bonds;
5. Non-payment related defaults;
6. The consummation of a merger, consolidation, or acquisition involving the Authority or the sale of all or substantially all of the assets of the Authority, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; or

7. Appointment of a successor or additional trustee or the change of name of a trustee.

(c) The Authority shall give, or cause to be given, in a timely manner, notice of a failure to provide the annual financial information on or before the date specified in Section 3(a) hereof, as provided in Section 3 hereof.

(d) Whenever the Authority obtains knowledge of the occurrence of a Listed Event described in Section 5(b) hereof, the Authority shall determine if such event would be material under applicable federal securities laws.

(e) If the Authority learns of an occurrence of a Listed Event described in Section 5(a) hereof, or determines that knowledge of a Listed Event described in Section 5(b) hereof would be material under applicable federal securities laws, the Authority shall within ten business days of occurrence file a notice of such occurrence with the MSRB through the EMMA System in electronic format, accompanied by such identifying information as is prescribed by the MSRB. Notwithstanding the foregoing, notice of the Listed Event described in subsections (a)(7) or (b)(3) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Series 2017 Bonds pursuant to the Agreement.

**Section 6. Remedies.** If the Authority shall fail to comply with any provision of this Certificate, then any Holder may enforce, for the equal benefit and protection of all Holders similarly situated, by mandamus or other suit or proceeding in law or in equity, this Certificate against the Authority and any of the officers, agents and employees of the Authority, and may compel the Authority or any such officers, agents or employees to perform and carry out their duties under this Certificate; provided that the sole and exclusive remedy for breach of this Certificate shall be an action to compel specific performance of the obligations of the Authority hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances, and, provided further, that any challenge to the adequacy of any information provided pursuant to Section 4 or 5 hereof may be brought only by the Holders of 25% in aggregate principal amount of the Series 2017 Bonds at the time outstanding. A failure by the Authority to comply with the provisions of this Certificate shall not constitute an Event of Default under the Agreement.

**Section 7. Parties in Interest.** This Certificate is executed and delivered solely for the benefit of the Holders. No other person shall have any right to enforce the provisions hereof or any other rights hereunder.

**Section 8. Amendment.** Without the consent of any Holders of Series 2017 Bonds, the Authority at any time and from time to time may enter into any amendments or changes to this Certificate for any of the following purposes:

(a) to comply with or conform to any changes in Rule 15c2-12 or any authoritative interpretations thereof by the Securities and Exchange Commission or its staff (whether required or optional);

(b) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;

(c) to evidence the succession of another person to the Authority and the assumption by any such successor of the covenants of the Authority hereunder;

(d) to add to the covenants of the Authority for the benefit of the Holders, or to surrender any right or power herein conferred upon the Authority; or

(e) to modify the contents, presentation and format of the Annual Information from time to time as a result of a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Authority, or type of business conducted; provided that (i) the certificate, as amended, would have complied with the requirements of Rule 15c2-12 at the time of the offering of the Series 2017 Bonds, after taking into account any amendments or authoritative interpretations of the Rule, as well as any change in circumstances; and (ii) the amendment or change does not materially impair the interests of Holders, as determined either by a party unaffiliated with the Authority (such as bond counsel), or by the vote or consent of Holders of a majority in outstanding principal amount of the Series 2017 Bonds on or prior to the time of such amendment or change.

**Section 9. Termination of Obligation.** This Certificate shall remain in full force and effect until such time as all principal of and interest on the Series 2017 Bonds shall have been paid in full or legally defeased pursuant to the Agreement. Upon any such legal defeasance, the Authority shall provide notice of such defeasance to the EMMA System. Such notice shall state whether the Series 2017 Bonds have been defeased to maturity or to redemption and the timing of such maturity or redemption.

**Section 10. Governing Law.** THIS CERTIFICATE SHALL BE GOVERNED BY THE LAWS OF CALIFORNIA DETERMINED WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAW.

IN WITNESS WHEREOF, the undersigned has executed this Continuing Disclosure Certificate this \_\_\_<sup>th</sup> day of October, 2017.

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

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

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## APPENDIX H

### BOOK-ENTRY-ONLY SYSTEM

#### Introduction

*Unless otherwise noted, the information contained under the subcaption “—General” below has been provided by DTC. Further, LACMTA undertakes no responsibility for and makes no representations as to the accuracy or the completeness of the content of such material contained on DTC’s websites as described under “—General,” including, but not limited to, updates of such information or links to other Internet sites accessed through the aforementioned websites. The beneficial owners of the Series 2017 Bonds should confirm the following information with DTC, the Direct Participants or the Indirect Participants.*

NEITHER LACMTA NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DIRECT PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (A) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DIRECT PARTICIPANT OR ANY INDIRECT PARTICIPANT; (B) ANY NOTICE THAT IS PERMITTED OR REQUIRED TO BE GIVEN TO THE OWNERS OF THE SERIES 2017 BONDS UNDER THE AGREEMENT, (C) THE SELECTION BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY PERSON TO RECEIVE PAYMENT IN THE EVENT OF A PARTIAL REDEMPTION OF THE SERIES 2017 BONDS; (D) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT OF ANY AMOUNT WITH RESPECT TO THE OWNER OF THE SERIES 2017 BONDS; (E) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE OWNERS OF SERIES 2017 BONDS; OR (F) ANY OTHER MATTER REGARDING DTC.

#### General

DTC will act as securities depository for the Series 2017 Bonds. The Series 2017 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Bond certificate will be issued for each maturity of the Series 2017 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S.

securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of the Series 2017 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2017 Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2017 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2017 Bonds, except in the event that use of the book-entry system for the Series 2017 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2017 Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2017 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2017 Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Series 2017 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2017 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2017 Bonds, such as redemptions, tenders, defaults and proposed amendments to the Bond documents. For example, Beneficial Owners of Series 2017 Bonds may wish to ascertain that the nominee holding the Series 2017 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.

While the Series 2017 Bonds are in the book-entry-only system, redemption notices will be sent to DTC. If less than all of the Series 2017 Bonds of a maturity are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2017 Bonds unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to LACMTA as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Series 2017 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Series 2017 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit

Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from LACMTA or the Trustee, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or LACMTA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of LACMTA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2017 Bonds at any time by giving reasonable notice to LACMTA or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates representing the Series 2017 Bonds are required to be printed and delivered.

LACMTA may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, certificates representing the Series 2017 Bonds will be printed and delivered to DTC.

The information in this Appendix H concerning DTC and DTC's book-entry system has been obtained from sources that LACMTA believes to be reliable, but neither LACMTA nor the Underwriters take any responsibility for the accuracy thereof.

**BENEFICIAL OWNERS WILL NOT RECEIVE PHYSICAL DELIVERY OF SERIES 2017 BONDS AND WILL NOT BE RECOGNIZED BY THE TRUSTEE AS OWNERS THEREOF, AND BENEFICIAL OWNERS WILL BE PERMITTED TO EXERCISE THE RIGHTS OF OWNERS ONLY INDIRECTLY THROUGH DTC AND THE DTC PARTICIPANTS.**

In the event that the book-entry-only system is discontinued, payments of principal of and interest on the Series 2017 Bonds and payment of the maturity amount of the Series 2017 Bonds will be payable as described herein under the caption "DESCRIPTION OF THE SERIES 2017 BONDS—General."

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**APPENDIX I**  
**PROPOSED AMENDMENTS TO TRUST AGREEMENT**