

THE TRUST FOR CULTURAL RESOURCES
OF THE CITY OF NEW YORK

MINUTES OF MEETING
OF THE BOARD OF TRUSTEES

June 15, 2026

A meeting of the Board of Trustees of The Trust for Cultural Resources of The City of New York (the “Trust”) was held on June 15, 2026 at 9:30 a.m. at the offices of Orrick, Herrington & Sutcliffe LLP located at 51 West 52nd Street, 22nd Floor, New York, New York. The meeting was also available to the public via the following link, which was posted on the Trust’s website prior to the meeting:

<https://nycedc.zoom.us/j/91406097440?pwd=XXFzSQAROAAnSU3PlwWaIGpzSNkebzZ.1>
Passcode:606056

The following Trustees and the designees for two of the *ex officio* Trustees, constituting a quorum, were present in person:

Leah C. Johnson, Chair
Lynne B. Sagalyn
Merryl Tisch
Kym Ward Gaffney
Sarah Calderon, Deputy Mayor Su’s designee
Anne del Castillo, Commissioner Vj’s designee

In addition, the following persons were present:

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| Dawanna Williams | Trustee of the Trust (virtually) ¹ |
| Jan Postma | The Museum of Modern Art, Chief Operating Officer |
| Daniel Perez | The Museum of Modern Art, Chief Financial Officer |
| James Grooms | The Museum of Modern Art, General Counsel |
| Karen Stewart | The Museum of Modern Art, Controller |
| John Stevenson | Goldman Sachs & Co. LLC |
| Jim O’Hara | Lincoln Center for the Performing Arts, Inc., Chief Financial Officer |
| Lauren Ezrol Klein | Lincoln Center for the Performing Arts, Inc., General Counsel |
| Natasha Walth | Stifel, Nicolaus & Company, Incorporated |
| Admir Jahic | Stifel, Nicolaus & Company, Incorporated |
| Eileen Heitzler | Orrick Herrington & Sutcliffe, LLP |

¹ Dawanna Williams joined the meeting virtually via the Zoom link. Since she did not attend the meeting in person, she did not count towards the quorum and did not vote during the meeting.

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| Ian Busche | Orrick Herrington & Sutcliffe, LLP |
| Anne Adams Rabbino | Secretary |
| Goldie Bryant | Assistant Secretary |

The meeting was called to order at 9:33 a.m. by Ms. Rabbino, Secretary of the Trust.

The Board, acting both as the Finance Committee and as the Board, considered the proposed issuance of the Trust's Revenue and Refunding Bonds, Series 2026 (The Museum of Modern Art) (the "Series 2026 Bonds") for the benefit of The Museum of Modern Art ("MoMA").

Mr. Postma, MoMA's Chief Operating Officer, presented introductory background information about MoMA. Mr. Perez, MoMA's Chief Financial Officer, presented information about MoMA's mission, history, programs, connections with New York City, needs for capital improvements to MoMA's infrastructure, MoMA's financial condition and the plan of finance for the use of the proceeds of the proposed bonds. A portion of the proceeds will be applied to refund the outstanding balance of the Trust's Revenue Bonds, Series 2016-One-E (The Museum of Modern Art) (the "Series 2016 Bonds") and to repay a line of credit previously used by MoMA to pay a portion of certain maturities of the Series 2016 Bonds. A portion of the proceeds will also be used to finance a portion of the costs of various capital improvement projects at the MoMA's existing facilities. Members of the Board were given an opportunity to ask questions during and after the presentation.

Ms. Heitzler of Orrick Herrington & Sutcliffe, LLP, which serves as bond counsel for the Trust, presented the proposed approving resolution for the issuance of the Series 2026 Bonds. She described the documents authorized by the approving resolution. For the proposed transaction, the maximum principal amount of the Series 2026 Bonds may not exceed \$270,000,000. She noted that the maximum term of the Series 2026 Bonds is subject to limitations imposed by State law, which is 30 years from issuance of any original bonds. The Series 2026 Bonds would have maturity limits of 2031, 2046 and 2056. Interest on the Series 2026 Bonds are expected to be at a fixed rate. The maximum initial rate of interest authorized is 7 percent.

Ms. Rabbino reported that, pursuant to the State Environmental Quality Review Act and the implementing regulations, the refunding of the Series 2016 Bonds and the repayment of the line of credit previously used by MoMA to pay a portion of certain maturities of the Series 2016 Bonds are Type II actions. The capital improvement projects at MoMA's existing facilities are also Type II actions because they replace existing improvements or upgrade to existing capital assets. Type II actions require no further environmental review prior to a discretionary decision by the Board. Ms. Rabbino also summarized the indemnification agreement that would be entered into between the Trust and MoMA.

Mr. Stevenson of Goldman Sachs & Co. LLC ("Goldman Sachs"), the underwriter, then made a brief presentation regarding the current market outlook, potential investors and the issuance of the Series 2026 Bonds. MoMA's current ratings are Aa2 with a stable outlook by Moody's and AA with a positive outlook by Standard & Poor's.

Ms. Rabbino reported that the TEFRA approval of the Mayor for the proposed issuance of the Series 2026 Bonds had been obtained. She also explained that MoMA will not pay a fee to the Trust to cover its share of Trust expenses because the tax equivalency payments collected by the Trust cover any such expenses for MoMA.

Ms. Heitzler reported that the State and City Comptrollers had given their preliminary approvals of the proposed bond issuance.

After an opportunity to raise questions, the following resolution was moved, seconded and unanimously adopted:

RESOLVED, that the Resolution of The Trust for Cultural Resources of The City of New York Approving Certain Matters In Connection With The Issuance Of Its Revenue and Refunding Bonds, Series 2026 (The Museum of Modern Art), be and hereby is approved. (A copy of the foregoing Resolution is attached hereto.)

After the adoption of the resolution above, the representatives from MoMA left the meeting. Ms. Johnson, on account of her employment as a senior executive of Lincoln Center for the Performing Arts, Inc. (“Lincoln Center”), and Ms. del Castillo, on account of Commissioner Vij serving as an *ex officio* member of the board of the Lincoln Center, both recused themselves and left the meeting prior to the presentation and consideration of matters relating to the proposed issuance of the Trust’s Refunding Revenue Bonds, Series 2026B (Lincoln Center for the Performing Arts, Inc.) (“Series 2026B Bonds”).

Representatives from Lincoln Center and Stifel, Nicolaus & Company, Incorporated (“Stifel”) joined the meeting to present the Lincoln Center project that would be funded by the Series 2026B Bonds to the Board.

The Board, acting both as the Finance Committee and as the Board, considered the proposed issuance of the Series 2026B Bonds for the benefit of Lincoln Center.

Mr. O’Hara, Lincoln Center’s Chief Financial Officer, noted the successful issuance of the Trust’s Revenue Bonds, Series 2026A (the “Series 2026A Bonds”), for the benefit of Lincoln Center in April, 2026. He then presented Lincoln Center’s proposal for the issuance of the Series 2026B Bonds, the proceeds of which would be used, along with other funds available to Lincoln Center, to refund the Trust’s Revenue Bonds, Series 2016A (Lincoln Center for the Performing Arts, Inc.). Mr. O’Hara provided an update to the information about Lincoln Center and its financial position that was provided to the Board in March of 2026 and an update on the progress of the West Initiative that is being funded with proceeds from the Series 2026A Bonds.

Ms. Rabbino reported that the Series 2026B Bonds would be refunding bonds and that pursuant to the State Environmental Quality Review Act (“SEQRA”) their issuance would be a Type II action. Therefore, no further environmental review is required. Ms. Rabbino also explained that Lincoln Center has requested a waiver of the Trust fee that would be collected in connection with this proposed transaction because the Trust is currently holding in escrow

approximately \$525,000 collected in connection with prior transactions for the benefit of Lincoln Center. This amount is expected to be sufficient to pay Lincoln Center's share of the expenses of the Trust for more than ten years.

Mr. Stevenson of Goldman Sachs, co-underwriter, then made a brief presentation regarding the proposed issuance of the Series 2026B Bonds. Mr. Stevenson discussed the potential structure of the bonds, which would be finalized closer to the issuance of the Series 2026B Bonds.

Ms. Heitzler presented the proposed approving resolution for the issuance of the Series 2026B Bonds. She described the documents authorized by the approving resolution. For the proposed transaction, the maximum principal amount of the Series 2026B Bonds may not exceed \$90,000,000. She noted that the maximum term of the Series 2026B Bonds is subject to limitations imposed by State law, which is 30 years from issuance of any original bonds. Accordingly, the maturity of the Series 2026B Bonds may not extend beyond 2038. The maximum initial rate of interest authorized is 7 percent. Ms. Heitzler noted that under SEQRA the issuance of the Series 2026B Bonds would be a Type II action, so no further environmental review is required. She explained that the TEFRA approval for the issuance of the Series 2026B Bonds was obtained in December, 2025. She also noted that the transaction would be presented to the State and City comptrollers for approval closer to the issuance of the Series 2026B Bonds.

After an opportunity to raise questions, the following resolution was moved, seconded and unanimously adopted:

RESOLVED, that the Resolution of The Trust for Cultural Resources of The City of New York Approving Certain Matters In Connection With The Issuance Of Its Refunding Revenue Bonds, Series 2026B (Lincoln Center for the Performing Arts, Inc.), be and hereby is approved. (A copy of the foregoing Resolution is attached hereto.)

After the adoption of the resolution above, the representatives from Lincoln Center, Stifel and Goldman Sachs left the meeting and Ms. Johnson and Ms. del Castillo rejoined the meeting.

Ms. Rabbino referred to the Minutes of the Board's meeting on March 25, 2026, which were distributed in advance of the meeting.

After an opportunity to raise questions, the following resolution was moved, seconded and unanimously adopted:

RESOLVED, that the minutes of the meeting of the Board of Trustees of The Trust for Cultural Resources of The City of New York held on March 25, 2026, be and hereby are approved.

The Board discussed potential bond issuances by the Trust and how the Trust could assist more cultural institutions, including smaller institutions. Questions about "public good" in connection with the issuance of bonds by the Trust were also raised and discussed.

There being no further business to come before the meeting, the meeting was adjourned at 10:44 a.m.

Respectfully submitted,

Anne Adams Rabbino
Secretary

**RESOLUTION OF THE TRUST FOR CULTURAL RESOURCES
OF THE CITY OF NEW YORK
APPROVING CERTAIN MATTERS IN CONNECTION WITH
THE ISSUANCE OF ITS REVENUE AND REFUNDING BONDS,
SERIES 2026 (THE MUSEUM OF MODERN ART)**

WHEREAS, The Museum of Modern Art (the “Museum”) has requested that The Trust for Cultural Resources of The City of New York (the “Trust”) issue its Revenue and Refunding Bonds, Series 2026 (The Museum of Modern Art) (the “Series 2026 Bonds”) as the fifth series of Bonds issued under the Trust’s Revenue Bond Resolution adopted on June 26, 2008 (the “Revenue Bond Resolution”) in order to: (a) finance a portion of the New Money Project (as defined below); (b) refinance all or a portion of the Trust’s outstanding Revenue Bonds, Series 2016-One-E (The Museum of Modern Art) (the “Refunded Bonds”), issued by the Trust on behalf of the Museum; (c) refinance amounts drawn on a line of credit to pay a portion of certain maturities of the Refunded Bonds (the “Line of Credit Payoff”); and (d) pay all or a portion of the administrative, legal, accounting, financing and other expenses incidental to the issuance of the Series 2026 Bonds, capitalized interest on the Series 2026 Bonds, and related purposes; and

WHEREAS, the “New Money Project” consists of various capital improvement projects at the Museum’s existing facilities to be located at the Museum’s properties in Manhattan and in Queens, as well as investments in technology systems and platforms supporting the Museum’s operations and programs, including but not limited to (a) the replacement and upgrading of building infrastructure, (b) controls and monitoring systems, (c) mechanical, electrical, plumbing and life-safety systems, (d) building envelope upgrades, (e) roof replacements, (f) vertical transportation improvements, (g) upgrades to collection storage facilities, (h) equipment, (i) technology assets, platforms, and systems supporting the Museum’s operations, and (j) other related improvements necessary to maintain, upgrade and preserve the Institution’s facilities and operations; and

WHEREAS, there have been presented to the Trust the following documents, in substantially final form, in connection with the issuance of the Series 2026 Bonds: the Trust’s Series 2026 Resolution Authorizing not in Excess of \$270,000,000 Revenue and Refunding Bonds, Series 2026 (The Museum of Modern Art) (the “Series 2026 Resolution”); the Bond Purchase Agreement, among Goldman Sachs & Co. LLC (the “Underwriter”), the Trust and the Museum (the “Purchase Agreement”); the Preliminary Official Statement (the “Preliminary Official Statement”); and the Indemnification Agreement between the Trust and the Museum (the “Indemnification Agreement”); and

WHEREAS, the refunding of the Refunded Bonds and the Line of Credit Payoff each constitutes a refinancing of existing debt, and thus each refunding is a Type II action under Section 617.5(c)(29) of the implementing regulations under Article 8 of the Environmental Conservation Law and pursuant to Part 617 of the implementing regulations (State Environmental Quality Review Act, or “SEQRA”), and consequently the Trust has no further responsibilities with respect to the refunding of the Refunded Bonds or the Line of Credit Payoff under that Act or the implementing regulations; and

WHEREAS, all components of the New Money Project constitute maintenance or repair involving no substantial changes in an existing structure, or the replacement, rehabilitation or reconstruction of a structure, in kind, on the same site, or retrofit of an existing structure and its appurtenant areas to incorporate green infrastructure, and accordingly the New Money Project is a Type II action under Section 617.5(c)(1) or Section 617.5(c)(2) or Section 617.5(c)(3) of the implementing regulations under SEQRA and, consequently, the Trust has no further responsibilities under SEQRA or the implementing regulations with respect to the issuance of the Series 2026 Bonds to the extent that the Museum elects to apply a portion of the proceeds of the Series 2026 Bonds to any component of the New Money Project;

NOW, THEREFORE, it is hereby resolved that:

(1) The Trust hereby approves and adopts the Series 2026 Resolution.

(2) The forms, terms and provisions of the Indemnification Agreement, the Purchase Agreement, and Preliminary Official Statement (and the final Official Statement (the "Official Statement") in substantially the same form as the Preliminary Official Statement) presented to the Trust, together with such changes, modifications and deletions as may be deemed necessary and appropriate, are hereby approved and authorized in all respects, and the Chair, any other Trustee and the Secretary or any Assistant Secretary, or any of them individually, are hereby authorized and directed to execute and deliver, or approve and accept, as applicable, on behalf of the Trust, the above mentioned documents, in the forms presented to this meeting together with such changes, modifications and deletions as any of them, with the advice of counsel, may deem necessary and appropriate, such execution and delivery to be conclusive evidence of the approval and authorization thereof by the Trust. The Chair, the Secretary, any Assistant Secretary or any other Trustee or any of them individually are hereby authorized to approve and execute such changes to the Series 2026 Resolution as may be deemed necessary and appropriate to effectuate the purposes thereof and which will not materially alter the terms and conditions thereof. The use and distribution of the Preliminary Official Statement by the Underwriter are hereby ratified, authorized and approved and the use and distribution of the final Official Statement by the Underwriter are hereby authorized and approved.

(3) The holding by the Secretary or any Assistant Secretary of the Trust of a public hearing required to be held under Section 147 of the Internal Revenue Code of 1986, as amended, regarding the issuance of the Series 2026 Bonds and the financing of the Project is hereby authorized, ratified and approved.

(4) The Chair, the Secretary or any Assistant Secretary of the Trust or any of them, are hereby authorized to open any and all bank accounts and money market fund accounts, on behalf of and in the name of the Trust, as he or she deems necessary or desirable in connection with the issuance of the Series 2026 Bonds, and each of them is authorized to be the sole signatory of the Trust for purposes of making deposits and withdrawals to and from any such bank account.

(5) The Secretary or any Assistant Secretary is hereby authorized to certify, from time to time, (a) the names and titles of the officers of the Trust and (b) that this resolution has been duly adopted and will remain in full force and effect until any bank at which the Chair, the Secretary or any Assistant Secretary has opened accounts pursuant to this resolution have been duly notified.

(6) The Chair, any other Trustee, the Secretary or any Assistant Secretary, are any of them individually, are hereby authorized to approve and execute such changes to the Series 2026 Resolution as may be deemed necessary and appropriate to effectuate the purposes thereof and which will not materially alter the terms and conditions thereof.

(7) The execution and filing by the Secretary, Treasurer, any Assistant Secretary, or any Assistant Treasurer of the Trust of applications for U.S. Treasury Obligations - State and Local Government Series and cancellations of existing applications is hereby authorized, ratified and confirmed.

(8) The Chair, any other Trustee and the Secretary or any Assistant Secretary, or any of them individually, are further authorized and directed to take such actions and to execute and deliver any such directions, documents, certificates, undertakings, agreements or other instruments as any of them, with the advice of counsel, may deem necessary and appropriate in order to effect the transactions contemplated by the documents presented to this meeting, including, without limitation, the Series 2026 Certificate, the Refunding Escrow Deposit Agreement, among the Trust, the Trustee of the Series 2026 Bonds and the Museum, and the Tax Certificate and Agreement and the execution and delivery of directions, instruments, documents, certificates, undertakings and agreements deemed necessary and appropriate, including an escrow deposit agreement, (i) to insure that interest on the Series 2026 Bonds is excluded from gross income of the owners thereof for federal income tax purposes; and (ii) to effect the refunding and redemption of all or a portion of the Refunded Bonds.

**RESOLUTION OF THE TRUST FOR
CULTURAL RESOURCES OF THE CITY OF
NEW YORK APPROVING CERTAIN
MATTERS IN CONNECTION WITH THE
ISSUANCE OF ITS REFUNDING REVENUE
BONDS, SERIES 2026B (LINCOLN CENTER
FOR THE PERFORMING ARTS, INC.)**

WHEREAS, Lincoln Center for the Performing Arts, Inc. (the “Institution”) has requested that The Trust for Cultural Resources of The City of New York (the “Trust”) issue its Refunding Revenue Bonds, Series 2026B (Lincoln Center for the Performing Arts, Inc.) (the “Series 2026B Bonds”); and

WHEREAS, the Series 2026B Bonds will provide funds in order to (a) refund all of the Trust’s Revenue Bonds, Series 2016A (Lincoln Center for the Performing Arts, Inc.) (the “2016 Bonds”) and (b) pay a portion of the administrative, legal, accounting, financing and other expenses incidental to the issuance of the Series 2026B Bonds and related purposes (collectively, the “Project”). The 2016 Bonds provided funds (a) to refund through funding payment upon maturity or to defease (either directly or indirectly through the repayment of a loan), the Trust’s Revenue Bonds, Series 2008C (Lincoln Center for the Performing Arts, Inc.), which were previously issued to finance a portion of the costs and expenses relating to the construction, renovation, improvement, furnishing and equipping of facilities owned or operated by the Institution or The City of New York, including but not limited to the following components of the projects commonly referred to by the Institution as: (1) “The West 65th Street Project” which includes, but is not limited to, (A) sidewalk, street, and infrastructure modifications, improvements, and upgrades on the north and south side of West 65th Street between Broadway and Amsterdam Avenue, (B) parking garage and concourse improvements, (C) the provision of new, improved and expanded public amenities on or in the immediate vicinity of the elevated North Plaza on the south side of West 65th Street between Broadway and Amsterdam Avenue, and (D) construction, reconstruction, renovation, improvement, furnishing and equipping of buildings located along West 65th Street between Broadway and Amsterdam Avenue, including but not limited to Alice Tully Hall; (2) “The Lincoln Center Promenade Project” which includes, but is not limited to, (A) sidewalk, street, and infrastructure modifications, improvements, and upgrades on the west side of Columbus Avenue between West 65th Street and West 62nd Street and on the northwest corner of Columbus Avenue and West 62nd Street, (B) construction and installation of a concourse-level roadway and pedestrian walkway off of Columbus Avenue between West 65th Street and West 62nd Street, (C) staircase and entrance ramp improvements, (D) security systems upgrades, (E) the provision of new, improved and expanded public amenities located in the vicinity of Josie Robertson Plaza on the west side of Columbus Avenue between West 65th Street and West 62nd Street, and (F) construction, remediation, renovation, and improvement of certain buildings and facilities located in the vicinity of Josie Robertson Plaza; and (3) “The Harmony Atrium Project” which includes, but is not limited to, (A) the provision of new, improved and expanded public amenities located in leased space within the David Rubenstein Atrium (formerly known as the Harmony Atrium) at 61 West 62nd Street, and (B) construction, installation and equipping of a ticket and information kiosk, visitor center and retail sales facilities at such location; and (b) to pay a portion of the administrative, legal,

accounting, financing and other expenses incidental to the issuance of the 2016 Bonds and related purposes; and

WHEREAS, the Series 2026B Bonds will be the seventh series of bonds issued under the Trust's Revenue Bond Resolution (Lincoln Center for the Performing Arts, Inc.) adopted on April 22, 2008 (the "Revenue Bond Resolution"), and the proceeds of the Series 2026B Bonds will be loaned to the Institution pursuant to the Loan Agreement, dated as of July 1, 2008, as amended (the "Loan Agreement"), between the Trust and the Institution; and

WHEREAS, there have been presented to the Trust the following documents, in substantially final form, in connection with the issuance of the Series 2026B Bonds: the Series 2026B Resolution Authorizing Not In Excess of \$90,000,000 Refunding Revenue Bonds, Series 2026B (Lincoln Center for the Performing Arts, Inc.) of the Trust (the "Series 2026B Resolution"); the Purchase Contract relating to the Series 2026B Bonds (the "Purchase Contract") among Goldman Sachs & Co. LLC, as representative of itself and Stifel, Nicolaus & Company, Incorporated (collectively, the "Underwriters"), the Trust and the Institution; the Indemnification Agreement relating to the Series 2026B Bonds between the Trust and the Institution (the "Indemnification Agreement"); and the Preliminary Official Statement relating to the Series 2026B Bonds (the "Preliminary Official Statement"); and

WHEREAS, all of the proceeds of the Series 2026B Bonds will be used to refinance existing debt, which is a Type II action under Section 617.5(c)(29) of the implementing regulations under the State Environmental Quality Review Act and, consequently, the Trust has no further responsibilities under that Act or the implementing regulations;

NOW, THEREFORE, it is hereby resolved that:

(1) The Trust hereby approves and adopts the Series 2026B Resolution.

(2) The forms, terms and provisions of the Purchase Contract, the Indemnification Agreement and the Preliminary Official Statement (and the final Official Statement (the "Official Statement") in substantially the same form as the Preliminary Official Statement) presented to the Trust, together with such changes, modifications and deletions as may be deemed necessary and appropriate, are hereby approved and authorized in all respects, and the Chair, any other Trustee and the Secretary or any Assistant Secretary, or any of them individually, are hereby authorized and directed to execute and deliver, or approve and accept, as applicable, on behalf of the Trust, the above mentioned documents, in the forms presented to this meeting together with such changes, modifications and deletions as any of them, with the advice of counsel, may deem necessary and appropriate, such execution and delivery to be conclusive evidence of the approval and authorization thereof by the Trust. The Chair, any other Trustee and the Secretary or any Assistant Secretary, or any of them individually, are hereby authorized, with the advice of counsel, to approve and execute such changes to the Series 2026B Resolution as may be deemed necessary and appropriate to effectuate the purposes thereof and which will not materially alter the terms and conditions thereof. The use and distribution of the Preliminary Official Statement by the Underwriters are hereby authorized and approved and the use and distribution of a final Official Statement for the Series 2026B Bonds by the Underwriters are hereby authorized and approved.

(3) The Chair, any other Trustee, the Treasurer, any Assistant Treasurer, the Secretary or any Assistant Secretary or any of them individually are hereby authorized to open any and all bank accounts and money market fund accounts, on behalf of and in the name of the Trust, as any of them deem necessary or desirable in connection with the issuance of the Series 2026B Bonds, and each of them is authorized to be the sole signatory of the Trust for purposes of making deposits and withdrawals to and from any such bank account.

(4) The execution and filing by the Chair, any other Trustee, the Treasurer, any Assistant Treasurer, the Secretary or any Assistant Secretary of the Trust of applications for U.S. Treasury Obligations – State and Local Government Series and cancellations of existing applications are hereby authorized, ratified and confirmed, if necessary.

(5) The Secretary or any Assistant Secretary is hereby authorized to certify, from time to time, (a) the names and titles of the officers of the Trust and (b) that this resolution has been duly adopted and will remain in full force and effect until any banks at which the Chair, the Treasurer, any Assistant Treasurer, the Secretary or any Assistant Secretary has opened accounts pursuant to this resolution have been duly notified.

(6) The Chair, any other Trustee and the Secretary or any Assistant Secretary, or any of them individually, are further authorized and directed to take such actions and to execute and deliver any such directions, documents, certificates, undertakings, agreements or other instruments as any of them, with the advice of counsel, may deem necessary and appropriate in order to effect the transactions contemplated by the documents presented to this meeting, including, without limitation, a Refunding Escrow Deposit Agreement among the Trust, the Institution and U.S. Bank Trust Company, National Association, successor to U.S. Bank National Association, as trustee (the “Escrow Agreement”), the Series 2026B Certificate, and the execution and delivery of directions, instruments, documents, certificates, undertakings and agreements deemed necessary and appropriate to assure that interest on the Series 2026B Bonds is excluded from gross income of the owners thereof for federal income tax purposes, including, without limitation, a Tax Certificate and Agreement (the “Tax Certificate”) and any amendments entered into after the issuance of the Series 2026B Bonds to the Revenue Bond Resolution, the Loan Agreement, or any documents entered into in connection with the Series 2026B Bonds including, without limitation, the Tax Certificate, the Series 2026B Resolution, the Series 2026B Certificate, the Indemnification Agreement and the Escrow Agreement.