

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

Resolution No.

RESOLUTION OF THE SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT DECLARING OFFICIAL INTENT TO REIMBURSE CERTAIN EXPENDITURES FROM PROCEEDS OF INDEBTEDNESS.

WHEREAS, the District anticipates issuing debt to help finance the Project described in Exhibit A hereto (the "Project"), and the District (and for purposes of this resolution and the Treasury Regulations referenced herein, the "Issuer") expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, the Issuer reasonably expects that debt obligations in an amount not expected to exceed \$1.44 billion will be issued in order to finance the Project, and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures;

WHEREAS, Section 1.150-2 of the regulations promulgated by the United States Department of the Treasury (the "Treasury Regulations") requires the Issuer to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing, if such proceeds are to be deemed spent upon the reimbursement allocation, for purposes of federal tax law;

BE IT RESOLVED by the Board of Directors of the San Francisco Bay Area Rapid Transit District, as follows:

Section 1. Recitals. All of the above recitals are true and correct and this Board of Directors so finds.

Section 2. Compliance with the Requirements of Section 1.150-2 of the Treasury Regulations. For purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations, this Board of Directors hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures. This declaration does not bind the Issuer to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. Effective Date. This resolution shall take effect immediately.

Adopted:

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

CERTIFIED A TRUE COPY

District Secretary

EXHIBIT A

DESCRIPTION OF PROJECT

The Safe, Reliable, and Accessible BART Capital Infrastructure Investment Program (the Project) supports core infrastructure investments that improve system safety, reliability, and accessibility, sustain ridership, and enable future service growth. The Project includes the following major components:

- **Renew Track:** Replace segments of track systemwide to improve reliability. Reprofile track to reduce wear and noise.
- **Renew Power Infrastructure:** Replace 34.5kV cables and power substations to ensure trains have reliable source of electricity.
- **Repair Tunnels and Structures:** Enhance system safety by replacing and reinforcing critical infrastructure.
- **Renew Mechanical Infrastructure:** Improve reliability by replacing third rail, coverboards, and other key track components.
- **Renew Stations:** Modernize station entries, escalators, and overall layouts to improve safety and flow of riders.
- **Train Control Modernization:** Implement Communications Base Train Control to safely run more trains closer together.
- **Relieve Crowding:** Lay groundwork for New Transbay Rail Crossing. Create redundancy with new rail car storage yard.
- **Access Improvements:** Projects that make it easier to walk, bike, and carpool to BART stations.