

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

Resolution No. _____

AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF NOT TO EXCEED \$700,000,000 AGGREGATE PRINCIPAL AMOUNT OF SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT GENERAL OBLIGATION BONDS (ELECTION OF 2016), 2022 SERIES D; AUTHORIZING THE EXECUTION AND DELIVERY OF A THIRD SUPPLEMENTAL TRUST AGREEMENT PURSUANT TO WHICH SUCH BONDS ARE TO BE ISSUED, A BOND PURCHASE AGREEMENT PURSUANT TO WHICH SUCH BONDS ARE TO BE SOLD BY NEGOTIATED SALE; APPROVING AN OFFICIAL STATEMENT RELATING TO SUCH BONDS; AUTHORIZING EXECUTION AND DELIVERY OF THE OFFICIAL STATEMENT AND CERTAIN DOCUMENTS IN CONNECTION WITH THE ISSUANCE AND SALE OF SUCH BONDS, INCLUDING A CONTINUING DISCLOSURE AGREEMENT; DELEGATING TO THE CONTROLLER/TREASURER OF THE DISTRICT OR THE INTERIM CONTROLLER/TREASURER OF THE DISTRICT POWER TO DETERMINE FINAL TERMS OF SUCH BONDS AND COMPLETE SAID DOCUMENTS AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO.

Adopted: _____

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT
CERTIFIED A TRUE COPY

April B. A. Quintanilla, Assistant District Secretary

WHEREAS, pursuant to Resolution No. 5321 of the San Francisco Bay Area Rapid Transit District (the "District"), adopted June 9, 2016, the District duly called an election, and an election was regularly held in the Counties of Alameda, Contra Costa and San Francisco on November 8, 2016, at which the following proposition ("Measure RR") was submitted to the electors of the District:

"To keep BART safe; prevent accidents/breakdowns/delays; relieve overcrowding; reduce traffic congestion/pollution; and improve earthquake safety and access for seniors/disabled by replacing and upgrading 90 miles of severely worn tracks; tunnels damaged by water intrusion; 44-year-old train control systems; and other deteriorating infrastructure, shall the Bay Area Rapid Transit District issue \$3.5 billion of bonds for the acquisition or improvement of real property subject to independent oversight and annual audits?"

WHEREAS, at least two-thirds of the votes cast on said proposition were in favor of issuing said bonds;

WHEREAS, said bonds are authorized pursuant to said favorable vote and pursuant to Part 2 of Division 10 of the Public Utilities Code of the State of California, commencing with Section 28500, and are issued pursuant to Article 4.5 of Chapter 3 of Division 2 of Title 5 of the Government Code, commencing with Section 53506, and other applicable law;

WHEREAS, the District has heretofore issued its General Obligation Bonds (Election of 2016), 2017 Series A-1 (Green Bonds) (the “2017 A-1 Bonds”) in an aggregate principal amount of \$271,600,000 and its General Obligation Bonds (Election of 2016), 2017 Series A-2 (Federally Taxable) (Green Bonds) (the “2017 A-2 Bonds” and, together with the 2017 A-1 Bonds, the “2017A Bonds”) in an aggregate principal amount of \$28,400,000, pursuant to that certain Trust Agreement (Measure RR) (the “Master Trust Agreement”), by and between the District and U.S. Bank National Association, as trustee (“U.S. Bank”), dated as of June 1, 2017;

WHEREAS, the District has heretofore issued its General Obligation Bonds (Election of 2016), 2019 Series B-1 (Green Bonds) (the “2019 B-1 Bonds”) in an aggregate principal amount of \$313,205,000 and its General Obligation Bonds (Election of 2016), 2019 Series B-2 (Federally Taxable) (Green Bonds) (the “2019 B-2 Bonds” and, together with the 2019 B-1 Bonds, the “2019B Bonds”) in an aggregate principal amount of \$46,795,000, pursuant to the First Supplemental Trust Agreement (Measure RR), dated as of August 1, 2019 (the “First Supplemental Trust Agreement”), between the District and U.S. Bank;

WHEREAS, the District has heretofore issued its General Obligation Bonds (Election of 2016), 2020 Series C-1 (Green Bonds) (the “2020 C-1 Bonds”) in the aggregate principal amount of \$625,005,000 and its General Obligation Bonds (Election of 2016), 2020 Series C-2 (Federally Taxable) (Green Bonds) (the “2020 C-2 Bonds” and, together with the 2020 C-1 Bonds, the “2020C Bonds”) in an aggregate principal amount of \$74,995,000, pursuant to the Second Supplemental Trust Agreement (Measure RR), dated as of August 1, 2020 (the “Second Supplemental Trust Agreement”), between the District and U.S. Bank;

WHEREAS, effective February 28, 2022, U.S. Bank transferred substantially all of its corporate trust business to its wholly owned subsidiary, U.S. Bank Trust Company, National Association, which is serving as successor trustee (the “Trustee”) as of such date with respect to the 2017A Bonds, the 2019B Bonds and the 2020C Bonds;

WHEREAS, the District deems that it is necessary and desirable to issue its “San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2016), 2022 Series D-1 (Green Bonds)” and its “San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2016), 2022 Series D-2 (Federally Taxable) (Green Bonds)” (collectively, the “2022D Bonds”) in an aggregate principal amount not exceeding \$700,000,000, according to the terms and in the manner as set forth in the Third Supplemental Trust Agreement (Measure RR), between the District and the Trustee, for the purpose of financing the cost of the projects authorized in Measure RR (collectively, the “Project”) and paying the costs of issuance of the 2022D Bonds;

WHEREAS, there has been prepared and presented to this meeting a proposed form of Third Supplemental Trust Agreement (such Third Supplemental Trust Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution being hereinafter referred to as the “Third Supplemental Trust Agreement” and, together with the Master Trust Agreement, the First Supplemental Trust Agreement and the Second Supplemental Trust Agreement, the “Trust Agreement”);

WHEREAS, the District deems it necessary and desirable to sell the 2022D Bonds by negotiated sale to Stifel, Nicolaus & Company, Incorporated, acting as representative (the “Representative”) of itself, Barclays Capital Inc., Siebert Williams Shank & Co., LLC, Citigroup Global Markets Inc., and J.P. Morgan Securities LLC (collectively with the Representative, the “Underwriters”), in order to provide flexibility in the timing of the sale of the 2022D Bonds and to achieve a more desirable debt structure and an overall lower cost of borrowing, all pursuant to a bond purchase agreement to be entered into between the District and the Representative, a proposed form of which has been prepared and presented to this meeting (such bond purchase agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being hereinafter referred to as the “Bond Purchase Agreement”);

WHEREAS, there has been prepared and submitted to this meeting a proposed form of Official Statement (as defined herein) in preliminary form (the “Preliminary Official Statement”) to be used in connection with the offering and sale of the 2022D Bonds;

WHEREAS, in order to assist the Underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), there has been prepared and submitted to this meeting a proposed form of Continuing Disclosure Agreement (such Continuing Disclosure Agreement, in the form presented to this meeting, with such changes, omissions and insertions as are made pursuant to this Resolution, being hereinafter referred to as the “Continuing Disclosure Agreement”), which is proposed to be entered into by the District and U.S. Bank Trust Company, National Association, as dissemination agent;

WHEREAS, the District has engaged Sperry Capital Inc., as municipal advisor to the District (the “Municipal Advisor”) with respect to the 2022D Bonds, and Orrick, Herrington & Sutcliffe LLP, as bond and disclosure counsel to the District with respect to the 2022D Bonds and pursuant to Section 5852.1 of the Government Code of the State of California, the District has estimated the costs of issuance for the 2022D Bonds and has received certain representations and good faith estimates from the Representative and the Municipal Advisor as to the debt costs and finance charges with respect to the 2022D Bonds as set forth in Exhibit A hereto; and

WHEREAS, the District hereby determines that use of the proceeds of the 2022D Bonds for the Project will assist BART in providing mass transit services which are electrically powered and thus reduce the amount of carbon dioxide that would otherwise be released if BART riders used automobiles and as such the 2022D Bonds should be certified as “Green Bonds” under the low carbon land transport criteria established by the Climate Bonds Standard and Certification Scheme;

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

Section 1. The foregoing recitals are true and correct, and the issuance by the District of San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2016), 2022 Series D-1 (Green Bonds) and San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2016), 2022 Series D-2 (Federally Taxable) (Green Bonds), in an aggregate principal amount not to exceed \$700,000,000, on the terms and conditions set forth herein and in the Third Supplemental Trust Agreement, as finally executed and delivered, is hereby approved.

Section 2. The Third Supplemental Trust Agreement in the form presented to this meeting is hereby approved. The Controller/Treasurer of the District or the Interim Controller/Treasurer of the District (each hereinafter referred to as the “Controller/Treasurer”) is hereby authorized and directed to execute and deliver the Third Supplemental Trust Agreement in substantially the form presented to this meeting with such changes, insertions and omissions as may be approved by such officer, such approval being conclusively evidenced by the execution and delivery of the Third Supplemental Trust Agreement. The proceeds of the 2022D Bonds (after payment of the costs of issuance thereof) will be applied to provide funds for the purposes hereinabove described. The maximum term of the 2022D Bonds shall not exceed thirty-one (31) years. The maximum rate of interest to be payable on the 2022D Bonds shall not exceed five and one-half percent (5.50%) per annum. The combined true interest cost for the 2022D Bonds shall not exceed four and eight hundred seventy-five thousandths percent (4.875%). Optional redemption of the 2022D Bonds shall be provided for at not later than ten (10) years from the date of issuance at the principal amount of 2022D Bonds being redeemed; provided, however, that the Controller/Treasurer is hereby authorized to cause all or any portion of the 2022D Bonds to be issued as callable, noncallable, taxable or tax-exempt bonds. The 2022D Bonds shall be signed by the manual or facsimile signature of the President of the Board of Directors of the District and countersigned by the manual or facsimile signature of the Secretary of the District, and the manual or facsimile seal of the District shall be affixed to the 2022D Bonds. The 2022D Bonds shall be authenticated by a manual signature of a duly authorized officer of the Trustee. The dated date of the document, the interest payment dates, series designations, tax designation, denominations, forms, manner of execution, terms of redemption and other terms of the 2022D Bonds shall be as provided in the Third Supplemental Trust Agreement as finally executed.

Section 3. The negotiated sale of the 2022D Bonds to the Underwriters on the terms and conditions contained in the Bond Purchase Agreement is hereby approved and authorized. The Bond Purchase Agreement in the form presented to this meeting is hereby approved and the Controller/Treasurer is hereby authorized and directed to execute and deliver the Bond Purchase Agreement in substantially the form presented to this meeting with such changes, insertions and omissions as may be approved by such officer, such approval being conclusively evidenced by the execution and delivery thereof. The maximum underwriting discount on the sale of the 2022D Bonds (exclusive of original issue discount) shall be not greater than thirty-five hundredths of one percent (0.35%) of the principal amount of the 2022D Bonds. The proceeds, including any accrued interest on the sale of the 2022D Bonds, shall be applied simultaneously with the delivery of the 2022D Bonds, as required by the terms of the Third Supplemental Trust Agreement as finally

executed. The costs of issuance of the 2022D Bonds excluding the underwriting discount, shall not be greater than one-half of one percent (0.5%) of the principal amount of the 2022D Bonds.

Section 4. The Preliminary Official Statement in the form presented to this meeting is hereby approved and the distribution of the Preliminary Official Statement, in connection with the offering and sale of the 2022D Bonds, with such changes, omissions and insertions as shall be approved by the Controller/Treasurer, is hereby authorized and approved. The Controller/Treasurer is hereby authorized to review the Preliminary Official Statement and to certify on behalf of the District that the Preliminary Official Statement is “deemed final” as of its date, except for certain terms and pricing information permitted to be omitted therefrom pursuant to Securities and Exchange Commission Rule 15c2-12. The Controller/Treasurer is authorized to deliver such a certification to the Underwriters.

The Controller/Treasurer is hereby authorized and directed to prepare a final version of the Official Statement (such final version of the Official Statement, in the form of the Preliminary Official Statement, with such changes, insertions and omissions as shall be approved by the Controller/Treasurer, being hereinafter referred to as the “Official Statement”) and to execute the Official Statement and any amendment or supplement thereto, in the name of and on behalf of the District, and cause the Official Statement and any such amendment or supplement to be delivered to the Underwriters and distributed in connection with the offering and sale of the 2022D Bonds.

Section 5. The Continuing Disclosure Agreement in the form presented to this meeting is hereby approved. The Controller/Treasurer is hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement in substantially the form presented to this meeting, with such changes, insertions and omissions as may be approved by such officer, such approval being conclusively evidenced by the execution and delivery of the Continuing Disclosure Agreement.

Section 6. The Controller/Treasurer is hereby authorized to arrange and confirm Green Bonds certifications from the Climate Bonds Initiative for the 2022D Bonds or a portion thereof and the Controller/Treasurer is further authorized to execute and deliver all documents necessary in connection therewith.

Section 7. The Controller/Treasurer is hereby authorized to enter into or to instruct the Trustee to enter into one or more investment agreements, float contracts, swaps or other hedging products (hereinafter collectively referred to as the “Investment Agreement”) providing for the investment of moneys in any of the funds and accounts created under the Trust Agreement, on such terms as the Controller/Treasurer shall deem appropriate. Pursuant to Section 5922 of the California Government Code, the Board of Directors of the District hereby finds and determines that the Investment Agreement will reduce the amount and duration of interest rate risk with respect to amounts invested pursuant to the Investment Agreement and is designed to reduce the amount or duration of payment, rate, spread or similar risk or result in a lower cost of borrowing when used in combination with the 2022D Bonds or enhance the relationship between risk and return with respect to investments.

Section 8. Pursuant to Section 29121 of the California Public Utilities Code, the District shall, at the time of fixing the general tax levy and in the manner provided for fixing the

general tax levy, levy and collect annually until the 2022D Bonds are paid, or until there is a sum in the treasury of the District set apart for the purpose of paying all principal of and interest (and redemption premiums, if any) on the 2022D Bonds as the same become due and payable, a tax sufficient to pay the annual interest on the 2022D Bonds and such part of the principal thereof, including any sinking fund installments or redemption premiums required to be paid pursuant to the Third Supplemental Trust Agreement, as will become due before the proceeds of a tax levied at the next general tax levy will be made available for such purposes.

Section 9. The District hereby pledges all revenues from the property taxes collected from the levy for the payment of outstanding general obligation bonds of the District heretofore and hereafter issued pursuant to voter-approved Measure RR of the District, including the 2022D Bonds and any bonds issued to refund the 2022D Bonds or any other bonds issued pursuant to Measure RR (for the purpose of this pledge herein collectively, the “Bonds”) and amounts on deposit in the interest and sinking fund of the District to the payment of the principal or redemption price of and interest on the Bonds subject only to the provisions of the Trust Agreement permitting the application thereof for the purposes and on the terms and conditions set forth therein. This pledge shall be valid and binding from and after delivery by the Trustee of the 2022D Bonds for the benefit of the owners of the 2022D Bonds and successors thereto. The property taxes and amounts held in the interest and sinking fund of the District shall be immediately subject to this pledge, and the pledge shall constitute a lien and security interest which shall immediately attach to the property taxes and amounts held in the interest and sinking fund of the District to secure the payment of the Bonds and shall be effective, binding, and enforceable against the District, its successors, creditors and all others irrespective of whether those parties have notice of the pledge and without the need of any physical delivery, recordation, filing, or further act.

Section 10. The Board of Supervisors, the Auditor-Controller, the Assessor, the Treasurer, and other appropriate officials of each of the County of Alameda, the County of Contra Costa and the City and County of San Francisco (each, a “BART County” and collectively, the “BART Counties”), are hereby requested to take and authorize such actions as may be necessary pursuant to the laws of the State of California to provide for the levy and collection of the property tax on all property within their respective BART County subject to taxation by the District at such rate specified annually by the District to provide for payment of all principal of, redemption premium, if any, and interest on the 2022D Bonds as the same shall become due and payable, and to transfer such monies to or as requested by the District for deposit to the District’s interest and sinking fund established pursuant to the Trust Agreement, and the Secretary of the District is hereby authorized and directed to deliver certified copies of this Resolution to the Clerk of the Board of Supervisors, the Auditor-Controller, the Assessor, the Treasurer and other appropriate officials of each BART County. The Board of Directors of the District hereby agrees to reimburse each BART County for any costs associated with the levy and collection of said tax, upon such documentation of said costs as the District shall reasonably request. The Controller/Treasurer is hereby authorized to enter into agreements with each BART County, provide such other documentation, and engage such consultants as the Controller/Treasurer determines is necessary or convenient to assist in the levy and collection of the taxes, the transfer thereof to or at the direction of the District, and the management of the bond program.

Section 11. The President of the Board of Directors of the District, the General Manager of the District, the Controller/Treasurer, the General Counsel of the District, the Secretary of the

District and any other proper officer of the District, acting singly, is, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by the Trust Agreement, the Bond Purchase Agreement, the Preliminary Official Statement, the Official Statement and the Continuing Disclosure Agreement, and by this Resolution, including without limitation, the delivery of tax certifications, the delivery of any instructions or documents relating to the investment of bond proceeds and the making of any determinations or submission of any documents or reports which are required by any governmental entity in connection with the issuance or payment of the 2022D Bonds. In the event the Secretary of the District shall not have been appointed or is not otherwise available, the Assistant Secretary of the District is authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things that the Secretary of the District is authorized or directed hereunder to execute, deliver, do or cause to be done. The Board of Directors of the District hereby approves the execution and delivery of all agreements, documents, certificates and instruments referred to herein with electronic signatures as may be permitted under the California Uniform Electronic Transactions Act and digital signatures as may be permitted under Section 16.5 of the California Government Code using DocuSign.

Section 12. All actions heretofore taken by the officers, representatives or agents of the District in connection with the issuance and sale of the 2022D Bonds are hereby ratified, confirmed and approved.

Section 13. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED on _____, 2022.

EXHIBIT A TO RESOLUTION

GOOD FAITH ESTIMATES¹

**SAN FRANCISCO BAY AREA RAPID
TRANSIT DISTRICT
GENERAL OBLIGATION BONDS
(ELECTION OF 2016), 2022 SERIES D-1
(GREEN BONDS)**

**SAN FRANCISCO BAY AREA RAPID
TRANSIT DISTRICT
GENERAL OBLIGATION BONDS
(ELECTION OF 2016), 2022 SERIES D-2
(FEDERALLY TAXABLE) (GREEN BONDS)**

The following information was obtained from Stifel, Nicolaus & Company, Incorporated, as Representative of the Underwriters of the above-captioned bonds (the “Bonds”) and Sperry Capital Inc., as Municipal Advisor to the San Francisco Bay Area Rapid Transit District with respect to the Bonds, for consideration prior to the authorization in the foregoing Resolution of the proposed Bonds:

1. *True Interest Cost of the Bonds.* Assuming an aggregate principal amount of the Bonds in the amount of \$700,000,000 is sold pursuant to the financing and based on market interest rates prevailing at the time of preparation of this information plus 50 basis points, a good faith estimate of the true interest cost of the Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Bonds, is 4.246%.

2. *Finance Charge of the Bonds.* Assuming such a principal amount of the proposed Bonds is sold and based on market interest rates prevailing at the time of preparation of this information plus 50 basis points, a good faith estimate of the Finance Charge of the Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the issuance of the Bonds), is \$2,091,000 as follows:

	Name	Amount*
a)	Bond Counsel Fees	\$368,421
b)	Disclosure Counsel Fees	147,368
c)	Disbursements	3,500
d)	Municipal Advisor Fees	119,737
e)	Rating Agency Fees	233,026
f)	Trustee Fees	19,711
g)	Printer Fees	4,605
h)	Miscellaneous Expenses	2,303
i)	Green Bond Certification	7,000
j)	Underwriters’ Discount	1,176,000
	Subtotal	\$2,081,671
k)	Contingency	9,329
	Total:	\$2,091,000

* Preliminary, subject to change. Final allocation of fees between refunding and new money to be determined at pricing.

¹ Note: Amounts in the good faith estimates are approximated to the nearest dollar. Totals may not sum due to rounding.

3. *Amount of Proceeds to be Received.* Assuming such aggregate principal amount of the proposed Bonds required to effectuate the financing is sold and based on market interest rates prevailing at the time of preparation of this information plus 50 basis points, a good faith estimate of the amount of proceeds expected to be received by the issuer for sale of the Bonds less the Finance Charge of the Bonds described in 2 above and any reserves or capitalized interest paid or funded with proceeds of the Bonds, is \$700,000,000.

4. *Total Payment Amount.* Assuming such aggregate principal amount of the proposed Bonds (\$700,000,000) are sold and based on market interest rates prevailing at the time of preparation of this information plus 50 basis points, a good faith estimate of the total payment amount, which means the sum total of all payments the issuer will make to pay debt service on the Bonds plus the Finance Charge of the Bonds described in paragraph 2 above not paid with the proceeds of the Bonds, calculated to the final maturity of the Bonds, is \$1,459,811,437².

Attention is directed to the fact that the foregoing information constitutes good faith estimates only. The actual interest cost, finance charges, amount of proceeds and total payment amount may vary from the estimates above due to variations from these estimates in the timing of Bond sales, the amount of Bonds sold, the amortization of the Bonds sold and market interest rates at the time of each sale. The date or dates of sale and the amount of Bonds sold will be determined by the issuer based on need for funds and other factors. The actual interest rates at which the Bonds will be sold will depend on the bond market at the time of sale. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of each sale. Market interest rates are affected by economic and other factors beyond the issuer's control.

² Net debt service excluding \$74,983,672 in debt service payments the District will make with proceeds of the Bonds deposited in the interest and sinking fund of the District.