

**CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK (IBank)  
CONDUIT EXEMPT FACILITY BOND FINANCING**

**STAFF REPORT**

**EXECUTIVE SUMMARY**

<b>Applicant:</b>	DesertXpress Enterprises, LLC ("Borrower", "DesertXpress", or "Brightline West")	<b>Par Amount</b> Not to exceed <b>Requested:</b> \$ 2,000,000,000
<b>Applicant Description:</b>	DesertXpress is a Nevada limited liability company, formed in 2005 to undertake the acquisition, ownership, holding, marketing, design, development, construction, financing, and/or refinancing of an intercity high-speed passenger rail system ("System") project.	
<b>Type of Financing:</b>	Conduit Exempt Facility Revenue Bonds (Green Bonds) ("Bonds")	
<b>Project Description:</b>	The proceeds of the Bonds will be used to: (1) finance and/or refinance a portion of the costs incurred or that may be incurred by the Borrower and/or one or more of its affiliates in completing the design, development, financing, leasing, acquisition, construction, rehabilitation, installation, equipping, ownership, operation, maintenance and/or administration of a high speed, intercity rail system, including rolling stock, maintenance facilities, electrification infrastructure, parking facilities, a passenger station and rail lines, all running for approximately 184 miles within the median or adjacent to the Interstate 15 ("I-15") between (a) a passenger station to be located alongside I-15 at the site of the Rancho Cucamonga Metrolink station near Milliken Avenue in the City of Rancho Cucamonga in San Bernardino County, and (b) the California side of the California and Nevada border approximately 0.2 miles south-southwest of Nevada Exit 1 East on I-15 near Primm, Nevada, and including a passenger station and maintenance-of-way facility located in the Town of Apple Valley bounded to the north and east by Dale Evans Parkway, Colusa Road to the South and I-15 to the west, and an in-line, passenger station providing intra-California service located in the City of Hesperia near the intersection of Joshua Street and I-15 (collectively, the "Facilities"), (2) fund a debt service reserve fund and certain other reserves, (3) fund a portion of the interest payable on the Bonds during the period of development of the Facilities, and (4) pay certain costs of issuance in connection with the issuance of the Bonds (including swap termination costs and other transaction-related expenses) (collectively, the "Project").	
<b>Potential Project Sites:</b>	<b><u>San Bernardino County</u></b> Rail Corridor within the median or adjacent to I-15 between Rancho Cucamonga and the California/Nevada state line; and the following three stations: Victor Valley Station, Rancho Cucamonga Station, Hesperia Station.	

<p><b>Plan of Finance:</b></p> <p><b>Type of Issue:</b></p> <p><b>Tax Status:</b></p> <p><b>Maturity:</b></p> <p><b>Credit Enhancement:</b></p> <p><b>Credit Rating:</b></p> <p><b>IBank Fees:</b></p> <p><b>STO Fee:</b></p>	<p>IBank will lend the proceeds of the Bonds to the Borrower to finance the costs of the Project.</p> <p>(I) IBank Board approved Resolution No 24-01 on January 24, 2024 with the not to exceed amount of \$3 billion dollars. IBank Board approved Amended and Restated Resolution No. 24-01, on September 25, 2024 to extend the expiration date of the original Resolution No. 24-01. USDOT has extended the allocation deadline for issuing the \$2.5 billion bonds from September 30, 2024, to March 31, 2025. IBank has not issued any Bonds under Amended and Restated Resolution No. 24-01 for the benefit of the Borrower. However, a Preliminary Limited Offering Memorandum was posted on January 14, 2025 in connection with a proposed offering of IBank bonds for the Project pursuant to the authority granted under such resolution. It is expected that these bonds will be issued in Q1 2025.</p> <p>(II) In 2020, the U.S. Department of Transportation (“USDOT”) allocated \$1 billion of federal private activity bond authority for the Project, \$850 million of which was issued by the IBank and used for the Project. In 2024, USDOT allocated an additional \$2.5 billion of federal private activity bond authority for the Project. To date, the Borrower has received \$3.25 billion of phased Federal grant funding obligations for the Project.</p> <p>(III) On December 17, 2024, an additional \$2 billion allocation of federal private activity bond authority was approved by USDOT. The \$2 billion allocation is expected to be applied to the California portion of the Project.</p> <p>Limited Offering, private placement or direct bank purchase in one or more series, subseries, or combinations</p> <p>Tax-Exempt</p> <p>Not to exceed 50 years from issuance</p> <p>None</p> <p>To Be Determined</p> <p>Issuance Fee \$800,000; Initial Annual Fee \$80,000 per yr.</p> <p>Agent for Sale fee to be determined.</p>		
<p><b>Estimated Sources of Funds (CA):</b></p> <p>Tax-exempt Bonds Proceeds (USDOT Allocation)</p> <p><b>TOTAL SOURCES</b></p>	<p>\$2,000,000,000</p> <p><b>\$2,000,000,000</b></p>	<p><b>Estimated Uses of Funds (CA):</b></p> <p>Rail Infrastructure Interest Payment – Construction Period Costs of Issuance</p> <p><b>TOTAL USES:</b></p>	<p>\$1,753,000,000 \$222,000,000 \$25,000,000</p> <p><b>\$2,000,000,000</b></p>
<p><b>Financing Team:</b></p> <p><b>Bond Counsel:</b></p> <p><b>Borrower’s Counsel:</b></p> <p><b>IBank Outside Counsel:</b></p> <p><b>Underwriter:</b></p> <p><b>Underwriter Counsel:</b></p> <p><b>Tax Counsel:</b></p> <p><b>Municipal Advisor:</b></p> <p><b>Trustee:</b></p> <p><b>Trustee’s Counsel:</b></p> <p><b>Agent for Sale:</b></p>	<p>Orrick, Herrington &amp; Sutcliffe LLP</p> <p>Skadden, Arps, Slate, Meagher &amp; Flom LLP</p> <p>Nixon Peabody LLP</p> <p>Morgan Stanley</p> <p>Mayer Brown LLP</p> <p>Greenberg Traurig LLP</p> <p>Omnicap Group LLC</p> <p>Deutsche Bank National Trust Company</p> <p>Holland &amp; Knight LLP</p> <p>State Treasurer’s Office</p>		

<b>Public Benefits:</b>	<p>The Project is expected to create approximately 5,910 temporary construction jobs and when complete employ 510 full time workers in the state of California. The Borrower expects Brightline West to generate approximately \$7.5 billion in economic impact and approximately \$750 million in tax revenue, and ongoing operations in California for a period over 10 years of operations.</p> <p>The Borrower anticipates Brightline West will divert an estimated 3 million cars and 3 million air passengers annually, thereby eliminating 275 million kilograms of carbon emission from the I-15 corridor and Southern California skies. Brightline West expects to operate self-propelled electric high-speed trains capable of a top speed of up to 184 miles per hour. It is expected that the entire trip from Rancho Cucamonga to Las Vegas will take approximately 2 hours, about one-half the time of car travel.</p>
-------------------------	--

<b>Date of Board Meeting:</b> <b>January 22, 2025</b>	<b>Resolution Number:</b> <b>25-01</b>	<b>Prepared by:</b> John Belmont & Dalibor Zivkovic
--	---	--

<b>Staff Recommendation:</b> Staff recommends approval of Resolution No. 25-01 authorizing the issuance of Conduit Tax-Exempt and/or Taxable Fixed Rate Revenue Bonds in an aggregate amount not to exceed \$2,000,000,000 for the benefit of DesertXpress Enterprises, LLC.
--

**Background and History**

DesertXpress was formed to own, operate, and manage the System. Although the System extends into Nevada, this IBank financing request is only for the Project which, as defined above, is the portion of the System located exclusively in California. BL West Holdings indirectly owns 100% of the DesertXpress, dba Brightline West (“DesertXpress”, or “Brightline West”, or “Borrower”) as well as certain other limited assets, including cash, and intangible asset and land. BL West Holdings is owned by (a) BL West Investment LLC, and (b) Brightline Holdings LLC, a holding company that is indirectly owned primarily by funds managed by an affiliate of Fortress and owns transportation and real estate assets, including Brightline Trains Florida LLC, and (c) another third-party. DesertXpress is part of a corporate organization experienced in the development and operation of high-speed intercity rail systems.

Brightline Holdings LLC, through its subsidiary, Brightline Trains Florida LLC (“Brightline Florida”), has developed, and is the owner and operator of, the privately-run intercity passenger rail system in Florida. The Borrower’s second system, Brightline West, will connect Las Vegas to Southern California.

Brightline West received \$1 billion allocation from the United States Department of Transportation (“USDOT”) on March 6, 2020, \$850 million of which was used in California for issuance of the Series 2020A Bonds. Brightline West applied for an additional \$2.5 billion allocation of Private Activity Bond volume cap (the “2024 Allocation”) from USDOT pursuant to Section 142 and related sections of the Internal Revenue Code, as amended by Section 11143 Title XI of the Safe, Accountable, Flexible, Efficient Transportation Equity Act, and received this allocation on January 10, 2024. The Borrower expects to use up to \$2.15 billion of the original 2024 allocation in California along with the funds from grants and the Borrower’s other sources of funds as defined earlier. The remainder of the 2024 allocation will apply to the Nevada portion of the project.

Brightline West was awarded \$3.025 billion in federal funds. Nevada Department of Transportation (“NDOT”), in partnership with Brightline West, was awarded \$3 billion in grant funds through the Federal-State Partnership for Intercity Passenger Rail Grant Program (“FSP”) for the Brightline West project. The grant agreement was executed in September 2024, of which, \$2,775 billion was allocated to the California portion of the System. NDOT serves as grantee. In addition, the San Bernardino County Transportation Authority (“SBCTA”) was awarded \$25 million on behalf of Brightline West, through RAISE<sup>1</sup> Program, for the High Desert Stations (Victor Valley Station and Hesperia Station). It is expected that the Brightline West \$3 billion bonds to be designated as the Series 2025A Bonds and be issued as senior subordinated secured bonds in Q1 2025.

The Nevada Secretary of State reports active status for DesertXpress as of December 19, 2024.

The California Secretary of State reports active status for DesertXpress as of December 19, 2024.

---

<sup>1</sup> Rebuilding American Infrastructure with Sustainability and Equity (RAISE) Grant Program provides grants for surface transportation infrastructure projects with significant local or regional impact. The RAISE Program was established under the American Recovery and Reinvestment Act of 2009 and was known as Transportation Investment Generating Economic Recovery (“TIGER”).

DesertXpress' s current leadership is listed in Appendix A.

## PROJECT DESCRIPTION

The Borrower requests IBank to issue bonds to: (1) finance and/or refinance a portion of the costs incurred or that may be incurred by the Borrower and/or one or more of its affiliates in completing the design, development, financing, leasing, acquisition, construction, rehabilitation, installation, equipping, ownership, operation, maintenance and/or administration of a high speed, intercity rail system, including rolling stock, maintenance facilities, electrification infrastructure, parking facilities, a passenger station and rail lines, all running for approximately 184 miles within the median or adjacent to the I-15 between (a) a passenger station to be located alongside I-15 at the site of the Rancho Cucamonga Metrolink station near Milliken Avenue in the City of Rancho Cucamonga in San Bernardino County, and (b) the California side of the California and Nevada border approximately 0.2 miles south-southwest of Nevada Exit 1 East on I-15 near Primm, Nevada, and including a passenger station and maintenance-of-way facility located in the Town of Apple Valley bounded to the north and east by Dale Evans Parkway, Colusa Road to the South and I-15 to the west, and an in-line, passenger station providing intra-California service located in the City of Hesperia near the intersection of Joshua Street and I-15 (collectively, the "Facilities"), (2) fund a debt service reserve fund and certain other reserves, (3) fund a portion of the interest payable on the Bonds during the period of development of the Facilities, and (4) pay certain costs of issuance in connection with the issuance of the Bonds (including swap termination costs and other transaction-related expenses) (collectively, the "Project").

As reflected in the resolution, the Borrower is contemplating tax-exempt bonds and/or bank loans that would use the federal allocation under supplemental indentures. In this case, the full \$2 billion may not be issued all at once, but over a period of time and possibly across multiple transactions. Due to this plan, Brightline West requests that the IBank Resolution be extended to its final closing on or prior to December 31, 2025.

The Project will have stations in the Victor Valley region and Rancho Cucamonga and an in-line station in Hesperia allowing for local rail service. The passenger rail system is expected to be integrated with Los Angeles' Metrolink commuter rail system that terminates at L.A. Union Station.

The Bonds proceeds are expected to be used as follows:

### **New Money**

The Borrower plans to have the estimated \$12.6 billion of financing committed on the Brightline West project. This commitment, excluding the financing costs includes: (a) up to \$6 billion of senior first lien secured indebtedness, (b) senior subordinated secured indebtedness, (c) the FRA Grant, the USDOT Grants and potential future grants, and (d) sponsor, affiliate, and third party equity. The Construction Debt would be a form of conventional project finance committed through a consortium of leading domestic and international banks.

Brightline West applied for an additional \$2 billion allocation of Private Activity Bond volume cap (the "2<sup>nd</sup> 2024 Allocation") from the United States Department of Transportation ("USDOT") pursuant to Section 142 and related sections of the Internal Revenue Code, as amended by Section 11143 Title XI of the Safe, Accountable, Flexible, Efficient Transportation Equity Act, and received this allocation on December 17, 2024. The Borrower expects to use all of the 2<sup>nd</sup>

2024 Allocation in California to replace a portion of the \$6 billion Construction Debt commitment with tax-exempt financing to fund the costs of the Project.

Table I displays a portion of the Project timeline.

**Table I**

Project Site	Construction Start Date	Expected Construction Completion Date	Estimated Project Cost
Construction of Rail Corridor between Rancho Cucamonga and the CA/NV state line	Q1 2025	Late 2028	\$6,970M
Victor Valley Station, and Apple Valley Maintenance of Way (MOW) Facility, Southern California Station, Hesperia Station	Q1 2025	Late 2028	\$494M
		<b>Total</b>	<b>\$7.464B</b>

**The Borrower’s Outstanding Debt**

The following Tables display the DesertXpress outstanding debt pertaining to the outstanding Series 2020A Bonds. Deutsche Bank, Trust National Company is the Trustee on the Series 2020A Bonds.

**IBank Issued Outstanding Debt**

Table II displays IBank issued portion of the 2020A Bonds redesignation and remarketing results. The Borrower plans to refund the \$850 million Series 2020A-4 Bonds as part of the financing plan under the \$3 billion Series 2025A Bonds in Q1 2025.

**Table II**

Bond Series	Issued Par Amount	Issue Date	Current Outstanding Balance	Interest Rate	Maturity Date	Date Project Completed
2020A-4	\$850,000,000	9/29/2020	\$850,000,000	8.00%	1/1/2050	Ongoing

**Non IBank Issued Outstanding Debt**

Table III displays the Nevada Department of Business and Industry issued portion of the 2020A Bonds redesignation and remarketing results. .

**Table III**

Bond Series	Issue Date	Issue Par Amount	Final Maturity	Current Outstanding Amount
Series 2020A-4	9/29/2020	\$150,000,000	1/1/2050	\$150,000,000

## FINANCING STRUCTURE

### **IBank Term Sheet Brightline West Passenger Rail Project Board Meeting Date: January 22, 2025**

<b>Par Amount:</b>	Not to exceed amount of \$2,000,000,000; in one or more tax-exempt and/or taxable series, subseries, or combinations
<b>Type of Offering:</b>	Limited Offering, private placement or direct bank purchase in one or more series, subseries, or combinations
<b>Underwriter:</b>	Morgan Stanley & Co. LLC, and such other approved underwriters/placement agents as the Borrower determines necessary or desirable
<b>Credit Enhancement:</b>	None
<b>Expected Credit Rating:</b>	Not Rated
<b>True Interest Cost*:</b>	True interest cost not to exceed 15.00%
<b>Maturity*:</b>	Not to exceed 50 years from issuance
<b>Collateral:</b>	Any and all assets of the Borrower subject to exclusions and a pledge of the equity interests of the Borrower, on a senior subordinate and/or parity basis with other indebtedness of the Borrower.
<b>Expected Final Issuance Date*:</b>	Fourth Quarter of 2025
<b>Conduit Transaction:</b>	The Bonds are special, limited obligations payable solely from payments made by the Applicant under the transaction documents and certain collateral of the Applicant and IBank shall not be directly or indirectly or contingently or morally obligated to use any other moneys or assets of IBank for all or any portion of payment to be made pursuant to the Bonds.

\*Please note that True Interest Cost, Maturity, and Expected Final Issuance Date are subject to change.

## **Financing Structure**

The Bonds are being issued pursuant to an Indenture of Trust, to be dated as of their closing date. The Underwriter for Bonds will be Morgan Stanley, and the Borrower may add further underwriters as the Borrower may deem necessary for a successful marketing and sale of the Bonds.

The Bonds are being issued as fully registered Bonds. Pursuant to IBank's policies for limited offerings and private placements, the Bonds will be sold in minimum denominations of \$100,000 and any integral multiple of \$5,000 in excess thereof.

The Bonds will be unrated. Accordingly, consistent with IBank's policies on limited offerings and/or private placements, the Underwriter(s) will sell the Bonds only to "qualified institutional buyers" under Rule 144A of the Securities Act of 1933, as amended, or to an accredited investor within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) or (12).

The Bonds will be issued in a Fixed Rate, Term Rate or Flexible Rate for the applicable initial Rate Period until maturity or, if applicable, will convert to another interest rate mode. The Bonds will be subject to redemption and mandatory tender for purchase prior to maturity. The Bonds are expected to be designated as the Series 2025B Bonds and be issued as senior subordinated secured Bonds.

The Bonds are intended to be issued as "exempt facility bonds." It is expected that IBank will issue \$2 Billion of the Bonds under Internal Revenue Code (the "Code") Section 142(a)(11) (the portion of the Code allowing tax-exempt bonds to finance high speed intercity rail facilities).

The payment of the Bonds, any Additional Bonds, and any Permitted Additional Senior Indebtedness will be secured on a subordinate basis by the Collateral and will be effectively junior to all of the Borrower's existing and future first-lien secured indebtedness. To further secure the obligations in respect of the Series 2025B Bonds, the Borrower or the Pledgor, as applicable, will enter into Senior Subordinate Security Documents or after the Bonds Closing Date with respect to the Collaterals. Pledgor is BL Train Holdings West, the direct parent of Brightline West.

## **Green Bonds**

Brightline West believes the System offers a uniquely sustainable mode of transportation within the Southern California–Las Vegas corridor. The Borrower views the System as a key factor in mitigating the impacts of climate change by substantially reducing travel-related carbon emissions and is expecting designating the Bonds as "Green Bonds". Sustainalytics is expected to deliver the Green Bond Second Party Opinion, which will opine on Green Bond Framework prepared by Brightline Holdings. Sustainalytics intends to deliver a Pre-Issuance Review Report confirming that nothing has come to Sustainalytics' attention that would cause it to believe that, in all material respects, the Bonds are not aligned with the Framework.

## **Limited Obligations of IBank**

The Bonds are payable solely from and secured solely by the pledge of the Applicant's payments under a loan agreement between IBank and DesertXpress together with other collateral provided by DesertXpress. Neither IBank, nor any of the members of its Board of Directors, nor any of its officers or employees, nor any person executing the transaction



documents on behalf of IBank shall be personally liable for the Bonds or subject to any personal liability or accountability by reason of the execution thereof. The Bonds are limited obligations of IBank and are not a pledge of the faith and credit of IBank or the State of California or any of its political subdivisions.

## PUBLIC BENEFITS

The Project's goal is to provide intercity passenger rail transportation, specifically operating within medium-distance travel corridors.

The passenger rail service is expected to operate at speeds up to 184 miles per hour. It will offer business, leisure and personal travelers safe, sustainable, fast, reliable, convenient, and comfortable travel between Southern California and Las Vegas. Travelers will be able to reserve specific seats on trains; access free high-speed Wi-Fi on board; and other amenities at stations such as business centers with print and copy services, and other ancillary services onboard the trains. The Rancho Cucamonga station will be adjacent to the existing Metrolink station, which provides direct connectivity to Los Angeles Union Station, which also connects to the full Southern California mass-transit system.

The trip between Southern California and Los Vegas, via automobiles on I-15, is approximately 4 hours without traffic and that time may rise during peak days/times. The same trip via Brightline West is expected to take approximately 2 hours. The Project is expected to provide a better, cleaner, safer, and faster alternative to driving. For air passengers, in addition to the expected monetary savings, The System expects to deliver faster check-in process, features considerably less idle time and has far less frequent travel delays, providing a better overall experience.

The Project is expected to create a considerable number of jobs and economic and environmental benefits to the San Bernardino County and the State of California.

Some significant examples of specific public benefits include:

**Safety** – Brightline West expects that fewer miles traveled is estimated to reduce annual crashes; the estimated crash reductions have a value of \$44 million per year and eliminate a combined 75 annual highway fatalities and injuries. The Project features no at-grade crossings along the entirety of the 218-mile railroad and extensive safeguards to ensure vehicles cannot enter the railroad in the median of the I-15 corridor.

**Greenhouse gas emissions** – Brightline West expects by removing an estimated 275 million kilograms of nitric oxide, fine particulates, sulfur dioxide, and carbon dioxide from the air annually through the reduction of VMT, the Project will make a direct and meaningful reduction in climate pollution on one of the most heavily traveled segments of the interstate highway network. In addition, by shifting the equivalent of more than 16,000 short-haul flights per year to passenger rail, the Project will directly remove a potent source of climate pollution from the skies above Southern California.

**Reliability, Reduced Travel Time, Increased Efficiency** – The Borrower believes the reliability and on-time performance of the Project will be over 95%, comparable to global systems. The anticipated trip time of approximately 2 hours and 10 minutes from Rancho Cucamonga to Las Vegas is nearly half the time of driving when driving conditions are normal, saving passengers time relative to comparable modes of travel.

**Alternative to Driving and Flying** – The Borrower expects that by delivering high-speed rail for travel between the Las Vegas and Los Angeles metropolitan areas, the Project will provide a new option for travelers who generally drive or fly. The Project is expected to divert approximately 3 million cars and over 2 million air passengers per year to the Brightline West system.

**Jobs and Economic Impacts** – Upon opening for operations, the Brightline West system is expected to directly employ over 1,000 people with approximately 900 jobs being union roles, which amounts to approximately \$140 million in labor income per year. Additionally, Brightline West has been committed to partnering with building trades and other labor groups since beginning work on this Project. Brightline West entered into agreements in early 2023 that describe how these labor organizations, Brightline West, and its third-party contractors/operators will work together to construct and operate the Project.

Project & Job Information	Job Creation (CA Only)		
Brightline West High-Speed Rail	Construction	Full Time	Part Time
	5,910	510	0

**Economic Development in Surrounding Areas** – The introduction of new rail-transit is expected to spur developers to build new housing and other mixed-use real estate near stations. This can be very impactful, especially in the High Desert area, where housing, especially for many underrepresented communities, is in high demand and short supply. The Borrower expects Brightline West to generate approximately \$7.5 billion in economic impact and approximately \$750 million in tax revenue, and ongoing operations in California for a period over 10 years of operations.

**Connectivity** – The stations are expected to be designed and built as a multimodal hub to provide more opportunities for travelers to connect to a variety of transportation options. Brightline West has partnered with local transit agencies to work towards a transfer of passengers to and from local transit. As the passenger rail system is expanded and improved over time, there will also be opportunities to link all of California and other key markets, such as through Metrolink, Amtrak, California High Speed Rail, and the High Desert Corridor.

## OTHER PROJECT DATA

<b>PERMITS AND APPROVAL</b>	
Required?	<input type="checkbox"/> <b>NO</b> <input checked="" type="checkbox"/> <b>YES, Describe:</b> All approvals have been obtained.
<b>TEFRA</b>	
Date of TEFRA Publication: 1/14/2025	Publications: IBank Website, <a href="https://ibank.ca.gov/board/notices-of-public-hearing/">https://ibank.ca.gov/board/notices-of-public-hearing/</a>
Date of TEFRA Hearing: 1/21/2025	
Oral/Written Comments:	<input type="checkbox"/> <b>NO</b> <input checked="" type="checkbox"/> <b>YES, Explain: See TEFRA Transcript for oral and written comments.</b>
<b>ELIGIBILITY REVIEW</b>	
Applicant meets all of the IBank eligibility criteria? <input checked="" type="checkbox"/> <b>YES</b> <input type="checkbox"/> <b>NO</b>	<ol style="list-style-type: none"> <li>1. Project is in the State of California.</li> <li>2. The Borrower is capable of meeting the obligations incurred under relevant agreements.</li> <li>3. Payments to be made by the Borrower to IBank under the proposed financing agreements are adequate to pay the current expenses of the IBank in connection with the financing and to make all the scheduled payments. See Appendix C for Financial Statements.</li> <li>4. The proposed financing is appropriate for the Project.</li> </ol>
<b>INDUCEMENT CERTIFICATE</b>	
Completed? Inducement Certificate was approved by the IBank Executive Director.	<input type="checkbox"/> <b>NO</b> <input checked="" type="checkbox"/> <b>YES</b> Resolution No.: N/A <input type="checkbox"/> <b>N/A</b> Date: 12/2/2024 Amount: \$2,000,000,000

## RECOMMENDATION

Staff recommends approval of Resolution No. 25-01 authorizing the issuance of Conduit Tax-Exempt and/or Taxable Fixed Rate Revenue Bonds in an aggregate amount not to exceed \$2,000,000,000 for the benefit of DesertXpress Enterprises, LLC.

**APPENDIX A: GOVERNANCE AND MANAGEMENT**

**BOARD MEMBERS**

Randal A. Nardone	Co-Founder and Principal Fortress Investment Group LLC New York, NY
Kenneth Nicholson	Managing Director Fortress Investment Group LLC New York, NY
Demetrios Tserpelis	Chief Financial Officer Fortress Investment Group LLC New York, NY

**OFFICERS**

Sarah Watterson	President
Marshall Bruce Snyder	VP, Deputy CFO, Assistant Secretary
Jeff Swiatek	VP and Chief Financial Officer
Paul Michael Reininger	CEO
Kolleen O.P. Cobb	VP, Chief Legal Officer, Secretary
Chris Yarris	VP, Chief Accounting Officer

Rendering – Station Lounge



Rendering – Rancho Cucamonga Station connectin with Metrolink





# Conceptual Brightline West Rolling Stock Renderings



## Brightline West Route Map

