

RESOLUTION NO. 25-18

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK FINDING DELAY NECESSITATED BY PROVIDING NOTICE 10 DAYS PRIOR TO A MEETING AS REQUIRED BY GOV. CODE § 11125 WOULD CAUSE A SUBSTANTIAL HARDSHIP TO THE STATE BODY

WHEREAS, the California Infrastructure and Economic Development Bank (“IBank”) is established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 et seq.) (the “IBank Act”), for the purpose of providing financial assistance to eligible projects in the State of California through a variety of financing mechanisms;

WHEREAS, IBank is authorized under provisions of the IBank Act to issue tax-exempt and/or taxable revenue bonds to provide financing and refinancing for eligible projects located in the State of California;

WHEREAS, IBank previously issued \$2,000,000,000 in aggregate principal amount of its Senior Subordinated Secured Revenue Bonds (Brightline West Passenger Rail Project), Series 2025A (Green Bonds) (the “Series 2025A Bonds”) pursuant to an Amended and Restated Resolution No. 24-01, adopted on September 25, 2024;

WHEREAS, DesertXpress Enterprises, LLC, a Nevada limited liability company, (the “Company”), on or around September 4, 2025, caused to be filed on the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at <http://emma.msrb.org>, a notice to the effect that the Company was unable to initially satisfy certain conditions with respect to the Series 2025A Bonds related to the execution of senior debt obligations, and, as a result, the Company expected to either satisfy such conditions within a specified time frame or remarket or refinance the Series 2025A Bonds within that time frame;

WHEREAS, the Company, has submitted an application (the “Application”) to IBank for the financial assistance to issue new bonds and/or refund, remarket, refinance or exchange, in each case, in whole or in part, the Series 2025A Bonds, a portion of the proceeds of which was used to finance and refinance a portion of the costs of the acquisition, construction, renovation, rehabilitation, repair, and/or equipping 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 between (a) a passenger station to be located alongside Interstate 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 Interstate 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 Interstate 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 Interstate 15 (collectively, the “Facilities”);

WHEREAS, such issuance, remarketing, refinancing or refunding is contemplated to be accomplished through a tender, exchange offer or other refinancing transaction to be made to current holders of the Series 2025A Bonds (the “Offer”);

WHEREAS, the Company previously received (i) in 2020, a private activity bond allocation from the United States Department of Transportation (“USDOT”) in the amount of \$1,000,000,000 (the “2020 Allocation”); (ii) in January 2024, a private activity bond allocation from the USDOT in the amount of \$2,500,000,000 (the “2024-1 Allocation”); and (iii) in December 2024, a private activity bond allocation from the USDOT in the amount of \$2,000,000,000 (the “2024-2 Allocation” and, together with the 2020 Allocation and the 2024-1 Allocation, the “USDOT Allocation”), pursuant to which bonds may be issued as exempt facility bonds to finance qualified highway or surface freight transfer facilities 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;

WHEREAS, the IBank previously issued its Series 2025A Bonds pursuant to the 2020 Allocation and a portion of the 2024-1 Allocation;

WHEREAS, on October 22, 2025, the IBank Board adopted Resolution 25-15 authorizing IBank to (a) issue and deliver its tax-exempt and/or taxable revenue bonds to be sold from time to time through the Offer subject to the conditions set forth in Exhibit A attached hereto, entitled California Infrastructure and Economic Development Bank Senior Secured Revenue Bonds (Brightline West Passenger Rail Project), Series 2025B, or such other name or names and with such series or subseries designations as may be necessary or desirable to conform to the terms of the Bonds to be issued pursuant to the applicable Indenture (the “2025B Bonds”); (b) loan the proceeds of the Bonds to the Company pursuant to one or more Loan Agreements to finance and/or refinance the costs of the Project (collectively, the “2025B Company Loan”); (c) provide for the payment of the principal of, premium, if any, and interest on the 2025B Bonds with revenues derived solely from the Company’s payment of the 2025B Company Loan; (d) authorizes the remarketing, refinancing or refunding of the Series 2025A Bonds, and (e) take and authorize certain other actions in connection with the foregoing (collectively, the “2025B Transaction”);

WHEREAS, on October 22, 2025, the IBank Board of Directors adopted Resolution 25-16, authorizing IBank to (a) issue and deliver its tax-exempt and/or taxable revenue bonds to be sold from time to time through one or more limited offerings, private placements or direct bank purchases subject to the conditions set forth in Exhibit B attached hereto, entitled California Infrastructure and Economic Development Bank Revenue Bonds (Brightline West Passenger Rail Project), Series 2026, or such other name or names and with such series or subseries designations as may be necessary or desirable to conform to the terms of the Bonds to be issued pursuant to the applicable Indenture (the “2026 Bonds”); (b) loan the proceeds of the 2026 Bonds to the Company pursuant to one or more Loan Agreements to finance and/or refinance the costs of the Project (collectively, the “2026 Company Loan”); (c) provide for the payment of the principal of, premium, if any, and interest on the 2026 Bonds with revenues derived solely from the Company’s payment of the Company Loan; and (d) take and authorize certain other actions in connection with the foregoing (collectively, the “2026 Transaction”);

WHEREAS, with the early tender deadline currently scheduled for November 26, 2025, the Board would be unable to hold a regular board meeting subject to the 10-day notice requirement of Gov. Code, § 11125, before that date;

WHEREAS, on November 17, 2025, IBank provided to each Board member a notice of special meeting to take place on November 19, 2025;

WHEREAS, Gov. Code, § 11125.4, subd. (c) requires that the Board must make a finding that the delay necessitated by providing notice 10 days prior to a Board meeting as required by Gov. Code, § 11125 would cause a substantial hardship to the state body;

WHEREAS, due to the evolving tender and exchange offering, issuer counsel believes that it is necessary to confer with and advise the Board prior to the issuance of a legal opinion in light of material changes that have occurred since the Board adopted Resolutions 25-15 and 25-16. Without an issuer counsel opinion, bond counsel would be unable to deliver an opinion, resulting in the tender and exchange offering being unable to close which would cause a substantial hardship on the IBank. This would expose IBank to a significant risk of litigation, which would result in substantial harm to the state body. Due to the requirement under the 2025B Transaction documents and the 2026 Transaction documents for issuer counsel to issue a legal opinion to the Board, a special meeting is warranted pursuant to Gov. Code, § 11125.4, subd. (c).

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. The Board hereby finds that the above recitals are true and correct.

Section 2. All actions heretofore taken by the Executive Director and the officers and employees of IBank with respect to the subject matter of this Resolution are hereby approved, confirmed and ratified.

Section 3. The Board hereby finds that the delay necessitated by providing notice 10 days prior to a Board meeting as required by Gov. Code, § 11125.4, subd. (c) would cause a substantial hardship to the state body.

Section 4. This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on November 19, 2025, by the following vote:

AYES: Myers, Ma, Perrault, Fowler, Steinorth

NOES:

ABSENT:

ABSTAIN:

By **Andrew Nakahata** Digitally signed by Andrew Nakahata
Date: 2025.11.20 13:30:18 -08'00'

Andy Nakahata, Executive Director

Attest: **Angel Lau** Digitally signed by Angel Lau
Date: 2025.11.23 16:56:30
By _____
Angel Lau, Secretary of the Board of Directors

EXHIBIT A

IBank Term Sheet Brightline West Passenger Rail Project Date: October 22, 2025

Bond Par Amount:	Not to exceed \$2,000,000,000, in one or more tax-exempt and/or taxable series, subseries, or combinations
Type of Offering:	Limited Offering, private placement, exchange or direct bank purchase in one or more series, subseries or combinations for a refunding or remarketing of the Series 2025A Bonds
Underwriters or Dealer Manager or Dealer Manager or Remarketing Agents:	Morgan Stanley & Co. LLC, and such other approved underwriters/placement agents/dealer managers as the Company determines necessary or desirable
Credit Enhancement:	None
Expected Credit Rating:	Not Rated
True Interest Cost*:	True interest cost not to exceed 15.00%
Maturity*:	Not to exceed 50 years from issuance
Collateral:	Any and all assets of the Company subject to exclusions and a pledge of the equity interests of the Company, on a senior, senior subordinate, subordinate and/or parity basis with other indebtedness of the Company, to be determined by the Company, and/or the pledge of federal securities and cash.
Expected Final Issuance Date*:	Fourth Quarter of 2025
Guarantees:	None
Conduit Transaction:	The Bonds are special, limited obligations payable solely from payments made by the Company under the Transaction Documents, 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 the final structure, True Interest Cost, Maturity, and Expected Final Issuance Date are subject to change.

EXHIBIT B

IBank Term Sheet Brightline West Passenger Rail Project Date: October 22, 2025

Bond Par Amount:	Not to exceed \$3,000,000,000; in one or more tax-exempt and/or taxable series, subseries, or combinations
Type of Offering:	Limited Offering, private placement or direct bank purchase in one or more series, subseries or combinations
Underwriters or Placement Agents:	Morgan Stanley & Co. LLC, and such other approved underwriters/placement agents as the Company determines necessary or desirable
Credit Enhancement:	None
Expected Credit Rating:	Not Rated
True Interest Cost*:	True interest cost not to exceed 15.00%
Maturity*:	Not to exceed 50 years from issuance
Collateral:	Any and all assets of the Company subject to exclusions and a pledge of the equity interests of the Company, on a senior, senior subordinate, subordinate, and/or parity basis with other indebtedness of the Company, to be determined by the Company, and/or the pledge of federal securities and cash.
Expected Final Issuance Date*:	Third Quarter of 2026
Guarantees:	None
Conduit Transaction:	The Bonds are special, limited obligations payable solely from payments made by the Company under the Transaction Documents, 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.