

**\$18,570,000**  
**CERTIFICATES OF PARTICIPATION**  
**(2016 Financing Project)**  
**Evidencing the Direct, Undivided Fractional Interests of the**  
**Owners Thereof in Installment Payments to be Made by the**  
**MID-PENINSULA WATER DISTRICT**  
**(San Mateo County, California)**  
**As the Purchase Price for Certain Property Pursuant to an**  
**Installment Sale Agreement with the**  
**Public Property Financing Corporation of California**

**CERTIFICATE OF DISTRICT**

The undersigned hereby states and certifies:

(i) that the undersigned is the duly appointed, qualified and acting General Manager of the Mid-Peninsula Water District, a water district duly organized and existing under the laws of the Constitution and laws of the State of California (the "District"), and as such, is familiar with the facts herein certified and is authorized to certify the same on behalf of the District;

(ii) that the undersigned is a duly designated "District Representative" of the District, as such term is defined in that certain Trust Agreement, dated as of December 1, 2016 (the "Trust Agreement"), by and among The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), Public Property Financing Corporation of California (the "Corporation") and the District;

(iii) that on October 11, 2016, the Board of Directors of the District duly adopted Resolution No. 2016-20 (the "Resolution"), entitled "RESOLUTION APPROVING THE FORM AND AUTHORIZING AND DIRECTING EXECUTION OF CERTAIN INSTALLMENT SALE FINANCING DOCUMENTS IN CONNECTION WITH THE FINANCING OF THE ACQUISITION AND CONSTRUCTION OF CERTAIN IMPROVEMENTS AND FACILITIES TO THE DISTRICT'S WATER SYSTEM, AUTHORIZING AND DIRECTING DISTRIBUTION OF A NOTICE OF INTENTION, A NOTICE OF SALE AND A PRELIMINARY OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF CERTIFICATES OF PARTICIPATION RELATING THERETO, AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO," which Resolution has not been amended, supplemented, modified, rescinded or repealed and remains in full force and effect as of the date hereof;

(iv) that, by all necessary action, the District has duly authorized and approved the execution and delivery of the Official Statement, dated December 7, 2016 (the "Official Statement"), relating to the captioned Certificates of Participation (2016 Financing Project) (the "Certificates"), and the execution and delivery of, and performance by the District of the obligations on its part contained in, the following agreements (collectively referred to herein as the "Agreements"):

- (a) Good Faith Deposit Custody Agreement, dated December 7, 2016, by and between the District and The Bank of New York Mellon Trust Company, N.A., as custodian,

- (b) Installment Sale Agreement, dated as of December 1, 2016 (the "Installment Sale Agreement"), by and between the Corporation, as seller, and the District, as purchaser,
- (c) Trust Agreement,
- (d) Continuing Disclosure Certificate of the District, dated December 21, 2016, as acknowledged by IGServices, as dissemination agent;

(v) that the District certifies, recites and declares that all acts, conditions and things required by the Constitution and statutes of the State of California and the Agreements to exist, to have happened and to have been performed precedent to and in the delivery of the Certificates, exist, have happened and have been performed in due time, form and manner as required by law;

(vi) that the representations, warranties and covenants of the District contained herein are true and correct in all material respects on and as of the date hereof as if made on the date hereof, and the District has complied with all of the terms and conditions of the Purchase Agreement required to be complied with by the District at or prior to the date hereof;

(vii) that the District has complied with the requirements of the Agreements required to be complied with on and as of the date hereof;

(viii) that no event affecting the District has occurred since the date of the Official Statement which has not been disclosed therein or in any supplement or amendment thereto which event should be disclosed in the Official Statement in order to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(ix) that the financial statements of the District contained in the Official Statement fairly present the financial positions and results of operations thereof as of the dates and for the periods therein set forth, and the undersigned has no reason to believe that such financial statements have not been prepared in accordance with generally accepted accounting principles consistently applied;

(x) that no litigation is pending or threatened (a) to restrain or enjoin the issuance, sale or delivery of any of the Certificates or the payment of Installment Payments under and as defined in the Installment Sale Agreement, (b) in any way contesting or affecting the validity of the Certificates or the Agreements, or (c) in any way contesting the existence or powers of the District; and

(xi) that the District is not in breach of or default under any applicable law or administrative regulation of the State of California or the United States or any applicable judgment or decree or any loan agreement, indenture, bond, note, resolution, agreement or other instrument to which the District is a party or is otherwise subject which would have a material adverse impact on the District's ability to perform its obligations under the Installment Sale Agreement, and no event has occurred and is continuing which, with the passage of time or the giving of notice, or both, would constitute a default or an Event of Default under the Installment Sale Agreement; and

(xii) that the District's employer identification number, for federal tax purposes, is 94-6000088.

Dated: December 21, 2016

MID-PENINSULA WATER DISTRICT

By   
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Tammy A. Rudock,  
General Manager