

\$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

INCUMBENCY AND SIGNATURE CERTIFICATE – DISTRICT

The undersigned hereby state and certify:

(i) that the undersigned are the duly elected or appointed, qualified and acting General Manager and Board Secretary, respectively, 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, are familiar with the facts herein certified and are authorized and qualified to certify the same on behalf of the District;

(ii) that the following are now, and have continuously been since the dates of beginning of their respective current terms of office shown below, the duly elected or appointed, qualified and acting members of the Board of Directors of the District, and the dates of the beginning and ending of their respective current terms of office are hereunder correctly designated opposite their names:

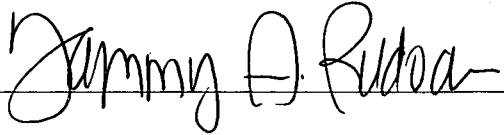
<u>Board of Directors</u>	<u>Beginning Date of Current Term</u>	<u>Ending Date of Current Term</u>
Matthew P. Zucca, <i>President</i>	December, 2015	November, 2020
Dave Warden, <i>Vice President</i>	December, 2013	November, 2018
Al Stuebing	December, 2013	November, 2018
Louis J. Vella	December, 2015	November, 2020
Betty L. Linvill	December, 2013	November, 2018

(iii) that the signatures set forth opposite the names of the following persons are the true and correct specimens of, or are, the genuine signatures of such persons, each of whom holds the office designated below:

Name and Title

Signature

Tammy A. Rudock, *General Manager*



Candy Piña, *Board Secretary*



(iv) that for and on behalf of the District, the within-named General Manager has executed, and the within-named Board Secretary has attested to, each of the following agreements:

- (a) Installment Sale Agreement, dated as of December 1, 2016, by and between the Corporation, as seller, and the District, as purchaser, and
- (b) Trust Agreement, dated as of December 1, 2016, by and among The Bank of New York Mellon Trust Company, N.A., as trustee, the Corporation and the District;

(v) and, that for and on behalf of the District, the within-named General Manager has executed the following:

- (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) Continuing Disclosure Certificate of the District, dated December 21, 2016, as acknowledged by IGServices, as dissemination agent, and
- (c) Official Statement, dated December 7, 2016, relating to the captioned Certificates of Participation.

Dated: December 21, 2016

MID-PENINSULA WATER DISTRICT

By 
_____ Tammy A. Rudock,
General Manager

By 
_____ Candy Piña,
Board Secretary