

\$20,000,000*
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

RULE 15c2-12 CERTIFICATE

The undersigned hereby certifies and represents that she is the duly appointed General Manager of the Mid-Peninsula Water District (the "District"), and as such is duly authorized to execute and deliver this Certificate and further hereby certifies and reconfirms on behalf of the District as follows:

(1) This Certificate is delivered in connection with the offering and sale of the captioned certificates of participation (the "Certificates"), in order to enable the underwriter of the Certificates to comply with Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule");


(2) In connection with the offering and sale of the Certificates, there has been prepared a preliminary official statement, dated October 31, 2016 (the "Preliminary Official Statement");

(3) As used herein, "Permitted Omissions" shall mean the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, ratings and other terms of the Certificates depending on such matters, all with respect to the Certificates; and

(4) The Preliminary Official Statement is, except for the Permitted Omissions, deemed final within the meaning of the Rule.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 22nd day of November, 2016.

MID-PENINSULA WATER DISTRICT

By 

Tammy A. Rudock,
General Manager

* Preliminary, subject to change