

\$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 UNDERWRITER

This Certificate is furnished by Citigroup Global Markets Inc., as underwriter (the "Underwriter"), of the \$18,570,000 stated principal amount of the Certificates of Participation (2016 Financing Project), evidencing direct, undivided fractional interests of the owners thereof in installment payments to be made by the Mid-Peninsula Water District (the "District") as the purchase price for certain property pursuant to an installment sale agreement with the Public Property Financing Corporation of California (the "Certificates"). The Underwriter hereby certifies and represents the following, based upon the information available to it which it has no reason to believe is not correct:

(a) As of the date of the competitive sale and purchase of the Certificates (the "Sale Date"), the Underwriter reasonably expected that the first prices at which the Certificates would be sold to the general public (excluding bond houses, brokers, or similar persons acting in the capacity of underwriter or wholesalers) in a bona fide public offering would be the respective prices listed on Exhibit A.

(b) In the Underwriter's opinion, and based upon the Underwriter's assessment of then-prevailing market conditions and its estimate as of the Sale Date, the initial offering prices of the Certificates set forth in Exhibit A do not exceed the fair market prices for such Certificates.

(c) As of the Sale Date, all of the Certificates have actually been offered to the general public at the prices listed in Exhibit A.

(d) As of the Sale Date at least 10% of each maturity of the Certificates were reasonably expected to be sold to the general public at the prices referred to in Exhibit A.

The Underwriter expresses no view regarding the legal sufficiency of any such computations or the correctness of any legal interpretation made by the District's bond counsel.

Nothing herein represents our interpretation of any laws or regulations under the Internal Revenue Code of 1986, as amended.

Dated: December 21, 2016

CITIGROUP GLOBAL MARKETS INC., as
Underwriter


By 
Name Spencer F. Fam
Title Director

EXHIBIT A

TO CERTIFICATE OF UNDERWRITER

Re: \$18,570,000 Certificates of Participation (2016 Financing Project), Evidencing 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 (the "Certificates")

The Certificates are dated December 21, 2016, and are due on December 1, of the years, in the amounts, bearing interest at the rates, and first offered to the Public as described in the attached Certificate of Underwriter at the prices, in percentages and dollars, as follows:

Maturity Date (December 1)	Principal Amount	Interest Rate	Yield	Price
2017	\$ 315,000	4.00%	1.00%	102.812
2018	345,000	4.00	1.24	105.285
2019	360,000	4.00	1.51	107.143
2020	375,000	4.00	1.70	108.738
2021	385,000	4.00	1.92	109.765
2022	405,000	4.00	2.05	110.859
2023	420,000	4.00	2.20	111.532
2024	435,000	4.00	2.35	111.892
2025	455,000	4.00	2.50	111.954
2026	470,000	4.00	2.63	111.918
2027	490,000	4.00	2.75	100.809 ^c
2028	510,000	4.00	2.87	109.714 ^c
2029	530,000	4.00	3.00	108.541 ^c
2030	550,000	4.00	3.11	107.561 ^c
2031	575,000	4.00	3.23	106.503 ^c
2036	3,230,000	4.00	3.54	103.826 ^c
2041	3,930,000	4.00	3.68	102.643 ^c
2046	4,790,000	4.00	3.73	102.224 ^c

^c Priced to the December 1, 2026, par call date.