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December 21, 2016

Citigroup Global Markets Inc.
390 Greenwich Street, 2nd Floor,
New York, NY 10013

RELIANCE LETTER Regarding Final Approving Legal Opinion:
\$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

Ladies and Gentlemen:

We have this day released to the Mid-Peninsula Water District our final approving legal opinion with respect to the captioned financing.

The foregoing opinion may be relied upon by Citigroup Global Markets Inc., as underwriter, to the same extent as if such opinion was addressed to it.

Respectfully submitted,

