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December 21, 2016

The Bank of New York Mellon Trust Company, N.A.  
400 South Hope Street, Suite 500  
Los Angeles, CA 90071

***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

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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 The Bank of New York Mellon Trust Company, N.A., as trustee, to the same extent as if such opinion was addressed to it.

Respectfully submitted,

