

\$48,440,000
COUNTY OF MONTEREY
CERTIFICATES OF PARTICIPATION
(2015 PUBLIC FACILITIES FINANCING)

Closing Date: September 2, 2015

SCHEDULE OF TRANSCRIPT DOCUMENTS

A. BASE LEGAL DOCUMENTS

1. Ground Lease, dated as of September 1, 2015, by and between the County of Monterey (the “County”) and the County of Monterey Public Improvement Corporation (the “Corporation”), together with Certificate of Acceptance.
2. Lease Agreement, dated as of September 1, 2015 (the “Lease Agreement”), by and between the County and the Corporation.
3. Memorandum of Lease Agreement, dated as of September 1, 2015, by and between the County and the Corporation, together with Certificate of Acceptance.
4. Assignment Agreement, dated as of September 1, 2015, by and between the Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”).
5. Trust Agreement, dated as of September 1, 2015 (the “Trust Agreement”), by and among the County, the Corporation and the Trustee.
6. Continuing Disclosure Agreement, dated as of September 1, 2015, by and between the County and the Trustee.
7. Preliminary Official Statement, dated August 4, 2015, together with Rule 15c2-12 Certificate.
8. Certificate Purchase Agreement, dated August 18, 2015 (the “Purchase Agreement”), by and between Barclays Capital Inc. (the “Underwriter”) and the County.
9. Official Statement, dated August 18, 2015, signed by the Auditor-Controller of the County.

B. COUNTY DOCUMENTS

1. County Resolution No. 15-226, entitled “Resolution of the Board of Supervisors of the County of Monterey Authorizing the Execution and Delivery by the County of a Ground Lease, a Lease Agreement, a Trust Agreement, a Certificate Purchase Agreement and a Continuing Disclosure Agreement with Respect to the Execution and Delivery of County of Monterey Certificates of Participation (2015

Public Facilities Financing), Authorizing the Execution and Delivery of Such Certificates Evidencing Principal in an Aggregate Amount of Not to Exceed \$52,500,000, Authorizing the Distribution of an Official Statement in Connection Therewith and Authorizing Execution of Necessary Documents and Certificates and Related Actions,” adopted on July 28, 2015, certified by the Clerk of the Board of Supervisors of the County.

2. County Certificate Regarding Authority, Incumbency and Specimen Signatures.
3. Certificate of the County, pursuant to Section 9(c)(10) of the Purchase Agreement.
4. Written Request of the County to the Trustee, pursuant to Section 3.01 of the Trust Agreement.
5. Written Request No. 1 for Disbursements from the Cost of Issuance Fund, pursuant to Section 3.04 of the Trust Agreement.
6. Written Request No. 1 for Disbursements from the Acquisition Fund, pursuant to Section 3.03 of the Trust Agreement.
7. Tax Certificate of the County, together with the following exhibits:
 - i. Certificate of the Underwriter;
 - ii. Pricing Materials; and
 - iii. Reimbursement Resolution.
8. Certificate of Mailing Information Return for Tax-Exempt Governmental Bond Issues Form 8038-G to the Internal Revenue Service, together with Form 8038-G.
9. Acknowledgment of Receipt of Report of Proposed Debt Issuance from California Debt and Investment Advisory Commission (“CDIAC”), together with Report and Certificate of Mailing Report of Final Sale to CDIAC, together with Final Reports.
10. Evidence of Insurance, in accordance with Article V of the Lease Agreement.
11. CLTA Title Insurance Policy, pursuant to Section 5.02 of the Lease Agreement and Sections 9(c)(19) and 9(c)(20) of the Purchase Agreement.
12. Opinion of County Counsel addressed to the County and the Underwriter, pursuant to Section 9(c)(6) of the Purchase Agreement.

C. CORPORATION DOCUMENTS

1. Corporation Resolution No. 15-01, entitled “Resolution of the Board of Directors of the County of Monterey Public Improvement Corporation Authorizing the

Execution and Delivery by the Corporation of a Ground Lease, a Lease Agreement, a Trust Agreement and an Assignment Agreement with Respect to the Execution and Delivery of County of Monterey Certificates of Participation (2015 Public Facilities Financing), Authorizing the Execution and Delivery of Such Certificates Evidencing Principal in an Aggregate Amount of Not to Exceed \$52,500,000 and Authorizing the Execution of Necessary Documents and Certificates and Related Actions in Connection Therewith,” adopted on June 5, 2015, certified by the President of the Corporation.

2. Corporation Certificate Regarding Authority, Incumbency and Specimen Signatures.
3. Certificate of the Corporation, pursuant to Section 9(c)(9) of the Purchase Agreement.
4. Certificate of Status – Domestic Corporation, issued by the California Secretary of State.
5. Certificate regarding effectiveness of the Corporation’s Articles of Incorporation and Bylaws, certified by the President of the Corporation, together with a copy of the Articles of Incorporation, certified by the Secretary of State and a copy of the Corporation’s Bylaws.
6. Opinion of Corporation Counsel addressed to the County and the Underwriter, pursuant to Section 9(c)(4) of the Purchase Agreement.

D. TRUSTEE DOCUMENTS

1. Certificate of The Bank of New York Mellon Trust Company, N.A., together with Authorized Signer(s) Certificate and excerpts from Bylaws, pursuant Sections 9(c)(11) and 9(c)(13) of the Purchase Agreement.
2. Receipt for the Purchase Price.
3. Specimen Certificates of Participation.
4. Opinion of Trustee’s Counsel, addressed to the Underwriter, the County and the Corporation, pursuant to Section 9(c)(5) of the Purchase Agreement.

E. UNDERWRITER DOCUMENTS

1. Preliminary and Final Blue Sky Memorandum.
2. Rating Letters from Standard & Poor’s Ratings Services and Fitch Ratings.
3. Receipt for Certificates.
4. Closing Memorandum of the Underwriter.

5. Opinion of Underwriter's Counsel, pursuant to Section 9(c)(7) of the Purchase Agreement.

F. SPECIAL COUNSEL AND DISCLOSURE COUNSEL DOCUMENTS

1. Final Opinion of Special Counsel addressed to the County, pursuant to Section 9(c)(2) of the Purchase Agreement.
2. Supplemental Opinion of Special Counsel addressed to the Underwriter, pursuant to Sections 9(c)(2) and 9(c)(3) of the Purchase Agreement.
3. Disclosure Counsel Opinion addressed to the County and the Underwriter, pursuant to Section 9(c)(8) of the Purchase Agreement.
4. Reliance Letter addressed to the Trustee.

G. MISCELLANEOUS

1. Instruction Letter to Title Company with Acknowledgment.
2. Interested Parties List.

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