

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

CERTIFICATE OF THE COUNTY

The undersigned, County of Monterey, a county and political subdivision of the State of California organized and existing under and by virtue of the laws of the State of California (the "County"), hereby states and certifies:

(a) that Ron Holly is the duly appointed, qualified and acting Chief Deputy Auditor-Controller of the County and, as such, is an "Authorized County Representative," as such term is defined in the Trust Agreement, dated as of September 1, 2015 (the "Trust Agreement"), by and among The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), the County of Monterey Public Improvement Corporation (the "Corporation") and the County, and, as such, is familiar with the facts herein certified and is authorized and qualified to certify the same;

(b) that the representations and warranties of the County contained in the Certificate Purchase Agreement, dated August 18, 2015 (the "Purchase Agreement"), by and between Barclays Capital Inc. and the County, are true and correct on and as of the date hereof with the same effect as if made on the date hereof;

(c) that the County has complied with and performed all of its covenants and agreements in the Purchase Agreement required to be complied with on and as of the date hereof;

(d) that no event has occurred, and no information has become known that makes untrue or incorrect any statement or information contained in the Official Statement (excluding therefrom information relating to DTC and the book-entry system and the information under the caption "UNDERWRITING"), dated August 18, 2015 (the "Official Statement"), related to the County of Monterey Certificates of Participation (2015 Public Facilities Financing) evidencing principal in the aggregate amount of \$48,440,000 (the "2015 Certificates"), or is not reflected in the Official Statement but should be stated therein or that is necessary to make the statements and information contained therein, in light of the circumstances under which they were made, not misleading;

(e) that, except as disclosed in the Official Statement, no litigation is pending or, to the best of the undersigned's knowledge, threatened against the County (i) in any way questioning the corporate existence of the County or the titles of the officers of the County to their respective offices; (ii) seeking to restrain or enjoin the delivery of the 2015 Certificates, or the annual appropriation or payment of the Base Rental Payments as required under the Lease Agreement, dated as of September 1, 2015 (the "Lease Agreement"), by and between the County and the Corporation; (iii) in any way contesting or affecting the validity of the 2015 Certificates or any of the Certificate Documents; (iv) in any way contesting the powers of the County to cause the execution and delivery of the 2015 Certificates and the performance of its obligations

contained therein or the execution and delivery of the Trust Agreement or any of the Certificate Documents and the performance of its obligations contained therein or with respect thereto; (v) contesting the tax-exempt status of payments of the general character of the Base Rental Payments as would be received by the Trustee or of interest as would be received by the Owners of the 2015 Certificates; (vi) which would be likely to result in any material adverse change in the business, properties, assets or the financial condition of the County or to have a material adverse effect on the ability of the County to meet its obligations under any of the Certificate Documents or with respect to the 2015 Certificates, the Trust Agreement, the Continuing Disclosure Agreement, dated as of September 1, 2015, by and between the County and the Trustee, or the Lease Agreement; or (vii) asserting that the Official Statement contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; and

(f) there has not occurred an adverse change in the financial position, results of operation or financial condition of the County which may result in any material adverse change in the business, properties, assets or the financial condition of the County or which may have a material adverse effect on the ability of the County and the Corporation to meet their respective obligations under the Certificate Documents.

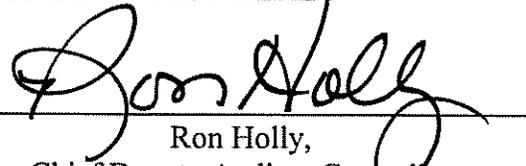
[Remainder of Page Intentionally Left Blank]

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Purchase Agreement.

Dated: September 2, 2015

COUNTY OF MONTEREY

By: _____


Ron Holly,
Chief Deputy Auditor-Controller