TAX CERTIFICATE

This Tax Certificate is executed and delivered by the County of Monterey (the "County") in connection with the execution and delivery of the Certificates of Participation (2015 Public Facilities Financing), in the principal amount of $48,440,000 (the "Certificates"), evidencing and representing certain base rental payments to be made by the County pursuant to that Lease Agreement, dated as of September 1, 2015 (the "Lease," and collectively with the Certificates, the "Obligations"), by and between the County and the County of Monterey Public Improvement Corporation (the "Corporation"). The Certificates are being executed and delivered pursuant to a Trust Agreement, dated as of September 1, 2015 (the "Trust Agreement"), by and among the County, the Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). Pursuant to Section 6.09 of the Trust Agreement, and in part pursuant to Treasury Regulations Section 1.148-2(b)(2), the County certifies, covenants, warrants and represents as follows:

ARTICLE 1

IN GENERAL

1.1 The County. The County is a political subdivision of the State of California. The County has the general authority to exercise the power of eminent domain in furtherance of its governmental purposes.

1.2 Delivery of the Certificates. On the date hereof, in exchange for receipt of good funds, the County is delivering the Certificates to Barclays Capital Inc., as the underwriter thereof (the "Underwriter"), for resale to the general public

1.3 Purpose of Tax Certificate. The County is delivering this Tax Certificate to Orrick, Herrington & Sutcliffe LLP, as Special Counsel (the "Special Counsel"), with the understanding that Special Counsel will rely in part upon this Tax Certificate in rendering its opinion that interest on the Obligations is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986.

1.4 Purpose of Financing. The Obligations are being issued to finance certain capital improvements to the 1441 Schilling Place project and the Courthouse Complex project as further described in the official statement prepared for the Obligations (the "Project"), and pay the costs incurred in connection with the execution and delivery of the Obligations.

1.5 Single Issue; Separate Issue. All the Obligations were sold to the Underwriter on August 18, 2015 (the "Sale Date"), pursuant to the same plan of financing, and are expected to be paid out of substantially the same source of funds. No other governmental obligations which are expected to be paid out of substantially the same source of funds as the Obligations have been or will be sold within the 31-day period beginning 15 days before the Sale Date pursuant to the same plan of financing as the Obligations.

1.6 Definitions. Capitalized terms used and not otherwise defined herein shall have the respective meanings set forth in the Trust Agreement. Unless the context otherwise requires, the following capitalized terms have the following meanings for purposes of this Tax Certificate:

"Adjusted Gross Proceeds" means Gross Proceeds, adjusted as set forth in Treasury Regulations Section 1.148-7(c)(3). Thus, Adjusted Gross Proceeds generally means Gross Proceeds, less Gross Proceeds held in the Bona Fide Debt Service Funds.

"Available Construction Proceeds" means all Sale Proceeds, less the amount of such Sale Proceeds used to pay the costs of executing and delivering the Obligations, plus all Investment Proceeds received, accrued or reasonably expected to be earned thereon.

"Bona Fide Debt Service Funds" means those funds and accounts (or portions of those funds and accounts) identified in Section 3.4.3 of this Tax Certificate.

"Closing Date" means the date of this Tax Certificate.

"Code" means the Internal Revenue Code of 1986 (including amendments thereto), and the applicable Treasury Regulations promulgated thereunder.

"Governmental Unit" means any state, or political subdivision of a state, but excludes the United States of America and its agencies or instrumentalities.

"Gross Proceeds" has the meaning used in Section 1.148-1(b) of the Treasury Regulations, and generally means all proceeds derived from or relating to the Obligations, including amounts received as a result of investing the Sale Proceeds and amounts pledged or expected to be used to pay debt service on the Obligations.

"Investment Proceeds" means the earnings from the investment and reinvestment of all Sale Proceeds, together with the earnings from the reinvestment thereof.

"Investment Property" means any security or obligation (other than a Tax-Exempt Obligation), any annuity contract, or any other investment-type property.

"Net Sale Proceeds" means Sale Proceeds, less such portion of the amount invested as part of a "minor portion" pursuant to Section 148(e) of the Code.

"Nongovernmental Person" means any person or entity other than a Governmental Unit.

"Nonpurpose Investment" means any Investment Property in which Gross Proceeds are invested.

"Obligation Year" means the period beginning on the Closing Date and ending on September 2, 2016 (or on an earlier date selected by the County in accordance with Treasury Regulations Section 1.148-1(b)) and each successive one-year period thereafter. The last Obligation Year will end on the last day on which any component of the Obligations is outstanding.

"Opinion of Counsel" means a written opinion of nationally recognized bond counsel to the effect that an action or inaction will not impair the exclusion of the interest payable with respect to the Obligations from gross income for purposes of federal income taxation.

"Preliminary Expenditures" means architectural, engineering, surveying, soil testing, costs of executing and delivering the Obligations, and similar costs paid with respect to the Project in an aggregate amount not exceeding 20% of the issue price of the Obligations. However, Preliminary Expenditures do not include land acquisition, site preparation or similar costs incident to the commencement of construction.

"Rebate Requirement" means the amount of rebatable arbitrage computed as of the last day of any Obligation Year pursuant to Section 1.148-3 of the Treasury Regulations.

"Restricted Amount" has the meaning set forth in Section 3.5 of this Tax Certificate.

"Sale Proceeds" means $52,410,464.40, which is the principal amount of the Certificates ($48,440,000.00), plus original issue premium thereon ($3,970,464.40)

"Tax Certificate" means this Tax Certificate.

"Tax-Exempt Obligation" means any obligation the interest on which is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code or Section 103 of the Internal Revenue Code of 1954, as amended (the "1954 Code"), and Title XIII of the Tax Reform Act of 1986, as amended, as well as stock in a regulated investment company to the extent at least 95 percent of income to the stockholder is treated as interest that is excludable from gross income under Section 103 of the Code.

"Yield" means that discount rate described in Section 4.1 of this Tax Certificate.

1.7 Reliance. With respect to certain matters contained in this Tax Certificate, the County specifically relies upon certifications of the Underwriter outlined in the Certificate of the Underwriter attached hereto as Exhibit A, and any other exhibit attached hereto. The County is not aware of any facts or circumstances that would cause it to question the accuracy or reasonableness of any representation made in this Tax Certificate or in the exhibits hereto.

ARTICLE 2

GENERAL TAX LIMITATIONS

2.1 Application of Sale Proceeds; Investment Earnings.

The Sale Proceeds will be used or allocated as follows:

Costs of Issuance Fund	$ 221,573.22
Acquisition Fund	52,000,000.00
Underwriter's Discount	188,891.18
TOTAL	$52,410,464.40

Pricing numbers for the Obligations are attached hereto as Exhibit B.

Interest or profits received with respect to investments held in any of the funds or accounts established under the Trust Agreement shall be retained therein.

2.2 Expenditure of Gross Proceeds. For purposes of this Tax Certificate, Gross Proceeds will be treated as spent when they are used to pay or reimburse disbursements by the County that are (i) capital expenditures relating to the Project, (ii) costs of executing and delivering the Obligations, (iii) initial operating expenses directly associated with the Project (in aggregate amount not exceeding 5% of the Sale Proceeds), or (iv) other miscellaneous expenditures described in Treasury Regulations Section 1.148-6(d)(3)(ii). The County hereby covenants, certifies and warrants that no disbursement to be paid or reimbursed from Gross Proceeds shall have been previously paid or reimbursed from the proceeds of any other obligation, whether issued by the County or any other party. Absent an Opinion of Counsel, all expenditures of Gross Proceeds allocable to the Project will be made in respect of (a) Preliminary Expenditures, (b) capital expenditures reimbursed in respect of payments made by the County on or after 60 days prior to the date a reimbursement resolution was properly adopted by such applicable party, (c) costs of executing and delivering the Obligations, (d) other payments made by the County on or after the Closing Date, or (e) reimbursements in a de minimis amount, not to exceed $100,000 (or five percent of the amount of Sale Proceeds, if less). In connection with all expenditures of Gross Proceeds described in (b), the reimbursement allocation will be made no later than the later of 18 months after the Closing Date or the date on which the Project to which such expenditure relates is placed in service, but in no event later than three years after the date of expenditure.

The amount of reimbursements is set forth in the Form 8038-G, and a copy of the applicable resolution is attached hereto as Exhibit C.

2.3 Governmental Bond Status. The County will not loan more than 5% of the proceeds of the Obligations to one or more Nongovernmental Persons. The County will not allow more than 10% of Sale Proceeds and Investment Proceeds of the Obligations, or the Project, to be used directly or indirectly by any Nongovernmental Person in any trade or business, other than as a member of the general public. For purposes of the preceding sentence, "10%" is reduced to "5%" for nongovernmental use of any facilities financed from proceeds of the Obligations which are disproportionate to or not related to the governmental purposes of the Obligations. Absent an Opinion of Counsel, for purposes of this Section 2.3, a Nongovernmental Person will be treated as "using" proceeds of the Obligations (as defined herein, "Private Use") to the extent the Nongovernmental Person:

(a) borrows proceeds of the Obligations,

(b) uses the Project (e.g., as owner, lessee, service provider, operator or manager),

(c) acquires the output (or throughput) of the Project, or

(d) acquires or uses technology developed at the Project.

As used in this Tax Certificate, use by Nongovernmental Persons pursuant to (i) certain short-term use arrangements, as provided under Treasury Regulations Section 1.141-3, or (ii) any contract for the management or operation of any portion of the Project to the extent requirements set forth in IRS Revenue Procedure 97-13, as modified by Revenue Procedure 2001-39 and Notice 2014-67, are met, do not count against the 10% (or 5%, as applicable) limits provided herein.

2.4 Change in Use. The County reasonably expects to use all proceeds of the Obligations and all facilities that are financed and refinanced from proceeds of the Obligations as set forth in Section 2.3 of this Tax Certificate for the entire stated term to maturity of the Obligations. Absent an Opinion of Counsel, the County in fact will use all proceeds of the Obligations and each facility financed and refinanced from proceeds of the Obligations as set forth in Section 2.3 of this Tax Certificate.

2.5 Registered Form. The Obligations are being issued in registered form.

2.6 Federal Guarantee. The County will not directly or indirectly use or permit the use of any proceeds of the Obligations or any other funds of the County or any related party or take or omit to take any action that would cause the Obligations to be obligations that are "federally guaranteed" within the meaning of Section 149(b) of the Code. In furtherance of this covenant, the County will not allow the payment of principal or interest with respect to the Obligations to be guaranteed (directly or indirectly) in whole or in part by the United States or any agency or instrumentality thereof. Except as provided in the next sentence, the County will not use 5% or more of the proceeds of the Obligations to make or finance loans the payment of principal or interest with respect to which is guaranteed in whole or in part by the United States or any agency or instrumentality thereof, nor will it invest 5% or more of the proceeds in federally insured deposits or accounts. The preceding sentence shall not apply to:

(a) investments in the Costs of Issuance Fund and the Acquisition Fund during the temporary periods described in Section 3.7 and Section 3.8 of this Tax Certificate;

(b) investments in Bona Fide Debt Service Funds; and

(c) investments in obligations issued by the United States Department of Treasury.

2.7 Information Reporting. The County will cause a properly completed and executed IRS Form 8038-G to be filed with respect to the Obligations no later than November 15, 2015.

2.8 No Pooling. The County will not use any proceeds of the Obligations directly or indirectly to make or finance loans to two or more ultimate borrowers.

2.9 No Hedge Bonds. The County reasonably expects that more than 85% of Net Sale Proceeds will be expended for governmental purposes of the Obligations before September 2, 2018. The County also reasonably expects that at least 10% of the Net Sale Proceeds will be expended for governmental purposes of the Obligations before September 2, 2016, and that at least 30% of the Net Sale Proceeds will be expended for governmental purposes of the Obligations before September 2, 2017. Not more than 50% of proceeds of the Obligations will be invested in Nonpurpose Investments having a substantially guaranteed yield for four years or more. In addition, the payment of legal and underwriting costs associated with issuance of the Obligations is not contingent, and at least 95% of all legal and underwriting costs associated with issuance of the Obligations will be paid no later than 180 days after the Closing Date.

2.10 No Refunding. None of the Net Sale Proceeds of the Obligations will be used to pay principal, interest, or call premium on any other governmental obligations.

2.11 Retention of Records. The County covenants to maintain all records relating to the requirements of the Code and the representations, certifications and covenants set forth in this Tax Certificate until the date three years after the last outstanding Obligation has been retired. If any of the Obligations is refunded or prepaid by other Tax-Exempt Obligations (the "Refunding Obligations"), the County covenants to maintain all records required to be retained by this Section until the later of the date three years after the last outstanding Obligations have been retired or the date three years after the last Refunding Obligations have been retired. The records that must be retained include, but are not limited to:

(i) Basic records and documents relating to the Obligations (including the Trust Agreement, the Lease, this Tax Certificate and the opinion of Special Counsel);

(ii) Documentation evidencing the expenditure of Obligation proceeds;

(iii) Documentation evidencing the use of the Project by public and private sources (i.e., copies of management contracts, research agreements, leases, etc.);

(iv) Documentation evidencing all sources of payment or security for the Obligations; and

(v) Documentation pertaining to any investment of Obligation proceeds (including the purchase and sale of securities, SLGs subscriptions, yield calculations for each class of investments, actual investment income received from the investment of proceeds, guaranteed investment contracts, and rebate calculations).

2.12 Allocations. The County expects that allocations of Sale Proceeds to reimbursements will occur not later than 30 days after the Closing Date. All other allocations of Sale Proceeds to expenditures of the Project will occur not later than 18 months after the date of the expenditure or 18 months after the date the facility to which the expenditure relates is completed and actually operating at substantially the level for which it was designed, but in all events not later than 60 days after the fifth Obligation Year (or 60 days after none of the Obligations are outstanding, if earlier).

For purposes of governmental use, the County will allocate amounts that are not proceeds of a tax-exempt borrowing to portions of the Project expected to have private business use (if any) using a reasonable and consistently applied accounting method, including allocating such amounts to discrete portions of the Project (for example, based on actual costs, total space, or fair market value), or on the basis of an undivided portion allocation, or other reasonable method.

ARTICLE 3

ARBITRAGE GENERAL

3.1 Reasonable Expectations; Reliance on Others. This Article 3 states the reasonable expectations of the County with respect to the amounts and uses of proceeds of the Obligations and certain other funds. The expectations of the County concerning certain uses of Obligation proceeds and certain other moneys described herein and other matters are based in whole or in part upon representations of other parties as set forth in this Tax Certificate or any exhibit thereto. The County is not aware of any facts or circumstances that would cause them to question the accuracy or reasonableness of any representations made in this Tax Certificate, including any exhibit attached to this Tax Certificate.

3.2 Issue Price. The County is delivering the Certificates to the Underwriter on the date hereof in exchange for payment of the total amount of Sale Proceeds, less underwriter's discount thereon. Based upon advice of the Underwriter, the Certificates have been reoffered to the public (excluding any bond house, broker or other intermediary) at the prices set forth in the schedule attached to Exhibit A, and the initial reoffering prices were reasonable under customary standards in the applicable tax-exempt market as of the Sale Date.

3.3 Funds and Accounts. Pursuant to the Trust Agreement, the County will cause the following funds and accounts to be established and maintained:

Acquisition Fund
Base Rental Payment Fund
Costs of Issuance Fund
Interest Fund
Prepayment Fund
Principal Fund
Rebate Fund

The County does not expect that either it or any other person benefiting from the execution and delivery of the Obligations will use any moneys in any fund or account, other than the Bona Fide Debt Service Funds, to pay principal of, redemption premium, or interest on the Obligations; nor is any other fund or account, however established, so pledged as security for the Obligations that there is a reasonable assurance that amounts held in such other fund or account will be available if needed to pay debt service on the Obligations.

3.4 Debt Service Funds.

3.4.1 Payment of the Obligations. The Obligations are limited obligations of the County payable from Base Rental Payments and from earnings from the investment and reinvestment of Sale Proceeds and certain other moneys held by the Trustee. The property subject to the Lease is not the Project, and the County has immediate occupancy to such premises. Accordingly, Base Rental Payments commence with the Closing Date.

3.4.2 Revenues. All Base Rental Payments are to be collected and deposited to the Base Rental Payment Fund and applied as provided in the Trust Agreement. Payments of debt service on the Obligations are expected to be derived from current revenues of the County in each year, and current revenues are expected to equal or exceed debt service on the Obligations during each payment period. Therefore, all amounts transferred to and from the Base Rental Payment Fund are expected to be derived from current revenues.

3.4.3 Match Between Revenues and Debt Service. The Base Rental Payment Fund, the Interest Fund, the Principal Fund and the Prepayment Fund (collectively, the "Bona Fide Debt Service Funds") will be used primarily to achieve a proper matching of revenues and debt service within each Obligation Year. Such funds in the aggregate will be depleted at least once a year except for a carryover amount not to exceed the greater of the earnings on such funds for the immediately preceding Obligation Year or 1/12th of the debt service in respect of the Obligations for the immediately preceding Obligation Year. Amounts contributed to any such fund will be spent to pay debt service on the Obligations within thirteen months after the date of such contribution, and any amounts received from the investment or reinvestment of moneys held in such funds will be expended within one year after the date of accumulation thereof in any such fund. To the extent the provisions of this Section 3.4 hereof are satisfied, amounts in the Bona Fide Debt Service Funds will be invested without regard to yield.

3.5 No Reserve Fund. No reserve fund is established in connection with Obligations on the date hereof.

3.6 Rebate Fund. A special fund designated the Rebate Fund has been established pursuant to the Trust Agreement. The Trustee is required to keep the Rebate Fund separate and apart from all other funds and moneys held by it and to administer the Rebate Fund as directed by the County. The County has covenanted not to use moneys on deposit in any fund or account in connection with the Obligations in a manner which would cause the Obligations to be arbitrage bonds within the meaning of Section 148 of the Code. The amount required to be held in the Rebate Fund at any point in time is determined pursuant to the requirements of the Code, including particularly Section 148(f) of the Code and Treasury Regulations applicable thereto. Moneys in the Rebate Fund are neither pledged to nor expected to be used to pay debt service in respect of the Obligations. Sale Proceeds and Investment Proceeds held in the Rebate Fund, if any, shall be invested as set forth in Section 4.4 of this Tax Certificate. All other amounts in the Rebate Fund will be invested without regard to yield.

3.7 Costs and Expenses. There is established under the Trust Agreement a Cost of Issuance Fund to pay for the costs of executing and delivering the Obligations. Sale Proceeds deposited therein may be invested as set forth in Section 3.8 herein.

3.8 Acquisition Fund. As set forth in Section 2.1 herein, certain Sale Proceeds are deposited in the Acquisition Fund on the Closing Date to fund the Project. The County reasonably expects that 85% of the Net Sale Proceeds will be spent to pay costs of executing and delivering the Obligations and costs of the Project before September 2, 2018. The County heretofore has incurred or within six months hereafter will incur a binding obligation to one or more unrelated parties involving an expenditure of not less than 5% of Net Sale Proceeds. Completion of the Project will proceed with due diligence. Amounts held in the Acquisition Fund and Investment Proceeds earned thereon will be invested without regard to yield through September 2, 2018. The County expects to commit the amount of Net Sale Proceeds to contracts for the Project shortly after the Closing Date, even though actual expenditure of such proceeds will take approximately three years from the Closing Date.

3.9 No Other Replacement Proceeds. Neither the County nor any related person will use any Gross Proceeds of the Obligations directly or indirectly to replace funds of the County or any related person, which funds are or will be used directly or indirectly to acquire Investment Property reasonably expected to produce a yield that is materially higher than the yield on the Obligations. The weighted average maturity of the Obligations, 18.53 years, does not exceed 120% of the expected weighted average economic useful life of the Project.

3.10 No Overissuance. Taking into account anticipated investment earnings, proceeds from the sale of the Obligations do not exceed the amount necessary to finance the Project and pay costs of executing and delivering the Obligations.

3.11 No Abusive Arbitrage Device. The Obligations are not and will not be part of a transaction or series of transactions that (a) enables the County or any related person to exploit the difference between tax-exempt and taxable interest rates to gain a material financial advantage, and (b) overburdens the market for tax-exempt obligations in any manner, including, without limitation, by selling bonds that would not otherwise be sold, or selling more bonds, or issuing bonds sooner, or allowing bonds to remain outstanding longer, than otherwise would be necessary.

3.12 No Expected Sale. It is not expected that the Project or any part thereof financed or refinanced in whole or in part by the Obligations will be sold or otherwise disposed of before September 1, 2045, the last scheduled maturity date of the Obligations.

ARTICLE 4

ARBITRAGE - YIELD AND YIELD RESTRICTION

4.1 Yield. For purposes of this Tax Certificate, yield is calculated as set forth in Code Section 148(h) and Treasury Regulations Sections 1.148-4 and 1.148-5. Thus, yield generally means that discount rate which when used in computing the present value of all unconditionally payable payments representing principal and interest with respect to an obligation and the cost of qualified guarantees (if any) paid and to be paid with respect to such obligation produces an amount equal to the issue price of the obligation. The yield on the Obligations shall be determined on an aggregate basis by treating all payments of principal and interest with respect to the Obligations as if paid with respect to a single obligation issued on the Closing Date for an amount equal to the issue price of the Obligations. The issue price of the Obligations is equal to the amount of the Sale Proceeds, which issue price represents the price at which the Obligations were offered to the public (excluding bond houses, brokers and other intermediaries) as represented by the Underwriter as set forth in Exhibit A hereto. For purposes hereof, yield shall be calculated on a 360-day year basis with interest compounded semi-annually. The yield on the Obligations has been calculated to be at least 3.63355%.

4.2 No Qualified Guarantee. No qualified guarantee is being obtained in connection with the Obligations on the date hereof.

4.3 No Qualified Hedges. No contract has been, and (absent an Opinion of Counsel) no contract will be entered into to modify the County's risk of interest rate changes with respect to the Obligations (e.g., an interest rate swap, an interest rate cap, a futures contract, a forward contract, or an option).

4.4 Yield Restriction. Absent an Opinion of Counsel, if (A) any Sale Proceeds or Investment Proceeds remaining in the Costs of Issuance Fund and the Acquisition Fund after three years from the Closing Date, plus (B) any amounts held in Bona Fide Debt Service Funds and remaining unexpended after 13 months from the date of accumulation in any such funds, plus (C) any Sale Proceeds or Investment Proceeds held in the Rebate Fund, at any time in the aggregate exceeds $100,000, the excess will be invested either (i) in Investment Property with a yield not exceeding the yield on the Obligations, (ii) in assets that are not treated as Investment Property (e.g., Tax-Exempt Obligations), or (iii) in assets that satisfy the requirements for qualified yield reduction payments set forth in Treasury Regulations Section 1.148-5(c), subject to the limitation set forth in Section 1.148-10(b)(1)(ii).

ARTICLE 5

REBATE

5.1 Undertakings. Pursuant to the Trust Agreement, the County has covenanted to comply with certain requirements of the Code. The County acknowledges that the United States Department of the Treasury has issued regulations with respect to certain of these undertakings, including the proper method for computing whether any rebate amount is due the federal government under Section 148(f) of the Code. (Treasury Regulations Sections 1.148-1 through 1.148-11, 1.150-1 and 1.150-2.) The County further acknowledges that the United States Department of the Treasury may yet issue additional regulations with respect to certain other of these undertakings. The County covenants that it will undertake to determine what is required with respect to the rebate provisions contained in Section 148(f) of the Code and said regulations from time to time and will comply with any requirements that may apply to the Obligations. Except to the extent inconsistent with any requirements of the Code or future regulations, the County will undertake the methodology described in this Tax Certificate.

5.2 Recordkeeping. The County shall maintain or cause to be maintained detailed records with respect to each Nonpurpose Investment attributable to Gross Proceeds, including: (a) purchase date; (b) purchase price; (c) information establishing fair market value on the date such investment became a Nonpurpose Investment; (d) any accrued interest paid; (e) face amount; (f) coupon rate; (g) periodicity of interest payments; (h) disposition price; (i) any accrued interest received; and (j) disposition date. Such detailed recordkeeping is required to facilitate the calculation of the Rebate Requirement.

5.3 Rebate Requirement Calculation and Payment.

(a) The County will prepare or cause to be prepared an annual calculation of the Rebate Requirement consistent with the rules described in this Section 5.3. The County will complete the calculation of the Rebate Requirement no less frequently than within 55 days after the close of the fifth Obligation Year, within 55 days after the close of each succeeding fifth

Obligation Year and within 55 days after the first date on which there are no outstanding Obligations.

(b) For purposes of calculating the Rebate Requirement (i) the aggregate amount earned with respect to a Nonpurpose Investment shall be determined by assuming that the Nonpurpose Investment was acquired for an amount equal to its fair market value (determined as provided in Section 1.148-5(d)(6) of the Treasury Regulations, as applicable) at the time it becomes a Nonpurpose Investment, and (ii) the aggregate amount earned with respect to any Nonpurpose Investment shall include any unrealized gain or loss with respect to the Nonpurpose Investment (based on the assumed purchase price at fair market value and adjusted to take into account amounts received with respect to the Nonpurpose Investment and earned original issue discount or premium) on the first date when there are no outstanding Obligations or when the investment ceases to be a Nonpurpose Investment.

(c) The County shall pay to the United States Department of the Treasury not later than 60 days after the end of the fifth Obligation Year and each succeeding fifth Obligation Year, an amount equal to 90% and, not later than 60 days after the first date when there are no outstanding Obligations, an amount equal to 100% of the Rebate Requirement (determined as of the end of the immediately preceding Obligation Year), all as set forth in Section 1.148-3 of the Treasury Regulations.

(d) Each payment required to be made pursuant hereto shall be filed with the Internal Revenue Service Center, Ogden, Utah 84201, on or before the date such payment is due, and shall be accompanied by Form 8038-T. The County shall retain records of the calculations required by this Section 5.3 until three years after the retirement of the last of the Obligations.

5.4 Exceptions from Rebate Requirement.

(a) Bona Fide Debt Service Funds Exception. The Rebate Requirement will not apply to Gross Proceeds held in the Bona Fide Debt Service Funds to the extent that the provisions of Section 3.4.3 hereof are satisfied.

(b) Six Month Expenditures Exception. In general, the Adjusted Gross Proceeds of the Obligations will be exempt from the Rebate Requirement if all such Adjusted Gross Proceeds actually are spent within six months of the Closing Date.

(c) Eighteen-Month Expenditure Exception. In general, no rebate calculations will be required with respect to Sale Proceeds or Investment Proceeds, if at least 15% of expected Adjusted Gross Proceeds actually are spent within six months after the Closing Date, at least 60% of expected Adjusted Gross Proceeds actually are spent within twelve months after the Closing Date, and 100% of such actual Adjusted Gross Proceeds actually are spent within eighteen months after the Closing Date. The requirement that 100% of such actual Adjusted Gross Proceeds be spent within eighteen months after the Closing Date will be met if at least 95% of such Adjusted Gross Proceeds is spent within eighteen months and the remainder is held as a reasonable retainage, as permitted by contracts with the County's contractors, and such remainder is spent within thirty months after the Closing Date.

(d) Two-Year Construction Expenditures Exception. In determining the amount of Available Construction Proceeds as of any date, there shall be included the amount of investment earnings reasonably expected after such date, together with investment earnings actually received or accrued as of such date. See Section 1.6 of this Tax Certificate, defining "Available Construction Proceeds." The County reasonably expects that at least 75% of Available Construction Proceeds will be expended for construction expenditures with respect to the Project. For purposes of this section, construction expenditures include costs of reconstruction and rehabilitation, but do not include costs of acquiring any interest in land or other existing real or personal property. In general, no rebate calculations will be required in respect of Available Construction Proceeds if Available Construction Proceeds in fact are spent at least as quickly as follows:

10%	within six months after the Closing Date
45%	within twelve months after the Closing Date
75%	within eighteen months after the Closing Date
100%	within twenty-four months after the Closing Date

The requirement that 100% of Available Construction Proceeds be spent within twenty-four months after the Closing Date will be met if at least 95% of Available Construction Proceeds is spent within twenty-four months and the remainder is held as a reasonable retainage, as permitted by contracts with the County's contractors, and such remainder is spent within thirty-six months after the Closing Date. In determining the amount of Available Construction Proceeds as of any date, there shall be included the amount of investment earnings reasonably expected after such date, together with investment earnings actually received or accrued as of such date.

The County does not expect to meet this or any other spending exception.

5.5 Investments and Dispositions.

(a) General Rule. No Investment Property may be acquired with Gross Proceeds for an amount (including transaction costs, except as otherwise provided in Section 1.148-5(e) of the Treasury Regulations) in excess of the fair market value of such Investment Property. No Investment Property may be sold or otherwise disposed of for an amount (including transaction costs, except as otherwise provided in Section 1.148-5(e) of the Treasury Regulations) less than the fair market value of the Investment Property.

(b) Fair Market Value. In general, the fair market value of any Investment Property is the price a willing buyer would pay to a willing seller to acquire the Investment Property, with no amount paid artificially to reduce or increase the yield on such Investment Property. This Section 5.5 describes various safe harbors for determining fair market value. With an Opinion of Counsel, other methods may be used to establish fair market value, provided, however, that such methods comply with the requirements of Section 1.148-5(d)(6) of the Treasury Regulations.

(c) Arm's-length Purchases and Sales. If Investment Property is acquired pursuant to an arm's length transaction without regard to any amount paid to reduce the yield on the Investment Property, the fair market value of the Investment Property shall be the amount paid for the Investment Property (without increase for transaction costs, except as otherwise provided in Section 1.148-5(e) of the Treasury Regulations). If Investment Property is sold or otherwise disposed of in an arm's length transaction without regard to any reduction in the disposition price to reduce the Rebate Requirement, the fair market value of the Investment Property shall be the amount realized from the sale or other disposition of the Investment Property (without reduction for transaction costs, except as otherwise provided in Section 1.148-5(e) of the Treasury Regulations).

(d) SLGS. If a United States Treasury obligation is acquired directly from or disposed of directly to the United States Department of the Treasury (as in the case of the United States Treasury Securities - State and Local Government Series), such acquisition or disposition shall be treated as establishing a market for the obligation and as establishing the fair market value of the obligation.

(e) Investment Contracts. The purchase price of any Investment Property acquired pursuant to an investment contract (within the meaning of Section 1.148-1(b) of the Treasury Regulations) shall be determined as provided in Section 1.148-5 of the Treasury Regulations. No investment contract shall be acquired with Gross Proceeds unless the requirements of Section 1.148-5 of the Treasury Regulations and this Section 5.5 (e) are satisfied. With respect to any investment contract, the County will obtain from the provider of the investment contract, broker thereof or other party, such information, certification or representation as will enable the County to determine that these requirements are satisfied.

The purchase price of an investment contract will be considered to be fair market value if:

(1) the County has made (or has had made on its behalf) a bona fide solicitation for the investment contract; the solicitation must have specified the material terms of the investment contract (i.e., all the terms that could directly or indirectly affect the yield or the cost of the investment including the collateral security requirements for the investment contract) and, unless the moneys invested pursuant to such investment contract will be held in a reasonably required reserve fund or the Bona Fide Debt Service Funds, the County's reasonably expected drawdown schedule for the moneys to be invested; the solicitation has a legitimate business purpose (i.e., a purpose other than to increase the purchase price or reduce the yield) for every term of the bid specification;

(2) all bidders have an equal opportunity to bid so that, for example, no bidder is given the opportunity to review other bids (a last look) before bidding;

(3) the County solicits bids from at least three (3) investment contract providers with established industry reputations as competitive providers of investment contracts;

(4) the County includes in the bid specifications a statement to potential bidders that by submitting a bid, the provider is making certain representations that the bid is bona fide, and specifically that 1) the bidder did not consult with any other potential provider about its bid, 2) the bid was determined without regard to any other formal or informal agreement that the potential provider had with the issuer or any other person, and 3) the bid was

not submitted solely as a courtesy to the issuer or any other person for purposes of satisfying the requirements of Section 1.148-5 of the Treasury Regulations;

(5) at least three bids meeting the qualification requirements of the bid solicitation (as set forth in (1) above) have been received from different providers of investment contracts that have no material financial interest in the Obligations (the following investment contract providers are considered to have a material financial interest in the issue: 1) a lead underwriter in a negotiated underwriting, but only until 15 days after the issue date of the issue, 2) an entity acting as a financial advisor with respect to the purchase of the investment contract at the time the bid specifications were forwarded to potential providers; and 3) any related party to a provider that is disqualified for one of the two preceding reasons);

(6) at least one of the bids received by the County that meets the requirements of the preceding paragraph is from an investment contract provider with an established industry reputation as a competitive provider of investment contracts;

(7) the investment contract has a yield (net of any broker's fees) at least equal to the highest yielding of the qualifying bids received from the bidders that have no material financial interest in the Obligations; if the investment contract is not the highest-yielding of the qualifying bids, the County must have significant non-tax reasons, such as creditworthiness of the bidder, for failure to purchase the highest-yielding investment contract offered;

(8) if an agent for the County conducts the bidding process, the agent does not bid;

(9) the provider of the investment contract certifies as to all administrative costs to be paid on behalf of the County, including any fees paid as broker commissions in connection with the investment contract.

(f) Deemed Acquisition or Sale. The fair market value of any Investment Property not directly purchased with Gross Proceeds for which there is an established securities market generally is the price at which a willing buyer would purchase Investment Property from a willing seller in a bona fide, arm's length transaction.

(g) Certificates of Deposit. The purchase price of a certificate of deposit issued by a commercial bank that has a fixed interest rate, a fixed principal payment schedule, a fixed maturity and a substantial penalty for early withdrawal, will be considered to be fair market value if:

(1) the yield on the certificate of deposit is not less than the yield on reasonably comparable direct obligations of the United States; and

(2) the yield on the certificate of deposit is not less than the highest published yield of the provider thereof which is currently available on comparable certificates of deposit offered to the public.

(h) Broker Compensation. For purposes of computing the Yield on any investment contract acquired through a broker, reasonable compensation received by such broker, whether payable by or on behalf of the obligor or obligee of such investment contract, may be taken into account in determining the cost of the investment contract (as provided in Section 1.148-5(e)(2)(iii) of the Treasury Regulations). For the calendar year 2015, compensation is deemed reasonable if does not exceed the lesser of i) $38,000 or ii) 0.2% of the amount reasonably expected, as of the date of acquisition of the investment contract, to be invested under the investment contract over its term, or $4,000 (if 0.2% of such amount reasonably expected to be invested under the investment contract over its term is less than $4,000). In addition, the total fees received by the broker with respect to the investment of any proceeds of the Obligations that are taken into account with respect to all investment contracts, at any time, may not exceed $110,000. All amounts referenced are to be adjusted for inflation after the Closing Date.

5.6 Segregation of Proceeds. In order to perform the calculations required by the Code, it is necessary to track separately all of the Gross Proceeds. To that end, the County shall cause to be established separate accounts or subaccounts, or shall cause the Trustee to take such other accounting measures as are necessary in order to account fully for all Gross Proceeds.

5.7 Filing Requirements. The County will file or cause to be filed such reports or other documents with the Internal Revenue Service as are required by the Code.

5.8 Retention of Firm. The County hereby undertakes to satisfy its obligation to perform the rebate calculations that may be required to be made from time to time with respect to the Obligations as follows:

__X__ The County initially has retained the firm of BLX Group LLC to perform rebate calculations that may be required to be made from time to time with respect to the Obligations.

______ The County initially has retained the firm of __________________ to perform rebate calculations that may be required to be made from time to time with respect to the Obligations.

______ The ____________________ of the County has undertaken full responsibility for performing rebate calculations that may be required to be made from time to time with respect to the Obligations.

______ The County has decided not, at this time, to designate a party responsible for performing rebate calculations that may be required to be made from time to time with respect to the Obligations and as a result undertakes and assumes full responsibility for rebate compliance and acknowledges that neither bond counsel nor the Trustee has any such responsibility (unless later engaged in writing for such purpose).

______ The County has determined that under no circumstances will it earn any arbitrage subject to rebate with respect to the Obligations.

ARTICLE 6

OTHER MATTERS

6.1 Expectations. The undersigned is an authorized representative of the County acting for and on behalf of the County in executing this Tax Certificate. To the best of the knowledge and belief of the undersigned, there are no other facts, estimates or circumstances that would materially change the expectations as set forth herein, and said expectations are reasonable.

6.2 Amendments. Notwithstanding any other provision of this Tax Certificate, the County may amend this Tax Certificate and thereby alter any actions allowed or required by this Tax Certificate if such amendment is signed by an authorized officer and is supported by an opinion of counsel to the effect that such action (or inaction) will not adversely affect the exclusion of interest evidenced by the Obligations from gross income for purposes of federal income taxation.

6.3 Survival of Defeasance. Notwithstanding any provision in this Tax Certificate, the Lease or the Trust Agreement to the contrary, the obligation to remit the Rebate Requirement, if any, to the United States Department of the Treasury and to comply with all other requirements contained in this Tax Certificate shall survive defeasance of the Obligations.

Dated: September 2, 2015

COUNTY OF MONTEREY

By: Ron Holly
Ron Holly,
Chief Deputy Auditor-Controller

EXHIBIT A

CERTIFICATE OF THE UNDERWRITER

Barclays Capital Inc. has acted as the underwriter (the "Underwriter") to the County of Monterey Certificates of Participation Series 2015, in the aggregate principal amount of $48,440,000 (the "Certificates"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Tax Certificate relating to the Certificates, to which this certificate is attached as an exhibit. The Underwriter hereby certifies and represents the following:

A. ISSUE PRICE.

1. As of August 18, 2015 (the "Sale Date"), the Underwriter (a) reasonably expected to make a bona fide offering of all of the Certificates at the prices set forth on the attached schedule (the "Initial Offering Prices") to the general public, excluding bond houses, brokers, or similar persons acting in the capacity of underwriters or wholesalers, and (b) reasonably expected that all of the Certificates could be sold to the general public, excluding bond houses, brokers, or similar persons acting in the capacity of underwriters or wholesalers, at the respective Initial Offering Price applicable to each maturity.

2. The Initial Offering Prices represent fair market prices of the Certificates as of the Sale Date

3. As of the date of this certificate, all of the Certificates have been offered to the general public in a bona fide offering at the Initial Offering Prices, and, the first price at which at least 10% of each maturity of the Certificates actually has been sold to the general public was at such respective Initial Offering Price.

The undersigned is authorized to execute this certificate on behalf of the Underwriter, which is based on one or more of (i) personal knowledge, (ii) inquiry deemed adequate by the undersigned, and (iii) institutional knowledge regarding the matters set forth herein.

Dated: September 2, 2015

BARCLAYS CAPITAL INC.

By: ______________________________
Authorized Representative

Schedule of Initial Reoffering Prices

[Attached]

BOND PRICING

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Yield to Maturity	Call Date	Call Price	Premium (-Discount)	Takedown
Bond Component:										
	10/01/2016	750,000	3.000%	0.380%	102.822				21,165.00	3.250
	10/01/2017	775,000	4.000%	0.760%	106.674				51,723.50	3.250
	10/01/2018	810,000	4.000%	1.050%	108.918				72,235.80	3.250
	10/01/2019	845,000	5.000%	1.280%	114.743				124,578.35	3.250
	10/01/2020	890,000	5.000%	1.600%	116.525				147,072.50	3.250
	10/01/2021	935,000	5.000%	1.940%	117.469				163,335.15	3.250
	10/01/2022	985,000	5.000%	2.190%	118.336				180,609.60	3.250
	10/01/2023	1,035,000	5.000%	2.390%	119.073				197,405.55	3.250
	10/01/2024	1,085,000	5.000%	2.550%	119.745				214,233.25	3.250
	10/01/2025	1,145,000	5.000%	2.660%	120.569				235,515.05	3.250
	10/01/2026	1,200,000	5.000%	2.800%	119.203 C	2.955%	10/01/2025	100.000	230,436.00	3.250
	10/01/2027	1,265,000	5.000%	2.920%	118.047 C	3.188%	10/01/2025	100.000	228,294.55	3.250
	10/01/2028	1,330,000	5.000%	3.030%	117.000 C	3.381%	10/01/2025	100.000	226,100.00	3.250
	10/01/2029	1,395,000	5.000%	3.090%	116.433 C	3.511%	10/01/2025	100.000	229,240.35	3.250
	10/01/2030	1,465,000	5.000%	3.160%	115.775 C	3.632%	10/01/2025	100.000	231,103.75	3.250
	10/01/2031	1,540,000	5.000%	3.230%	115.123 C	3.740%	10/01/2025	100.000	232,894.20	3.250
	10/01/2032	1,620,000	5.000%	3.280%	114.659 C	3.823%	10/01/2025	100.000	237,475.80	3.250
	10/01/2033	1,695,000	3.625%	3.780%	97.980				(34,239.00)	3.250
	10/01/2034	1,765,000	5.000%	3.370%	113.830 C	3.960%	10/01/2025	100.000	244,099.50	3.250
	10/01/2035	1,860,000	5.000%	3.410%	113.464 C	4.017%	10/01/2025	100.000	250,430.40	3.250
		24,390,000							3,483,709.30	
Term due 2038:										
	10/01/2036	1,955,000	5.000%	3.530%	112.375 C	4.160%	10/01/2025	100.000	241,931.25	3.250
	10/01/2037	2,055,000	5.000%	3.530%	112.375 C	4.160%	10/01/2025	100.000	254,306.25	3.250
	10/01/2038	2,160,000	5.000%	3.530%	112.375 C	4.160%	10/01/2025	100.000	267,300.00	3.250
		6,170,000							763,537.50	
Term due 2045:										
	10/01/2039	2,260,000	4.000%	4.090%	98.452				(34,984.80)	3.250
	10/01/2040	2,350,000	4.000%	4.090%	98.452				(36,378.00)	3.250
	10/01/2041	2,445,000	4.000%	4.090%	98.452				(37,848.60)	3.250
	10/01/2042	2,545,000	4.000%	4.090%	98.452				(39,396.60)	3.250
	10/01/2043	2,650,000	4.000%	4.090%	98.452				(41,022.00)	3.250
	10/01/2044	2,760,000	4.000%	4.090%	98.452				(42,724.80)	3.250
	09/01/2045	2,870,000	4.000%	4.090%	98.452				(44,427.60)	3.250
		17,880,000							(276,782.40)	
		48,440,000							3,970,464.40	

Dated Date	09/02/2015	
Delivery Date	09/02/2015	
First Coupon	04/01/2016	
Par Amount	48,440,000.00	
Premium	3,970,464.40	
Production	52,410,464.40	108.196665%
Underwriter's Discount	(188,891.18)	(0.389949%)
Purchase Price	52,221,573.22	107.806716%
Accrued Interest		
Net Proceeds	52,221,573.22	

EXHIBIT B

<u>PRICING NUMBERS</u>

[Attached]

TABLE OF CONTENTS

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

SOURCES AND USES OF FUNDS

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Dated Date	09/02/2015
Delivery Date	09/02/2015

Sources:	
Bond Proceeds:	
Par Amount	48,440,000.00
Net Premium	3,970,464.40
	52,410,464.40

Uses:		
Project Fund Deposits:		
Project Fund		52,000,000.00
Delivery Date Expenses:		
Cost of Issuance	221,573.22	
Underwriter's Discount	188,891.18	
		410,464.40
		52,410,464.40

BOND SUMMARY STATISTICS

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Dated Date	09/02/2015
Delivery Date	09/02/2015
Last Maturity	09/01/2045
Arbitrage Yield	3.633557%
True Interest Cost (TIC)	3.843442%
Net Interest Cost (NIC)	4.008194%
All-In TIC	3.877777%
Average Coupon	4.419064%
Average Life (years)	19.000
Weighted Average Maturity (years)	18.534
Duration of Issue (years)	12.635
Par Amount	48,440,000.00
Bond Proceeds	52,410,464.40
Total Interest	40,672,310.64
Net Interest	36,890,737.42
Total Debt Service	89,112,310.64
Maximum Annual Debt Service	2,930,768.76
Average Annual Debt Service	2,970,685.42

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
Bond Component	24,390,000.00	114.283	4.839%	12.182	20,257.80
Term due 2038	6,170,000.00	112.375	5.000%	22.114	5,614.70
Term due 2045	17,880,000.00	98.452	4.000%	27.227	30,396.00
	48,440,000.00			19.000	56,268.50

	TIC	All-In TIC	Arbitrage Yield
Par Value	48,440,000.00	48,440,000.00	48,440,000.00
+ Accrued Interest			
+ Premium (Discount)	3,970,464.40	3,970,464.40	3,970,464.40
- Underwriter's Discount	(188,891.18)	(188,891.18)	
- Cost of Issuance Expense		(221,573.22)	
- Other Amounts			
Target Value	52,221,573.22	52,000,000.00	52,410,464.40
Target Date	09/02/2015	09/02/2015	09/02/2015
Yield	3.843442%	3.877777%	3.633557%

BOND DEBT SERVICE

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Dated Date	09/02/2015
Delivery Date	09/02/2015

Period Ending	Principal	Interest	Debt Service
06/30/2016		1,270,861.51	1,270,861.51
06/30/2017	750,000	2,177,793.76	2,927,793.76
06/30/2018	775,000	2,151,043.76	2,926,043.76
06/30/2019	810,000	2,119,343.76	2,929,343.76
06/30/2020	845,000	2,082,018.76	2,927,018.76
06/30/2021	890,000	2,038,643.76	2,928,643.76
06/30/2022	935,000	1,993,018.76	2,928,018.76
06/30/2023	985,000	1,945,018.76	2,930,018.76
06/30/2024	1,035,000	1,894,518.76	2,929,518.76
06/30/2025	1,085,000	1,841,518.76	2,926,518.76
06/30/2026	1,145,000	1,785,768.76	2,930,768.76
06/30/2027	1,200,000	1,727,143.76	2,927,143.76
06/30/2028	1,265,000	1,665,518.76	2,930,518.76
06/30/2029	1,330,000	1,600,643.76	2,930,643.76
06/30/2030	1,395,000	1,532,518.76	2,927,518.76
06/30/2031	1,465,000	1,461,018.76	2,926,018.76
06/30/2032	1,540,000	1,385,893.76	2,925,893.76
06/30/2033	1,620,000	1,306,893.76	2,926,893.76
06/30/2034	1,695,000	1,235,671.88	2,930,671.88
06/30/2035	1,765,000	1,160,825.00	2,925,825.00
06/30/2036	1,860,000	1,070,200.00	2,930,200.00
06/30/2037	1,955,000	974,825.00	2,929,825.00
06/30/2038	2,055,000	874,575.00	2,929,575.00
06/30/2039	2,160,000	769,200.00	2,929,200.00
06/30/2040	2,260,000	670,000.00	2,930,000.00
06/30/2041	2,350,000	577,800.00	2,927,800.00
06/30/2042	2,445,000	481,900.00	2,926,900.00
06/30/2043	2,545,000	382,100.00	2,927,100.00
06/30/2044	2,650,000	278,200.00	2,928,200.00
06/30/2045	2,760,000	170,000.00	2,930,000.00
06/30/2046	2,870,000	47,833.33	2,917,833.33
	48,440,000	40,672,310.64	89,112,310.64

BOND DEBT SERVICE

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Dated Date 09/02/2015
Delivery Date 09/02/2015

Period Ending	Principal	Interest	Debt Service	Annual Debt Service
04/01/2016		1,270,861.51	1,270,861.51	
06/30/2016				1,270,861.51
10/01/2016	750,000	1,094,521.88	1,844,521.88	
04/01/2017		1,083,271.88	1,083,271.88	
06/30/2017				2,927,793.76
10/01/2017	775,000	1,083,271.88	1,858,271.88	
04/01/2018		1,067,771.88	1,067,771.88	
06/30/2018				2,926,043.76
10/01/2018	810,000	1,067,771.88	1,877,771.88	
04/01/2019		1,051,571.88	1,051,571.88	
06/30/2019				2,929,343.76
10/01/2019	845,000	1,051,571.88	1,896,571.88	
04/01/2020		1,030,446.88	1,030,446.88	
06/30/2020				2,927,018.76
10/01/2020	890,000	1,030,446.88	1,920,446.88	
04/01/2021		1,008,196.88	1,008,196.88	
06/30/2021				2,928,643.76
10/01/2021	935,000	1,008,196.88	1,943,196.88	
04/01/2022		984,821.88	984,821.88	
06/30/2022				2,928,018.76
10/01/2022	985,000	984,821.88	1,969,821.88	
04/01/2023		960,196.88	960,196.88	
06/30/2023				2,930,018.76
10/01/2023	1,035,000	960,196.88	1,995,196.88	
04/01/2024		934,321.88	934,321.88	
06/30/2024				2,929,518.76
10/01/2024	1,085,000	934,321.88	2,019,321.88	
04/01/2025		907,196.88	907,196.88	
06/30/2025				2,926,518.76
10/01/2025	1,145,000	907,196.88	2,052,196.88	
04/01/2026		878,571.88	878,571.88	
06/30/2026				2,930,768.76
10/01/2026	1,200,000	878,571.88	2,078,571.88	
04/01/2027		848,571.88	848,571.88	
06/30/2027				2,927,143.76
10/01/2027	1,265,000	848,571.88	2,113,571.88	
04/01/2028		816,946.88	816,946.88	
06/30/2028				2,930,518.76
10/01/2028	1,330,000	816,946.88	2,146,946.88	
04/01/2029		783,696.88	783,696.88	
06/30/2029				2,930,643.76
10/01/2029	1,395,000	783,696.88	2,178,696.88	
04/01/2030		748,821.88	748,821.88	
06/30/2030				2,927,518.76
10/01/2030	1,465,000	748,821.88	2,213,821.88	
04/01/2031		712,196.88	712,196.88	
06/30/2031				2,926,018.76
10/01/2031	1,540,000	712,196.88	2,252,196.88	
04/01/2032		673,696.88	673,696.88	
06/30/2032				2,925,893.76
10/01/2032	1,620,000	673,696.88	2,293,696.88	
04/01/2033		633,196.88	633,196.88	
06/30/2033				2,926,893.76
10/01/2033	1,695,000	633,196.88	2,328,196.88	
04/01/2034		602,475.00	602,475.00	
06/30/2034				2,930,671.88
10/01/2034	1,765,000	602,475.00	2,367,475.00	
04/01/2035		558,350.00	558,350.00	
06/30/2035				2,925,825.00
10/01/2035	1,860,000	558,350.00	2,418,350.00	
04/01/2036		511,850.00	511,850.00	
06/30/2036				2,930,200.00
10/01/2036	1,955,000	511,850.00	2,466,850.00	
04/01/2037		462,975.00	462,975.00	
06/30/2037				2,929,825.00
10/01/2037	2,055,000	462,975.00	2,517,975.00	
04/01/2038		411,600.00	411,600.00	
06/30/2038				2,929,575.00
10/01/2038	2,160,000	411,600.00	2,571,600.00	
04/01/2039		357,600.00	357,600.00	
06/30/2039				2,929,200.00
10/01/2039	2,260,000	357,600.00	2,617,600.00	
04/01/2040		312,400.00	312,400.00	

BOND DEBT SERVICE

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Period Ending	Principal	Interest	Debt Service	Annual Debt Service
06/30/2040				2,930,000.00
10/01/2040	2,350,000	312,400.00	2,662,400.00	
04/01/2041		265,400.00	265,400.00	
06/30/2041				2,927,800.00
10/01/2041	2,445,000	265,400.00	2,710,400.00	
04/01/2042		216,500.00	216,500.00	
06/30/2042				2,926,900.00
10/01/2042	2,545,000	216,500.00	2,761,500.00	
04/01/2043		165,600.00	165,600.00	
06/30/2043				2,927,100.00
10/01/2043	2,650,000	165,600.00	2,815,600.00	
04/01/2044		112,600.00	112,600.00	
06/30/2044				2,928,200.00
10/01/2044	2,760,000	112,600.00	2,872,600.00	
04/01/2045		57,400.00	57,400.00	
06/30/2045				2,930,000.00
09/01/2045	2,870,000	47,833.33	2,917,833.33	
06/30/2046				2,917,833.33
	48,440,000	40,672,310.64	89,112,310.64	89,112,310.64

BOND PRICING

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Yield to Maturity	Call Date	Call Price	Premium (-Discount)	Takedown
Bond Component:										
	10/01/2016	750,000	3.000%	0.380%	102.822				21,165.00	3.250
	10/01/2017	775,000	4.000%	0.760%	106.674				51,723.50	3.250
	10/01/2018	810,000	4.000%	1.050%	108.918				72,235.80	3.250
	10/01/2019	845,000	5.000%	1.280%	114.743				124,578.35	3.250
	10/01/2020	890,000	5.000%	1.600%	116.525				147,072.50	3.250
	10/01/2021	935,000	5.000%	1.940%	117.469				163,335.15	3.250
	10/01/2022	985,000	5.000%	2.190%	118.336				180,609.60	3.250
	10/01/2023	1,035,000	5.000%	2.390%	119.073				197,405.55	3.250
	10/01/2024	1,085,000	5.000%	2.550%	119.745				214,233.25	3.250
	10/01/2025	1,145,000	5.000%	2.660%	120.569				235,515.05	3.250
	10/01/2026	1,200,000	5.000%	2.800%	119.203 C	2.955%	10/01/2025	100.000	230,436.00	3.250
	10/01/2027	1,265,000	5.000%	2.920%	118.047 C	3.188%	10/01/2025	100.000	228,294.55	3.250
	10/01/2028	1,330,000	5.000%	3.030%	117.000 C	3.381%	10/01/2025	100.000	226,100.00	3.250
	10/01/2029	1,395,000	5.000%	3.090%	116.433 C	3.511%	10/01/2025	100.000	229,240.35	3.250
	10/01/2030	1,465,000	5.000%	3.160%	115.775 C	3.632%	10/01/2025	100.000	231,103.75	3.250
	10/01/2031	1,540,000	5.000%	3.230%	115.123 C	3.740%	10/01/2025	100.000	232,894.20	3.250
	10/01/2032	1,620,000	5.000%	3.280%	114.659 C	3.823%	10/01/2025	100.000	237,475.80	3.250
	10/01/2033	1,695,000	3.625%	3.780%	97.980				(34,239.00)	3.250
	10/01/2034	1,765,000	5.000%	3.370%	113.830 C	3.960%	10/01/2025	100.000	244,099.50	3.250
	10/01/2035	1,860,000	5.000%	3.410%	113.464 C	4.017%	10/01/2025	100.000	250,430.40	3.250
		24,390,000							3,483,709.30	
Term due 2038:										
	10/01/2036	1,955,000	5.000%	3.530%	112.375 C	4.160%	10/01/2025	100.000	241,931.25	3.250
	10/01/2037	2,055,000	5.000%	3.530%	112.375 C	4.160%	10/01/2025	100.000	254,306.25	3.250
	10/01/2038	2,160,000	5.000%	3.530%	112.375 C	4.160%	10/01/2025	100.000	267,300.00	3.250
		6,170,000							763,537.50	
Term due 2045:										
	10/01/2039	2,260,000	4.000%	4.090%	98.452				(34,984.80)	3.250
	10/01/2040	2,350,000	4.000%	4.090%	98.452				(36,378.00)	3.250
	10/01/2041	2,445,000	4.000%	4.090%	98.452				(37,848.60)	3.250
	10/01/2042	2,545,000	4.000%	4.090%	98.452				(39,396.60)	3.250
	10/01/2043	2,650,000	4.000%	4.090%	98.452				(41,022.00)	3.250
	10/01/2044	2,760,000	4.000%	4.090%	98.452				(42,724.80)	3.250
	09/01/2045	2,870,000	4.000%	4.090%	98.452				(44,427.60)	3.250
		17,880,000							(276,782.40)	
		48,440,000							3,970,464.40	

Dated Date	09/02/2015	
Delivery Date	09/02/2015	
First Coupon	04/01/2016	
Par Amount	48,440,000.00	
Premium	3,970,464.40	
Production	52,410,464.40	108.196665%
Underwriter's Discount	(188,891.18)	(0.389949%)
Purchase Price	52,221,573.22	107.806716%
Accrued Interest		
Net Proceeds	52,221,573.22	

FORM 8038 STATISTICS

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Dated Date 09/02/2015
Delivery Date 09/02/2015

Bond Component	Date	Principal	Coupon	Price	Issue Price	Redemption at Maturity
Bond Component:						
	10/01/2016	750,000.00	3.000%	102.822	771,165.00	750,000.00
	10/01/2017	775,000.00	4.000%	106.674	826,723.50	775,000.00
	10/01/2018	810,000.00	4.000%	108.918	882,235.80	810,000.00
	10/01/2019	845,000.00	5.000%	114.743	969,578.35	845,000.00
	10/01/2020	890,000.00	5.000%	116.525	1,037,072.50	890,000.00
	10/01/2021	935,000.00	5.000%	117.469	1,098,335.15	935,000.00
	10/01/2022	985,000.00	5.000%	118.336	1,165,609.60	985,000.00
	10/01/2023	1,035,000.00	5.000%	119.073	1,232,405.55	1,035,000.00
	10/01/2024	1,085,000.00	5.000%	119.745	1,299,233.25	1,085,000.00
	10/01/2025	1,145,000.00	5.000%	120.569	1,380,515.05	1,145,000.00
	10/01/2026	1,200,000.00	5.000%	119.203	1,430,436.00	1,200,000.00
	10/01/2027	1,265,000.00	5.000%	118.047	1,493,294.55	1,265,000.00
	10/01/2028	1,330,000.00	5.000%	117.000	1,556,100.00	1,330,000.00
	10/01/2029	1,395,000.00	5.000%	116.433	1,624,240.35	1,395,000.00
	10/01/2030	1,465,000.00	5.000%	115.775	1,696,103.75	1,465,000.00
	10/01/2031	1,540,000.00	5.000%	115.123	1,772,894.20	1,540,000.00
	10/01/2032	1,620,000.00	5.000%	114.659	1,857,475.80	1,620,000.00
	10/01/2033	1,695,000.00	3.625%	97.980	1,660,761.00	1,695,000.00
	10/01/2034	1,765,000.00	5.000%	113.830	2,009,099.50	1,765,000.00
	10/01/2035	1,860,000.00	5.000%	113.464	2,110,430.40	1,860,000.00
Term due 2038:						
	10/01/2036	1,955,000.00	5.000%	112.375	2,196,931.25	1,955,000.00
	10/01/2037	2,055,000.00	5.000%	112.375	2,309,306.25	2,055,000.00
	10/01/2038	2,160,000.00	5.000%	112.375	2,427,300.00	2,160,000.00
Term due 2045:						
	10/01/2039	2,260,000.00	4.000%	98.452	2,225,015.20	2,260,000.00
	10/01/2040	2,350,000.00	4.000%	98.452	2,313,622.00	2,350,000.00
	10/01/2041	2,445,000.00	4.000%	98.452	2,407,151.40	2,445,000.00
	10/01/2042	2,545,000.00	4.000%	98.452	2,505,603.40	2,545,000.00
	10/01/2043	2,650,000.00	4.000%	98.452	2,608,978.00	2,650,000.00
	10/01/2044	2,760,000.00	4.000%	98.452	2,717,275.20	2,760,000.00
	09/01/2045	2,870,000.00	4.000%	98.452	2,825,572.40	2,870,000.00
		48,440,000.00			52,410,464.40	48,440,000.00

	Maturity Date	Interest Rate	Issue Price	Stated Redemption at Maturity	Weighted Average Maturity	Yield
Final Maturity	09/01/2045	4.000%	2,825,572.40	2,870,000.00		
Entire Issue			52,410,464.40	48,440,000.00	18.5340	3.6336%

Proceeds used for accrued interest	0.00
Proceeds used for bond issuance costs (including underwriters' discount)	410,464.40
Proceeds used for credit enhancement	0.00
Proceeds allocated to reasonably required reserve or replacement fund	0.00

COST OF ISSUANCE

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Cost of Issuance	$/1000	Amount
Special Counsel Fee (Orrick)	1.39348	67,500.00
Disclosure Counsel (Orrick)	0.92898	45,000.00
Incidental Expenses (Orrick)	0.03097	1,500.00
Trustee	0.03406	1,650.00
Trustee Counsel	0.02064	1,000.00
Rating Agency (Fitch)	0.57803	28,000.00
Rating Agency (S&P)	0.57803	28,000.00
Printer	0.03282	1,590.00
Title Insurance	0.89800	43,499.00
Additional Title Insurance	0.04624	2,240.00
Miscellaneous / Contingency	0.03291	1,594.22
	4.57418	221,573.22

UNDERWRITER'S DISCOUNT

Monterey County
Certificates of Participation
(2015 Public Facilities Financing)
** Final Revised**

Underwriter's Discount	$/1000	Amount
Average Takedown	3.25000	157,430.00
Underwriters' Counsel	0.41288	20,000.00
Underwriters' Counsel Expenses	0.01032	500.00
CUSIP/ CUSIP Disclosure Fee	0.01280	620.00
DTC	0.01652	800.00
Dalcomp Computer	0.06180	2,993.59
Dalcomp Issue Order Monitor	0.01500	726.60
Dalcomp Branch News Services	0.00093	45.00
Dalcomp Wire Fee	0.00062	30.00
Dalcomp Sales Tax	0.00695	336.82
CDIAC Fee	0.06193	3,000.00
Closing/Travel/Other	0.01548	750.00
Interest on Day Loan	0.02083	1,009.17
Net Roadshow	0.01342	650.00
	3.89949	188,891.18

EXHIBIT C

<u>REIMBURSEMENT RESOLUTION</u>

[Attached]

File ID 15-0776 No. 18.1

Monterey County

168 West Alisal Street,
1st Floor
Salinas, CA 93901
831.755.5066

Board Order

Upon motion of Supervisor Phillips, seconded by Supervisor Potter and carried by those members present, the Board of Supervisors hereby:

Adopted Resolution 15-213 declaring the official intent of the County of Monterey to reimburse certain expenditures from proceeds of indebtedness, including expenses relating to the Monterey County Government Center (MCGC) East/West Wing Renovation Project and Schilling Place Tenant Improvement Project.

PASSED AND ADOPTED on this 14th day of July 2015, by the following vote, to wit:

AYES: Supervisors Armenta, Phillips, Salinas, Parker and Potter
NOES: None
ABSENT: None

I, Gail T. Borkowski, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 78 for the meeting on July 14, 2015.

Dated: July 22, 2015
File ID: 15-0776

Gail T. Borkowski, Clerk of the Board of Supervisors
County of Monterey, State of California

By Denise Hancock
Deputy

Before the Board of Supervisors in and for the County of Monterey, State of California

Resolution No. 15-213

Resolution Declaring the Official Intent of the County of Monterey to Reimburse Certain Expenditures from Proceeds of Indebtedness, Relating to the Monterey County Government Center (MCGC) East/West Wing Renovation Project and the Schilling Place Tenant Improvement Project..)

WHEREAS, the County of Monterey intends to acquire, improve and/or construct facilities and other capital improvements to the East/West Wing Buildings and the Schilling Place Buildings (the "Project(s)"); and

WHEREAS, the Monterey County Public Improvement Corporation (Issuer) on behalf of Monterey County expects to pay certain expenditures in connection with the Project(s) prior to the issuance of indebtedness for the purpose of financing costs associated with the Project(s) on a long term basis; and

WHEREAS, the Issuer reasonably expects that debt obligations in an amount not to exceed fifty-two million dollars ($52,000,000) will be issued and certain of the proceeds of such debt obligations will be used to reimburse the eligible Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations (26 CFR 1.150 2) requires the Issuer to declare its reasonable official intent to reimburse prior expenditures for the Project(s) with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of Monterey, as follows:

Section 1. The foregoing recitals are true and correct and this Board hereby so finds and determines.

Section 2. This declaration is made solely for purposed of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the Issuer to make any expenditure, incur any indebtedness, or proceed with the Projects.

Section 3. The Issuer hereby declares its official intent to issue indebtedness and use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect for expenditures made 60 days prior to the adoption of this resolution and will be effective through 18 months after adoption or issuance.

Section 5. The Chairperson of the Board of Supervisors, the vice Chairperson of the Board of Supervisors, the County Administrative Officer, and the Auditor-Controller (Authorized Representatives) are hereby authorized and directed, jointly and severally, for and in the name of the Agency, to do any and all things, and to execute and deliver any and all documents necessary to carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

PASSED AND ADOPTED upon motion of Supervisor Phillips, seconded by Supervisor Potter carried this 14th day of July 2015, by the following vote, to wit:

AYES: Supervisors Armenta, Phillips, Salinas, Parker and Potter
NOES: None
ABSENT: None

I, Gail T. Borkowski, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 78 for the meeting on July 14, 2015.

Dated: July 22, 2015
File Number: 15-0776

Gail T. Borkowski, Clerk of the Board of Supervisors
County of Monterey, State of California

By Denise Hancock
Deputy

Introduced: 7/7/2015

Version: 1

Current Status: Agenda Ready

Matter Type: General Agenda Item

Adopt a Resolution declaring the official intent of the County of Monterey to reimburse certain expenditures from proceeds of indebtedness, including expenses relating to the Monterey County Government Center (MCGC) East/West Wing Renovation Project and Schilling Place Tenant Improvement Project.

RECOMMENDATION:
It is recommended that the Board of Supervisors adopt a Resolution declaring the official intent of the County of Monterey to reimburse certain expenditures from proceeds of indebtedness, including expenses relating to the Monterey County Government Center (MCGC) East/West Wing Renovation Project and Schilling Place Tenant Improvement Project.

SUMMARY:
Staff recommends that the Board of Supervisors adopt the attached Resolution of Intention for the purpose of complying with Treasury Regulation Section 1.150-2. The purpose of the resolution is to capture costs and expenses relating to the MCGC East/West Wing Renovation Project (E/W Project) and the Schilling Place Tenant Improvement Project (Schilling Project) from the indebtedness that is anticipated to be incurred before the issuance and receipt of Certificates of Participation (COP) Funding.

DISCUSSION:
The E/W Project consists of a complete renovation of the building which includes removal and replacement of all interior partitions, finishes, and building systems. The exterior envelop will receive new windows, doors, and roof. Historic exterior elements will be preserved untouched and historic interior elements will be removed and reused per the State Historic Preservation Guidelines. The surrounding site approach, access, and courtyard will become code compliant. The rehabilitation for the E/W Project is estimated at $36 million.

The Schilling Project consists of upgrading interior finishes such as paint and carpet, installation of demountable storefront partition walls, upgrading the telecommunication systems, reconfiguring existing workstations, and a new roof. Surrounding site approach and access will become code compliant. The rehabilitation for the Schilling Project is estimated at $16 million.

On May 5, 2015 the Board of Supervisors supported both projects to move forward and granted the Debt Service Manager the authority to execute documents to facilitate the issuance of the COPs to finance the projects in an amount not to exceed $52 million.

Section 1.150-2 of the Treasury Regulations (26 CFR 1.150 2) requires an Issuer to declare its reasonable official intent to reimburse prior expenditures for a Project(s) from proceeds of a subsequent borrowing. The County has, and is, incurring significant expenses for services such as staff time, design consultants, special inspections, permits, demolition, and re-roofing. This resolution assures compliance with Treasury Regulations. Should the Project(s) not be completed, or if no indebtedness is issued, no reimbursement is possible from bond proceeds.

OTHER AGENCY INVOLVEMENT:
The County Administrative Officer concurs with this recommendation. The Offices of the County Counsel and Auditor-Controller have provided input into the drafting of this resolution.

FINANCING:
Adoption of this resolution would allow reimbursement of certain qualified reimbursements from future bonded indebtedness taking place within the statutorily allowed time frame.

Prepared by:	Approved by:
Donald D. Searle, NCARB, LEEDAP Architectural Services Manager	Dewayne Woods Assistant County Administrative Officer

Prepared Date: July 3, 2015

Attachment: Resolution Declaring the Official Intent of Monterey County to Reimburse Certain Expenditures from Proceeds of Indebtedness Relating to the MCGC East/West Wing Renovation Project and the Schilling Place Project