

# Attachment B

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**FORT ORD REUSE AUTHORITY  
TAX ALLOCATION BONDS, SERIES 2020  
(FEDERALLY TAXABLE)**

**CERTIFICATE OF THE COUNTY OF MONTEREY**

\_\_\_\_\_, 2020

In connection with the proposed offer and sale of the above-referenced bonds (the “Bonds”), the County of Monterey (the “County”) hereby represents, warrants and covenants to the Fort Ord Reuse Authority (the “Authority”), Stifel, Nicolaus & Company, Incorporated (“Stifel”), and Citigroup Global Markets, Inc., as underwriters of the Bonds (“Citigroup,” and, together with Stifel, the “Underwriters”), as follows:

A. The County is a county of the State of California duly organized and existing under the Constitution and laws of the State of California with full power, authority and legal right to comply with the terms of the Irrevocable Direction and to perform its obligations stated therein

B. The Irrevocable Direction has been duly authorized, executed and delivered by the County.

C. The County has validly adopted the County Public Benefit Resolution following a duly noticed public hearing and the County Public Benefit Resolution remains in full force and effect, and has not been amended, rescinded or otherwise modified since its date of adoption.

D. The County has validly adopted the County Bond-Related Resolution and the County Bond-Related Resolution remains in full force and effect, and has not been amended, rescinded or otherwise modified since its date of adoption.

E. County represents that the Irrevocable Direction states the duties of the Auditor-Controller and the Treasurer-Tax Collector under California Health & Safety Code Sections 33492.71(c)(1)(A) and (D), as confirmed by the Superior Court of the State of California for the County of Monterey in its Judgement of Validation in Case No. 20CV000381 issued on March 12, 2020. The County agrees to comply with the terms of the Irrevocable Direction.

F. Neither the County nor its officers, employees or staff will take any action to challenge the right of the Trustee to receive the Pledged Tax Revenues as contemplated by the Indenture.

The County expressly acknowledges that the Underwriters and the Authority shall rely on the representations, warranties and covenants set forth in this Certificate in connection with the purchase, sale and issuance of the Bonds.

Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Purchase Agreement by and between the Authority and the Underwriters dated as of \_\_\_\_\_, 2020, relating to the Bonds.

**COUNTY OF MONTEREY**

By: \_\_\_\_\_  
Chair of the Board of Supervisors