

CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
REVENUE BONDS
(STATE OF CALIFORNIA PROPOSITION 1A RECEIVABLES PROGRAM)
SERIES 2009

CERTIFICATE OF THE SELLER RE:
COMPONENTS OF PROPOSITION 1A RECEIVABLES

The undersigned, an Authorized Officer of the County of San Mateo (the “Seller”) hereby certifies with respect to that certain Purchase and Sale Agreement, dated as of November 1, 2009 (the “Agreement”), by and between the Seller and the California Statewide Communities Development Authority (the “Purchaser”) as follows (all capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Agreement):

1. The components (the “Components”) of the Proposition 1A Receivable listed in Schedule I, attached hereto and incorporated herein by reference, belong to the Seller;
2. The Components are listed as they appear on the certification of the County Auditor pursuant to Section 6588.6(e) of the Government Code;
3. By entering into the Agreement, the Seller is selling the Proposition 1A Receivable, including all Components thereof listed in Schedule I;
4. The Seller acknowledges that the Purchase Price of the Proposition 1A Receivable will be equal to aggregate the Initial Amounts of each Component as each such Component is separately certified by the County Auditor; and
5. The funds or other entities listed as Components in Schedule I (other than the Seller itself) are not independent legal entities with the power to enter into contracts.

Dated: Pricing Date

COUNTY OF SAN MATEO

By: _____
Authorized Officer

ACKNOWLEDGEMENT OF SELLER'S COUNSEL

Based on such inquiry as the undersigned determined to be necessary of the county office responsible for the preparation of the report given pursuant to Government Code Section 6588.6(e), and in reliance on such information as is provided in the report and otherwise by the County as to the identity and nature of the accounting entities shown, as Counsel to the Seller the undersigned hereby acknowledges and confirms that the statements in paragraphs 1 and 5 of this certificate are legally correct. This acknowledgement and confirmation is subject to the matters referred to in the Opinion of Counsel to the County of San Mateo dated as of the Pricing Date and executed by the undersigned, including, but not limited to, the limitations expressed in the second to last paragraph of that Opinion.

By: _____
Seller's Counsel

