

\$17,525,000
Certificates of Participation
(Parking Facility Refunding) Series 1998A

OFFICER'S CERTIFICATE OF CITY

The undersigned hereby states and certifies as follows:

(i) The undersigned is the duly appointed and qualified Director of Finance of the City of Sunnyvale, a municipal corporation duly organized and existing under the laws of the State of California (the "City"), and as such, is familiar with the facts herein certified and is authorized and qualified to certify the same.

(ii) The former Redevelopment Agency of the City of Sunnyvale, as succeeded by the Successor Agency to the Redevelopment Agency of the City of Sunnyvale (the "Agency") and the City have previously entered into a Facility Lease dated as of March 1, 1998, with respect to certain real property located in the City, as subsequently amended (the "Facility Lease"), and pursuant to Section 2.06 of the Facility Lease the City wishes to exercise its option at this time to remove a portion of the real property currently leased by the Agency to the City pursuant to the Facility Lease (the "Former Property").

(iii) The Former Property is more fully described in Exhibit A attached hereto and made a part hereof.

(iv) Such amendment is permitted to be made pursuant to Section 11.05(3) of the Facility Lease, provided that the City satisfy certain preconditions as set forth therein.

(v) The undersigned, on behalf of the City, hereby certifies to the Agency and U.S. Bank Trust National Association (the "Trustee") that the annual fair rental value of the Leased Property, after the removal of the Former Property in each year during the remaining term of the Facility Lease, is at least equal to the maximum annual Base Rental Payments attributable to the Leased Property prior to said removal, as determined by the City, on the basis of an appraisal of the Leased Property after said removal conducted by Valbridge Property Advisers, as such fair rental value has been adjusted in accordance with the calculations as set forth in Exhibit D.

(vi) Evidence of the matters required by Subsection (7) of Section 2.06(b) of the Facility Lease is attached hereto as Exhibit B and by this reference made a part hereof.

(vii) The legal opinion required by Subsection (3) of Section 2.06(b) of the Facility Lease is attached hereto as Exhibit C and by this reference made a part hereof.

(viii) This Certificate has been delivered to the Agency and the Trustee pursuant to Section 2.06(b) of the Facility Lease.

Capitalized terms not defined herein have the meanings given in the Facility Lease.

Dated: _____, 2018

CITY OF SUNNYVALE, CALIFORNIA

By _____
Timothy J. Kirby
Director of Finance

EXHIBIT A

DESCRIPTION OF THE PROPERTY BEING REMOVED FROM THE FACILITY LEASE

All that certain real property in the City of Sunnyvale, County of Santa Clara, State of California, described as follows:

All of Lot 1 of Block 6 of Tract No. 9925, entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Page 45 through 55 inclusive, Records of Santa Clara County.

EXHIBIT B

EVIDENCE OF RATING AGENCY APPROVAL

EXHIBIT C
OPINION OF COUNSEL

EXHIBIT D

SUFFICIENCY OF ANNUAL FAIR RENTAL VALUE

Fair Rental Value of Remaining Leased Property [1]	\$1,980,000
Maximum Annual Base Rental Payments	\$1,312,500

[1] As determined by Valbridge Property Advisers, an MAI appraiser, pursuant to an appraisal dated as of August 29, 2018.