$\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

CALIFORNIA EDUCATIONAL FACILITIES AUTHORITY

TAX-EXEMPT LOAN

CERTIFICATE OF THE AUTHORITY

The undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Executive Director, of the California Educational Facilities Authority (the “Authority”), hereby certifies, on this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, to the following in connection with the California Educational Facilities Authority \_\_\_ Tax-Exempt Loan (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_) (the “Loan”) pursuant to that Master Loan Agreement, dated as of \_\_\_\_\_\_\_\_ (the “Loan Agreement”), among \_\_\_\_\_\_\_\_\_\_\_\_ as lender (the “Lender”), the Authority, and the \_\_\_\_\_\_\_\_\_\_ (the “Borrower”), and approved by the Treasurer of the State of California (the “Treasurer”).

I am now and at all times since [*date of adoption of Resolutions*], have been the duly appointed and qualified Executive Director of the Authority. A copy of my oath confirming my appointment as such official is attached hereto as Exhibit A. Such appointment has not been revoked and remains in full force and effect as of the date hereof. The signature affixed above my name and office below is my genuine signature.

Attached hereto as Exhibit B-1 is a full, true and correct copy of Resolution No. \_\_\_\_, which was duly adopted at a meeting of the Authority duly and regularly held on \_\_\_\_\_\_\_\_\_\_, and attached hereto as Exhibit B-2 is a full, true and correct copy of Resolution No. \_\_\_\_ [*latest delegation of powers resolution*], which was duly adopted at a meeting of the Authority duly held on \_\_\_\_\_\_\_\_\_\_ (collectively, the “Resolutions”); of each said meeting all of the members of the Authority had due notice and at which a majority of the members thereof were present and acting throughout; the copy of each said Resolution attached hereto is a true, correct and complete copy of the original Resolution duly adopted by the Authority at the applicable said meeting; and each said Resolution has not been amended, modified or rescinded in any manner since the date of its adoption, and the same is now in full force and effect as of the date hereof;

Pursuant to the Resolutions, I, as Executive Director of the Authority, have been authorized to execute and deliver, on behalf of the Authority, the following documents; and, pursuant to such authority, I have executed and delivered the following documents:

Assignment Agreement, executed by the Authority in favor of the Lender, in connection with the Loan;

Loan Agreement; and

Tax Certificate and Agreement, dated \_\_\_\_\_\_\_\_\_\_\_ (the “Tax Agreement”), between the Authority and the Borrower.

The Authority has fulfilled or performed each of its obligations contained in the Loan Agreement required to be fulfilled or performed by it as of the date hereof.

The Authority program under which the Loan is undertaken and the Loan Agreement and Authority Promissory Note are executed and delivered, is available to both secular and sectarian institutions on an equal basis, based on principles of neutrality, and without taking into account any program applicant’s religious affiliation, if any.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is now, and at all times since [*date of adoption of resolutions*], has been, the duly chosen and qualified Deputy Treasurer to the Chairperson of the Authority. The appointment as such official has not been revoked and remains in full force and effect on this date. The signature affixed above the official’s name and office below is the official’s genuine signature.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed the official seal of the Authority the date as first above mentioned.

CALIFORNIA EDUCATIONAL FACILITIES AUTHORITY

By:

Executive Director

 [*Seal*]

The undersigned [*Deputy Treasurer’s Name*], hereby certifies to the following:

* + - 1. I am now the duly designated and qualified Deputy Treasurer to the Chairperson of the Authority. Such designation has not been revoked and remains in full force and effect on this date. A copy of the oath of office evidencing my designation as such official is attached hereto as Exhibit C.

Pursuant to the Resolutions, I have been authorized to execute and deliver, together with the Executive Director, on behalf of the Authority, the following documents; and, pursuant to such authority, I have executed and delivered the following documents:

Assignment Agreement, executed by the Authority in favor of the Lender, in connection with the Loan;

Loan Agreement; and

Tax Agreement.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is now, and at all times since [*date of adoption of resolutions*], has been, the duly chosen and qualified Executive Director of the Authority. The appointment as such official has not been revoked and remains in full force and effect on this date. The signature affixed above the official’s name and office below is the official’s genuine signature.

Date: \_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_

CALIFORNIA EDUCATIONAL FACILITIES AUTHORITY

By:

Deputy Treasurer
For Chairperson, State Treasurer [*Treasurer’s Name*]