

TAX CERTIFICATE AND AGREEMENT

*In general, the Authority's obligations pursuant to the Tax Certificate should be limited. The Authority should make no covenants that are not required by the Internal Revenue Code to be made by the Authority. All required covenants should have equivalent covenants by the Borrower and indicate that the Authority is relying on the Borrower to actually perform those covenants (except to the extent the Internal Revenue Code expressly prohibits such reliance or such reliance is impossible based on the particulars of the Internal Revenue Code requirement (e.g. filing 8038 forms)). Any representations of the Authority should be made in reliance upon information provided by other parties (except the Authority can provide independently representations as to its governmental character or on such subjects as tax counsel indicates the Internal Revenue Code does not permit reliance). Tax counsel should indicate to the Authority each instance of a covenant or representation that the Authority is being asked to undertake independently. Following are provisions to be included in appropriate sections:

Expectations:

General

To the best of the knowledge and belief of the undersigned representative of the Authority, there are no other facts, estimates or circumstances that would materially change the expectations that are expressly stated to be the expectations of the Authority as set forth herein.

Regarding Use of Proceeds

The expectations of the Authority concerning certain uses of proceeds derived from the sale of the Bonds and certain other moneys described herein and other matters [except the representations of the Authority in section ____] are based in whole upon the certifications and representations of the Borrower, computations and representations of the Underwriter (set forth in Exhibit A hereto), representations of the Financial Advisor to the Borrower and representations of other parties set forth in this Tax Certificate and Agreement (other than the Authority) and in the exhibits hereto. The Authority is not aware of any facts or circumstances that would cause it to question the accuracy or reasonableness of any representation by the Authority made in this Tax Certificate and Agreement or in the exhibits hereto.

Records:

The only records that the Authority is obligated to retain are the transcripts for the Bonds.

Rebate Obligations:

The Borrower covenants that it will undertake to determine precisely 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 be applicable to the Bonds. Except to the extent inconsistent with any requirements of the Code or the regulations or future regulations, the Borrower will undertake the methodology described in this Tax Certificate and Agreement.

Signature Block:

CALIFORNIA EDUCATIONAL FACILITIES
AUTHORITY

By: _____
Deputy Treasurer
For Chairman, State Treasurer [Treasurer's Name]

By: _____
Executive Director