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

OFFICER'S CERTIFICATE OF CITY

The undersigned hereby states and certifies:

(i) that 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) that 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 (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 which was originally leased by the Agency to the City pursuant to the Facility Lease (the "Former Property");

(iii) that the Former Property is more fully described in Exhibit A attached hereto and made a part hereof;

(iv) that 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) that all capitalized terms not defined herein shall have the meanings ascribed to such terms in the Facility Lease;

(vi) that 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 Hulberg & Associates, Inc., as such fair rental value has been adjusted in accordance with the calculations set forth in Exhibit D;

(vii) that 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; and

(viii) that 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;

(ix) that this Certificate has been delivered to the Agency and the Trustee pursuant to Section 2.06(b) of the Facility Lease.

Dated: July __, 2005

CITY OF SUNNYVALE, CALIFORNIA

By _____

Mary J. Bradley,
Director of Finance

EXHIBIT A

DESCRIPTION OF THE PROPERTY BEING REMOVED FROM THE FACILITY LEASE

Parcels 3 and 5, as shown on that certain Parcel Map, filed May 25, 2000 of Maps, Book 728, at pages 6, 7, 8 and 9.

EXHIBIT B

EVIDENCE OF RATING AGENCY APPROVAL

EXHIBIT C

OPINION OF COUNSEL

[LETTERHEAD OF JONES HALL]

We have acted as Counsel to the City of Sunnyvale (the "City") in connection with the City's removal of property from that certain Facility Lease, dated as of March 1, 1998, between the Redevelopment Agency of the City of Sunnyvale (the "Agency") and the City (the "Facility Lease"). In that connection, I have reviewed such resolutions, legal descriptions, amendments to the Facility Lease and certifications of City officials as I deem necessary to render this opinion.

Section 2.06(b)(3) of the Facility Lease requires that in order for such removal to be effective, the City shall deliver to the Agency and the Trustee an Opinion of Counsel to the effect that the amendments to the Facility Lease contemplating removal have been duly authorized, executed and delivered, and constitute the valid and binding obligation of the City and the Agency, enforceable in accordance with their terms.

In my opinion, the Second Amendment to Facility Lease, dated as of July 1, 2005, between the City and the Agency, has been duly authorized, executed and delivered, and constitutes the valid and binding obligation of the City and the Agency, enforceable in accordance with its terms.

EXHIBIT D

CALCULATION OF ANNUAL FAIR RENTAL VALUE

Current Fair Rental Value of Parking Garage[1]	$ 14,465,000
Appraised Value of Penney's Garage[2]	$ 12,269,247
Appraised Value of APN 209-35-010 (Macy's lot)[3]	$ 3,140,000
Appraised Value of APN 209-35-011 (Penney's lot)[3]	$ 3,060,000
1998 COP Reserve Fund	$ 1,312,500
Fair Rental Value of Remaining Property	$19,781,747

[1] Original par on 1998 COPs, less total principal payment of $3,060,000 made between 10/1/98 and 10/1/04.

[2] Cost value of Penney's parking garage as determined by Hulberg & Associates, Inc., an MAI appraiser.

[3] Appraised market value of two parcels as determined by Hulberg & Associates, Inc., an MAI appraiser.