CERTIFICATE OF THE CITY OF FRESNO
RE: FACILITIES RELEASE

_____, 2025

The undersigned Controller of the City of Fresno, a municipal corporation duly organized and existing pursuant to the Constitution and laws of the State of California (the "City") hereby certifies as follows:

1.   I am the duly qualified and acting Controller of the City and have full power and authority to execute and deliver this certificate on behalf of the City.

2.   I have reviewed information regarding the value of the Facilities leased pursuant to the Master Facilities Sublease, dated as of April 1, 2008, as amended and supplemented, including as amended by the First Amendment to Master Facilities Sublease, dated as of May 1, 2008, the Second Amendment to Master Facilities Sublease, dated as of August 1, 2008, the Third Amendment to Master Facilities Sublease, dated as of May 1, 2017, the Fourth Amendment to Master Facilities Sublease, dated as of October 1, 2020 and the Amendment to Master Facilities Sublease, dated as of _____, 2025 (the "Amendment to Master Facilities Sublease" and, collectively, as amended and supplemented, the "Facilities Sublease"), between the City and the Fresno Joint Powers Financing Authority.

3.   The annual fair rental value of the Facilities that will constitute the Facilities after the withdrawal of the Municipal Services Center, which withdrawn property is described in Exhibit A to the Amendment to Master Facilities Sublease (the "Facilities Release") will be at least equal to 100% of the maximum amount of Base Rental Payments under the Facilities Sublease becoming due in the current fiscal year or in any subsequent fiscal year.

4.   The Facilities Release does not adversely affect the City's use and occupancy of the Facilities.

All capitalized terms used herein which are not otherwise defined shall have the same meanings as in the Facilities Sublease.

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate of the City Re: Facilities Release as of the date first written above.

CITY OF FRESNO

By: _____
Controller