

**CITY AND COUNTY OF
SAN FRANCISCO, CALIFORNIA
MULTIFAMILY HOUSING REVENUE NOTE
(MISSION BAY SOUTH BLOCK 9)
SERIES 2020G**

CERTIFICATE OF THE FISCAL AGENT

August 11, 2020

The undersigned duly authorized officer of U.S. Bank National Association (the “Fiscal Agent”) does hereby certify on behalf of the Fiscal Agent as follows:

1. The Fiscal Agent is the fiscal agent under that certain Funding Loan Agreement, dated as of August 1, 2020 (the “Funding Loan Agreement”), by and among the Fiscal Agent, Wells Fargo Bank, National Association, as the funding lender (the “Funding Lender”) and the City and County of San Francisco, California (the “City”) and that certain Project Loan Agreement, dated as of August 1, 2020, by and among the Fiscal Agent, the City and Mission Bay 9 LP, as borrower (the “Project Loan Agreement” and together with the Funding Loan Agreement, the “Fiscal Agent Documents”), pursuant to which the above-referenced Note (the “Note”) has been issued. All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Funding Loan Agreement.

2. The Fiscal Agent is a national banking association duly organized, validly existing, and in good standing under the laws of the United States of America and is empowered, authorized and duly qualified to serve as fiscal agent pursuant to the Funding Loan Agreement, to authenticate the Note, to enter into the Fiscal Agent Documents and perform its duties thereunder and take all actions required or permitted of it under the Fiscal Agent Documents.

3. The Fiscal Agent Documents have been duly executed by the Fiscal Agent by its duly authorized officer, and have been duly delivered on behalf of the Fiscal Agent.

4. The Note has been duly authenticated and delivered on behalf of the Fiscal Agent by one of its duly authorized officers.


5. Attached hereto as Exhibit A is a signing authority resolution and an incumbency certificate of the Fiscal Agent demonstrating that the officer referred to in Sections 3 and 4 above is a duly appointed officer of the Fiscal Agent holding the office set forth therein on the date of the acts above mentioned and on the date hereof, and the signature appearing therewith is hereby certified to be the genuine signature of such person.

6. The Fiscal Agent has accepted the duties and obligations imposed on it by the Fiscal Agent Documents.

7. No consent, approval, authorization or other action by any governmental or

IN WITNESS WHEREOF, the undersigned has hereunto set his or her signature as of the date first above written.

U.S. BANK NATIONAL ASSOCIATION,
as Fiscal Agent

By:  _____
Authorized Officer

[SIGNATURE PAGE TO CERTIFICATE OF THE FISCAL AGENT – MISSION BAY SOUTH BLOCK 9]

EXHIBIT A

**SINGING AUTHORITY RESOLUTION AND
INCUMBENCY CERTIFICATE OF FISCAL AGENT**

U.S. BANK NATIONAL ASSOCIATION
AUTHORIZED SIGNER(S)

I hereby certify that the following is a true and exact extract of Article VI of the Bylaws presently in effect for U.S. Bank National Association, an association organized and existing under the laws of the United States:

ARTICLE VI.
CONVEYANCES, CONTRACTS, ETC.

All transfers and conveyances of real estate, mortgages, and transfers, endorsements or assignments of stock, bonds, notes, debentures or other negotiable instruments, securities or personal property shall be signed by any elected or appointed officer.

All checks, drafts, certificates of deposit and all funds of the Association held in its own or in a fiduciary capacity may be paid out by an order, draft or check bearing the manual or facsimile signature of any elected or appointed officer of the Association.

All mortgage satisfactions, releases, all types of loan agreements, all routine transactional documents of the Association, and all other instruments not specifically provided for, whether to be executed in a fiduciary capacity or otherwise, may be signed on behalf of the Association by any elected or appointed officer thereof.

The Secretary or any Assistant Secretary of the Association or other proper officer may execute and certify that required action or authority has been given or has taken place by resolution of the Board under this Bylaw without the necessity of further action by the Board.

I further certify that **Andrew Fung** of U.S. Bank National Association, has been duly elected and qualified and now holds the office listed herein, and that the signature of such officer is authentic:

Andrew Fung
Vice President

WILL SIGN: _____



IN WITNESS WHEREOF, I have hereunto set my hand to be affixed hereto this 11th day of August, 2020.

U.S. Bank National Association

By: DAVID JASON



Vice President