

**SUCCESSOR AGENCY TO THE MILLBRAE REDEVELOPMENT AGENCY
MILLBRAE REDEVELOPMENT PROJECT
2015 TAX ALLOCATION REFUNDING BONDS**

RULE 15c2-12 CERTIFICATE

The undersigned hereby certifies and represents to Jefferies LLC (the "Underwriter"), that he or she is a duly appointed and acting officer of the Successor Agency to the Millbrae Redevelopment Agency (the "Successor Agency") and as such is authorized to execute and deliver this Certificate and further hereby certifies and reconfirms on behalf of the Successor Agency to the Underwriter as follows:

(1) This Certificate is delivered to enable the Underwriter to comply with Securities and Exchange Commission Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule") in connection with the offering and sale of the Successor Agency to the Millbrae Redevelopment Agency Millbrae Redevelopment Project 2015 Tax Allocation Refunding Bonds (the "Bonds").

(2) In connection with the offering and sale of the Bonds, there has been prepared a Preliminary Official Statement, dated as of June 24, 2015, setting forth information concerning the Bonds, the Successor Agency, as issuer of the Bonds, and the former Millbrae Redevelopment Agency (the "Preliminary Official Statement").

(3) As used herein, "Permitted Omissions" shall mean the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, ratings and other terms of the Bonds depending on such matters and the identity of the underwriter(s), all with respect to the Bonds.

(4) The Preliminary Official Statement is, except for the Permitted Omissions, deemed final within the meaning of the Rule and has been, and the information therein is accurate and complete in all material respects except for the Permitted Omissions.

(5) If, at any time prior to the execution of the final contract of purchase, any event occurs as a result of which the Preliminary Official Statement might include an untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, the Successor Agency shall promptly notify the Underwriter thereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24th day of June 2015.

SUCCESSOR AGENCY TO THE
MILLBRAE REDEVELOPMENT AGENCY

By Robert G. Gottschalk

Authorized Officer