

ACKNOWLEDGMENT AND CONSENT TO SUBORDINATION

In response to the request by the Successor Agency to the Redevelopment Agency of the City of Clearlake (the "Agency") set forth in a letter dated September 5, 2017 (the "Subordination Request"), to approve the Agency's subordination of pass-through payments pursuant to that certain Agreement Between the Redevelopment Agency of the City of Clearlake and the County of Lake Pursuant to Health and Safety Code Section 33401, dated June 16, 1990 (the "Agreement"), the County hereby confirms its approval of the subordination of the Agency's obligations to pay pass-through payments to the County under the Agreement to the payment of debt service on the Agency's 2017 Bonds (as defined in the Subordination Request).

All capitalized terms used but not defined in this Acknowledgement and Consent to Subordination have the meanings ascribed to them in the Subordination Request.

IN WITNESS WHEREOF, the undersigned has caused this Acknowledgement and Consent to Subordination to be signed by its authorized representative on this ____ day of September, 2017.

COUNTY OF LAKE, CALIFORNIA

By: _____

Name: _____

Title: _____