**County Attorney’s Certificate**

The undersigned County Attorney for Jefferson County, North Carolina (the "County"), certifies as follows:

1. I have reviewed a resolution (the "Resolution") adopted by the County’s governing Board of Commissioners (the “Board”) on \_\_\_\_\_\_\_\_\_\_\_, 2017, providing for the County’s entering into an installment financing arrangement with First National Bank. I have reviewed (a) an Installment Financing Agreement between the County and such Lender, and (b) a Deed of Trust and Security Agreement related to the Financing Agreement (together, the “Financing Documents”), along with other information and documents as I have deemed appropriate for this purpose.

2. The Board has properly adopted the Resolution. The Resolution authorizes County officials to execute and deliver the Financing Documents on the County’s behalf. The Financing Documents have been executed by appropriate County officials.

3. There is no litigation or any proceeding before any court or other governmental authority pending or, to the best of my knowledge after reasonable investigation, threatened against the County (or any official thereof in an official capacity) (a) seeking to restrain or enjoin the execution or delivery of the Financing Documents, or (b) in any manner questioning the proceedings and authority under which the Financing Documents are authorized, or (c) challenging (i) the County's organization or existence, (ii) the County’s entering into the Financing Documents, (iii) the Board’s adoption of the Resolution, or (iv) the title to office of any County officer. To the best of my knowledge, there is no litigation pending or threatened against the County or any other person or entity in any manner challenging the transactions contemplated by the Financing Documents.

I make the representations in this certificate based on my own actual knowledge, including information provided to me by County officers and other County representatives, but I have not undertaken any special investigation for the specific purposes of this certificate.

Signed this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2017.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

County Attorney