

**CERTIFICATE REGARDING
A RESOLUTION OF THE STATE TRANSPORTATION BOARD
CONCERNING THE I-285 & SR 400 RECONSTRUCTION PROJECT**


February 8, 2016

I, Matthew E. Cline, the undersigned General Counsel to the State of Georgia Department of Transportation, DO HEREBY CERTIFY that attached hereto are copies of (a) the Joint Resolution between the State Transportation Board (the "Board") and the State Road and Tollway Authority (the "Authority"), adopted by the Board on June 18, 2015 and adopted by the Authority on June 24, 2015, pursuant to which the Board and the Authority approved the I-285 & SR 400 Reconstruction Project (the "Joint Resolution") and in principal the sources of financing for said project, and (b) a resolution of the Board adopted by the Board on January 21, 2016 concerning the approval of the form of the Design, Build, and Finance Agreement, the approval of North Perimeter Contractors, LLC (as developer of the I-285 & SR 400 Reconstruction Project), and the approval of the execution and delivery of the Intergovernmental Agreement and Estate for Years (each as referenced therein), all relating to the I-285 & SR 400 Reconstruction Project (the "Project Resolution," and together with the Joint Resolution, the "Resolutions"). Each of the Resolutions was adopted at a regular meeting of the Board duly called and held, at which meetings a quorum was present and acting throughout, which Resolutions have been compared by me with the originals thereof as recorded in the records of said Board, and said Resolutions are true, complete and correct copies thereof. Further, said Resolutions have been duly adopted and the Board has taken no action to modify, amend, supplement, repeal or rescind such Resolutions in any way, and such Resolutions remain in full force and effect on and as of the date hereof in the forms attached hereto.

[SIGNATURE PAGE TO FOLLOW]

**SIGNATURE PAGE TO
CERTIFICATE REGARDING RESOLUTIONS**

IN WITNESS WHEREOF, I have executed this certificate as of the date first set forth above.



Matthew E. Cline
General Counsel
State of Georgia Department of Transportation