

**CERTIFICATE OF GENERAL COUNSEL  
OF THE STATE OF GEORGIA DEPARTMENT OF TRANSPORTATION  
IN CONNECTION WITH  
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, a public agency of the State of Georgia (“GDOT”), DO HEREBY CERTIFY, as of the date hereof, as follows:

1. The execution and delivery by GDOT of the GDOT Documents (as defined below), and the compliance with the provisions thereof, to the best of my knowledge, without obligation to investigate, do not conflict with or constitute a breach of or default (with due notice or passage of time or both) under (a) any material agreement or other instrument known to me to which GDOT is presently subject to or by which the I-285 & SR 400 Reconstruction Project (the “Project”) is subject or bound, or (b) any court order, consent decree, statute, rule, regulation or any other law to which GDOT presently is subject to or by which the Project is subject or bound.
2. To the best of my actual knowledge, without obligation to investigate, there is no infirmity in GDOT’s title to that portion of the Premises (as defined in the Estate for Years) constituted by the currently operating Interstate Highway 285 (“I-285”) and State Route 400 (“SR 400”) roadways in Dekalb and Fulton Counties.
3. To the best of my actual knowledge, without obligation to investigate, there is no pending or proposed State legislation that could have a material adverse effect on the authority or ability of GDOT to perform its obligations under the GDOT Documents.

The “GDOT Documents” are:

- (i) the Intergovernmental Agreement by and between GDOT and the State Road and Tollway Authority (“SRTA”), dated as of January 21, 2016; and
- (ii) the Estate for Years by and between GDOT and SRTA, dated as of January 21, 2016.

[SIGNATURE PAGE TO FOLLOW]

**SIGNATURE PAGE TO  
CERTIFICATE OF GENERAL COUNSEL**

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



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