



Rebecca B. Joyner

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November 29, 2018

VIA EMAIL

Julie A. Miller, CPA
Director of Fiscal Operations
Brunswick County Finance
PO Box 249
Bolivia, North Carolina 28451

***County of Brunswick, North Carolina
Combined Enterprise Systems Revenue Bonds, Series 2020A
and
Combined Enterprise Systems Revenue Bonds, Series 2020B (financed through WIFIA program)***

Dear Julie:

You asked that we provide you an engagement letter for the services of Parker Poe Adams & Bernstein LLP, as bond counsel with respect to the above-described Bonds (collectively, the "Bonds"). The firm will provide services as bond counsel on the following basis:

- (a) For the 2020A Bonds, our bond counsel fee will be \$60,000; and
- (b) For the 2020B Bonds, our bond counsel fee will be \$75,000;

In each instance, disbursements for such items as photocopying, long distance telephone, travel, facsimile, express delivery and preparation of the transcripts would be in addition to the fees quoted and are typically less than \$250. Our services as bond counsel include:

- 1. participation in meetings with County staff, WIFIA program officials, State Treasurer's staff and the rest of the working group with respect to the issuance of the Bonds;
- 2. preparation of various resolutions, the Bond Order, the Series Indentures, and other documents relating to the authorization, execution and delivery of the Bonds;
- 3. preparation of all other papers required as a condition precedent to the execution and delivery of the Bonds;
- 4. assistance to the County with respect to matters before the rating agencies, as needed; and

5. delivery of an opinion as to the validity of the Bonds and the federal and state tax treatment of the interest on the Bonds.

We wanted to make you aware that our firm has represented, currently represents and expects to represent in the future Robert W. Baird & Co. in transactions unrelated to the Bonds. Because the County is represented by its County Attorney in the transaction related to the Bonds, we do not consider our representation as described in this letter to be a conflict of interest; however, if any issues arise that we believe would create a conflict of interest we will immediately inform you and work with the County Attorney to resolve the matter in a satisfactory manner.

No one other than the County is entitled to rely on our opinions unless we specifically authorize reliance thereon. As always, we look forward to assisting the County in meeting its financing needs.

Very truly yours,

A handwritten signature in cursive script, reading "Rebecca B. Joyner", with a long horizontal flourish extending to the right.

Rebecca B. Joyner