

**WAIVER OF CONFLICT OF INTEREST**

The School Board of Broward County, Florida (“**SBBC**”), and Greenberg Traurig, P.A., (“the **Firm**”), hereby acknowledge and agree to the following Waiver of Conflict of Interest (“**Waiver**”) concerning the issuance of Certificates of Participation, Series 2019A and 2019B (“**Transaction**”), for which BofA Securities, Inc., an affiliate of Bank of America (“**BofA**”), will serve as Senior Managing Underwriter and the **Firm** will serve as Special Tax Counsel to **SBBC** and further:

1. Subject to paragraph 2 below, SBBC acknowledges the Firm's representation of BofA in unrelated matters, and waives any objection or potential conflict with respect to such representation. The Firm has obtained a conflict waiver from BofA in accordance with procedures required by BofA. The Firm shall not represent BofA in any capacity with respect to the proposed Transaction.

2. Because of the Firm's prior and continuing relationship with the School Board and BofA, the Firm advises the School Board and the School Board agrees, that if a conflict with respect to the Transaction should at any time in the future arise between the School Board and BofA, the Firm shall not represent either party in connection with such conflict.

With respect to all conflict issues in this proposed representation, the Firm believes that their exercise of independent professional judgment in the representation of the School Board in the Transaction, and of BofA in unrelated matters, will not be impaired.

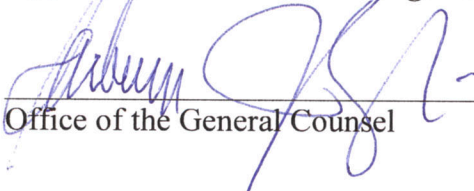
Accordingly, SBBC hereby acknowledges and consents to the foregoing; and

**IN WITNESS WHEREOF**, the parties hereto have caused this Waiver to be executed by their respective authorized offices/agents on the dates stated below.

**The School Board of Broward County, Florida**

By: \_\_\_\_\_  
Name: Heather P. Brinkworth, Chair  
Date: \_\_\_\_\_

**Approved as to Form and Legal Content:**

  
\_\_\_\_\_  
Office of the General Counsel

**ATTEST:**

\_\_\_\_\_  
Robert W. Runcie, Superintendent of  
Schools