

March 30, 2020

Ms. Barbara Myrick
General Counsel
The School Board of Broward County, Florida
600 S.E. Third Avenue, 11th Floor
Ft. Lauderdale, Florida 33301

Re: Certificates of Participation, Series 2020A Evidencing Undivided Proportionate Interests of the Owners Thereof in Basic Lease Payments to be made by The School Board of Broward County, Florida, as Lessee, Pursuant to a Master Lease Purchase Agreement with Broward School Board Leasing Corp., as Lessor

Dear Ms. Myrick:

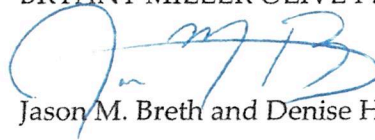
Bryant Miller Olive P.A. (the "Firm") is currently representing The School Board of Broward County, Florida (the "Board") as Cadre Counsel for certain labor and employment law matters. The Firm also represents J.P. Morgan Securities, LLC (the "Underwriter") as underwriter's counsel in connection with the underwriting of the above-captioned certificates of participation (the "COPs"). The representation of the Underwriter in the issuance of the COPs is limited to reviewing and commenting on the financing documents, including, but not limited to, the certificate purchase contract and the preliminary offering statement, and assisting with due diligence. The Firm's representation of the Underwriter in the issuance of the COPs is completely unrelated to the Firm's representation of the Board in any labor and employment matters.

Although we believe that the Underwriter and the Board's interests are generally aligned in the issuance of the COPs, such circumstances constitute a "technical" conflict of interest that requires consent from both clients. We are asking that the Board consent to the Firm's representation of the Underwriter in the COPs transaction. We reasonably believe that we will be able to represent the Board competently and diligently in the labor and employment matters without regard to our representation of the Underwriter in the unrelated COPs transaction.

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We understand the Board to be a sophisticated client well-represented by its General Counsel's Office, which can fully advise the Board regarding this request. Therefore, we respectfully ask that the Board consent to this representation.

BRYANT MILLER OLIVE P.A.

A handwritten signature in blue ink, appearing to be "JMB" and "DH", written over a horizontal line.

Jason M. Breth and Denise Heekin

CONFLICT WAIVER

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA hereby consents and waives any potential conflict of interest with regard to the following matter:

Bryant Miller Olive P.A.'s representation of J.P. Morgan Securities, LLC (the "Underwriter") in the Underwriter's underwriting of The School Board's Certificates of Participation, Series 2020A.

(Corporate Seal)

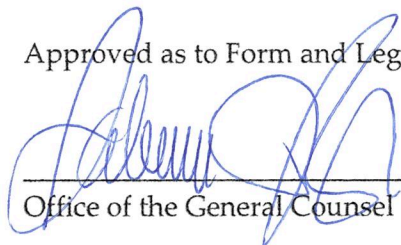
THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By: _____
Donna P. Korn, Chair

Robert W. Runcie, Superintendent
of Schools

Approved as to Form and Legal Content:



Office of the General Counsel