

LAW DEPARTMENT

Shauna R. Billingsley, Esq.  
City Attorney  
Also Licensed in Texas



HISTORIC  
FRANKLIN  
TENNESSEE

May 24, 2016

Tennessee Local Development Authority and  
Tennessee Department of Environment and Conservation  
c/o State Revolving Fund Loan Program  
Tennessee Tower, 12<sup>th</sup> Floor  
Rosa L Parks Avenue  
Nashville, TN 37243

RE: City of Franklin  
Loan #CG2 2016-367, SCADA Project

Dear Madam/Sir:

I am the City Attorney for Franklin, Tennessee, and I have reviewed the Revolving Fund Loan Agreement for the above referenced project (the "Agreement") in the amount of \$3,500,000. Pursuant to provisions of Paragraph 9 of the Loan Agreement, you have requested that the City of Franklin furnish you with my opinion as to certain matters. It is my opinion that:

1. The City of Franklin, Tennessee, a municipality, has been duly created and is validly existing and has full power and authority (under its Charter and By-laws or general law, if applicable, and other applicable statutes) to enter into and carry out the terms of the Agreement;
2. The Agreement is duly executed and constitutes a valid and binding contract to the City of Franklin, Tennessee, a municipality, enforceable in accordance with its terms except as the enforceability thereof may be limited by bankruptcy, reorganization, insolvency, moratorium or similar laws affecting the enforcement of creditors rights generally;
3. The Agreement is not in conflict in any material way with any contracts or ordinances of the City of Franklin, Tennessee, a municipality and
4. There is no litigation materially adversely affecting the Agreement or the financial condition of the City of Franklin, Tennessee, a municipality.

Sincerely,

A handwritten signature in blue ink that reads "Shauna R. Billingsley".

Shauna R. Billingsley  
City Attorney