

Legislative #
170323C

**CERTIFICATE AS TO PUBLIC MEETINGS
AND NO CONFLICT OF INTEREST**

COUNTY OF ALACHUA
STATE OF FLORIDA

Each of the undersigned members of the City Commission (the "Governing Body") of the City of Gainesville, Florida (the "Issuer"), recognizing that the purchaser the Issuer's Continuing Care Retirement Community Revenue Refunding Note (Oak Hammock at the University of Florida, Inc. Project), Series 2017A and Continuing Care Retirement Community Revenue Refunding Note (Oak Hammock at the University of Florida, Inc. Project), Series 2017B (collectively, the "Notes"), will have purchased the Notes in reliance upon this Certificate, HEREBY CERTIFIES that:

(1) He/she has not, meeting together with any other member or members of the Governing Body, other than at public meetings of the Governing Body, reached any conclusion as to the actions taken by the Governing Body with regard to the Notes, the security therefor or the application of the proceeds therefrom, or with regard to any other material matters in regard to the Notes; and

(2) He/she does not have or hold any employment or contractual relationship with Oak Hammock at the University of Florida, Inc. or with TD Bank, N.A. which is purchasing the Notes, that would constitute a prohibited conflict of interest under Part III, Chapter 112, Florida Statutes.

(3) This Certificate may be executed in several counterparts, each of which shall be an original and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, we have hereunto affixed our official signatures this _____ day of September, 2017.

Lauren Poe, Mayor

David Arreola

Harvey Budd

Charles Goston

Adrian Hayes-Santos

Harvey Ward

Helen Warren