

CERTIFICATE OF TRUSTEE

This certificate is being delivered by Wells Fargo Bank National Association in its capacity as trust indenture trustee (the "Trustee") under that certain Trust Indenture (the "Indenture") dated as of August 1, 2010 between the Trustee and the South Shore Tri-Town Development Corporation (the "SSTDC"). The Indenture was entered into in connection with the SSTDC's issuance of its \$12,550,000 Infrastructure Development Bonds, Series 2010A (the "Bonds").

Our understanding is that the SSTDC is being renamed and reconstituted as the Southfield Redevelopment Authority (the "Authority") in accordance with and as described in Chapter 291 of the Acts of 2014, a copy of which is attached hereto as Exhibit A, (the "Legislation") which Legislation was recently adopted and enacted by the Massachusetts legislature. Our further understanding is that under the terms of the Legislation, the collection and remittance of certain ad-valorem tax revenues, which comprise part of the pledged revenues that secure the Bonds under the Indenture, are to be collected directly by certain towns and remitted to the Authority (who will then remit payments to the Trustee under the Indenture) as opposed to being collected directly by the Authority as successor to the SSTDC (collectively, the "New Collection Method").

Specifically, Section 19(e) of the Legislation requires the Trustee to submit a certificate, on or before October 15, 2014, to the Secretary of Administration and Finance of the Commonwealth of Massachusetts evidencing, if applicable, that no amendment to the Indenture is necessary in order to permit the New Collection Method described in the Legislation. We have reviewed the Indenture and consulted with the Bondholder Representative of the Bonds (as defined in the Indenture), and no amendment to the Indenture is necessary in order to permit the New Collection Method. Accordingly, we are delivering this certificate to you in order to evidence the latter and comply with Section 19(e) of the Legislation.

**WELLS FARGO BANK, NATIONAL
ASSOCIATION,**
as Trustee

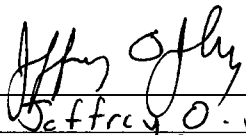
By: 
Name: Jeffrey O. Johns
Title: Vice President

EXHIBIT A

LEGISLATION

ORL 298915231v1

4835-9676-8799.2