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June 16, 2020

The County of Franklin, Illinois
Benton, Illinois

Southern Illinois Bank
Benton, Illinois

Re: The County of Franklin, Illinois, Tax Anticipation Warrants, For tax year 2019 payable 2020

To Whom it may Concern:

Ladies and Gentlemen:

I am the duly appointed and acting State's Attorney of The County of Franklin, a county and body politic of the State of Illinois (the "*County*"), and have acted as counsel to the County preliminary to and in connection with the preparation of the Ordinance for the issuance of Tax Anticipation Warrants for the tax year 2019 payable 2020 in the amount of \$400,000 to be payable at an interest rate of not more than 2.75% as discussed in the Ordinance and Proposed Tax Anticipation Warrant concerning the issuance of said warrants as certificate of debt of the County on this date.

I have examined among other things, the following:

- A. The proceedings, including the ordinance (the "*Ordinance*"), of the County Board of the County authorizing, said debt;
- B. The resolution and ordinance authorizing the issuance of tax anticipation warrants for the tax year 2019 payable in 2020, and the form of the Tax Anticipation Warrants.
- C. Executed Ordinance and resolution.
- D. The provisions of the Local -Government Debt Reform Act of the State of Illinois, as amended.
- E. Such other laws, matters and documents as I deem necessary for purposes of this opinion, which includes 50 ILCS 430/2 and 30 ILCS305/2.

I am of the opinion that:

(1) Franklin County is an Illinois county and body politic of the State of Illinois, duly organized and validly existing under the laws of the State of Illinois, with the power and authority, among others, to act as set forth in the Ordinance. The County has taken all legal action necessary in connection with the due authorization of the Documents. The County has all necessary legal right, power and authority to enter into and to carry out and consummate all transactions contemplated by the Documents to issue, Tax

Anticipation Warrants in anticipation of 2019 real estate taxes which are payable in the year 2020 and the County has complied with the provisions of applicable law in all matters relating to such transactions.

(2) The Ordinance has been duly adopted in compliance with the laws of the State of Illinois and the Documents have been duly authorized, executed and delivered by the County and constitute the valid and legally binding obligations of the County, enforceable in accordance with their terms, except to the extent that the enforcement of thereof may be limited by bankruptcy, insolvency, reorganization, amortization or other similar laws affecting creditors' rights and by equitable principles, whether considered at law or in equity, including the exercise of judicial discretion.

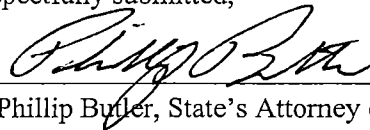
(3) No additional or further approval, consent or authorization of any governmental or public agency or authority or person not already obtained is required in connection with the execution and delivery or the performance of the obligations of the County under the Documents, except for the execution of the Tax Anticipation Warrants by the County Clerk, Treasurer, and County Chairman.

(4) That said warrants are not in violation of Illinois law or any applicable judgment, order or regulation of any court or of any public or governmental agency or authority of the State of Illinois and will not conflict with, or result in the breach of any of the provisions, of, or constitute a breach of or a default under, any agreement, indenture, mortgage, deed of trust, lease or other instrument to which the County is a party or is subject or by which it or its properties are bound and will not conflict with or constitute a violation of any provision of any existing law, rule, regulation, ordinance, judgment, order or decree.

(5) There is no action, suit, proceeding, inquiry or investigation at law or in equity or before or by any court, public board or body pending or, to my knowledge, threatened against or affecting the County, or to my knowledge any basis for any such action, suit, proceeding or investigation wherein any decision, ruling or finding would adversely affect the validity or enforceability of the Ordinance or Tax Anticipation Warrants or which would adversely affect the transactions contemplated by the Issuance of Tax Anticipation Warrants or any agreement or instrument to which the County is a party or by which it is bound and which is used or contemplated for use in the consummation of the transactions contemplated by the Ordinance or Tax Anticipation Warrants.

I am of the opinion that said Tax Anticipation Warrants will be a General Obligation of County of Franklin to be paid from the Real Estate Taxes of Franklin County for the year 2019 payable in 2020.

Respectfully submitted,



Phillip Butler, State's Attorney of
The County of Franklin, Illinois