

"Certified Resolution" with reference to the Grantor means a copy of a resolution certified by the Secretary of the Grantor to have been duly passed and adopted by the County Council at a meeting duly called and convened.

"Construction Deposit Agreement" shall mean the agreement by that name between the Grantor, the Corporation and the Trustee, as Depositary, providing for the disbursement of part of the proceeds of sale of the Bonds for the purpose of acquiring constructing and equipping the Facility.

The word "continuing" as applied to an Event of Default, means any event of default not cured or waived.

"Corporation" or "Lessee" shall mean Gladding Corporation, a New York corporation, and its successors and assigns under the Lease.

"Expense Account" shall mean the account by that name referred to in Article III hereof.

"Facility" shall mean the real estate described in Schedule A attached hereto, together with the buildings, equipment, machinery and related facilities constituting a manufacturing plant leased to the Corporation under the Lease.

"Indenture" shall mean this instrument as originally executed or as it may from time to time be supplemented or amended by one or more indentures supplemental hereto.

"Independent Architect" or "Independent Engineer" means an architect or firm of architects or a registered engineer, firm of engineers or engineering corporation acceptable to the Corporation so long as it is not in default under the Lease.

"Interest Account" shall mean the account by that name referred to in Article IV hereof.

"Lease" shall mean the Lease dated as of March 1, 1972 executed by the Grantor, as Lessor, and the Corporation, as Lessee, as from time to time amended and supplemented.

"Mortgaged Equipment" shall mean the machinery, equipment and personal property mortgaged and to be mortgaged hereunder including the machinery, equipment and personal property set forth in Schedule B hereto or as it may from time to time be supplemented or amended by one or more indentures supplemental hereto.

"Officers' Certificate" with reference to the Corporation shall mean a certificate in writing signed by the President or any Vice President and by the Secretary or any Assistant Secretary and with reference to the Grantor shall mean a certificate in writing signed by the Chairman and by the Secretary of the County Council.

"Opinion of Counsel" means a written opinion of counsel, duly admitted to practice law before the highest court of any state and not an employee of either the Grantor or the Corporation.