

(a) A copy of the ordinance adopted by the Issuer authorizing the execution and delivery of the Agreement and this Indenture and the issuance and delivery of the Notes, duly certified by the Clerk of the Issuer under its corporate seal to have been duly enacted by the Issuer and to be in full force and effect on the date of such certification;

(b) Opinions, dated as of the date of execution and delivery of the Notes, of (i) Stephen A. Kern, counsel for the Issuer; (ii) McNair Glenn Konduros Corley Singletary Porter & Dibble, P.A., Bond Counsel; and (iii) Law, Weathers & Richardson, counsel for the Corporation, in each case in such form as the Lenders shall approve;

(c) A certificate, dated the date of execution and delivery of the Notes of the Mayor of the City or other appropriate official, setting forth the facts, estimates and circumstances as to the use of the proceeds of the Notes in sufficient detail to establish that the Notes are not "arbitrage bonds" within the meaning of IRC Section 103;

(d) An executed copy of the Agreement, the Indenture and the Guaranty which shall be in form and substance satisfactory to the Lenders;

(e) An affidavit of the notice of public hearing before the City Council of the Issuer with respect to the issuance of the Notes;

(f) A certification from the chief financial officer or President of the Corporation stating that the average reasonably expected economic life of the buildings, machinery, equipment, apparatus, office furnishings and any other items to be financed in whole or in part with the proceeds of the Notes is not less than 8.5 years and further stating that the economic useful life of each item has been derived in accordance with the administrative guidelines established with the useful lives used for depreciation prior to the ACRS system (i.e., the midpoint lives under the ADR system where applicable and the guideline lives under Rev. Proc. 62-21, 1962-2 C.B. 418, in case of structures); and

(g) Such additional certificates (including appropriate no-litigation certificates and certified copies of ordinances, resolutions or

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