

"Grant Agreement" shall mean the agreement between HUD and the Recipient, and all exhibits thereto, with respect to the Grant.

"Grant Funds" means those funds to be provided by HUD to the Recipient pursuant to the terms of the Grant Agreement.

"Interest Payment Date" shall mean each date specified in Section 4.01 hereof for the payment of interest on the Loan.

"Loan" shall mean the total amount of Grant Funds disbursed to or for the account of Cincinnati.

"Officer's Certificate" shall mean a certificate signed by the Mayor of the Recipient and the Clerk-Treasurer of the Recipient.

"Opinion of Counsel" shall mean an opinion in writing signed by legal counsel satisfactory to the Recipient.

"Permitted Encumbrances" shall mean as of any particular time, (i) liens for ad valorem taxes and special assessments not then delinquent, (ii) this Agreement, (iii) utility, access and other easements and rights of way, flood rights, leases, subleases, restrictions and exceptions that an Authorized Representative of Cincinnati certifies will not interfere with or impair the means of access to and egress from the Project, (iv) such minor defects, irregularities, encumbrances, easements, rights of way, and clouds on title as normally exist with respect to properties similar in character to the Project and as do not in the opinion of Cincinnati as evidenced by a certificate of an Authorized Representative of Cincinnati, does not impair the character or significance of the Project for the purpose for which it was designed or last modified and is not detrimental to the proper conduct of the business of Cincinnati at the Project, (v) mechanic's and materialman's liens not filed or perfected in the manner prescribed by law in effect on the date hereof or otherwise, (vi) any mortgage, lease or security interest with respect to machinery and equipment not constituting part of the Project; and (vii) any lien permitted under the terms of Section 6.08 hereof.

"Person" shall mean an individual, a corporation, a partnership, an association, a joint stock company, a trust, any unincorporated organization or a government or political subdivision.

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