

ARTICLE V

REPRESENTATIONS AND COVENANTS OF LENDER

SECTION 5.01. Representations. The Lender represents to the Issuer as follows:

(a) The Lender is acquiring the Note as a vehicle for making a commercial loan and without a present view to the distribution thereof (subject, nevertheless, to any requirement of law that the disposition of its property shall at all times be under its control) and is familiar with the meaning of such representation and warranty under the federal securities laws; provided, however, that this subsection shall not prohibit a participation in the Note by another financial institution.

(b) The Lender is acquiring the Note solely for its own account and no other person has or will have any direct or indirect beneficial ownership or interest therein, provided, however, that this subsection shall not prohibit a participation in the Note by another financial institution.

(c) The Lender is a bank and is cognizant to the extent it deems necessary of the financial and business conditions of the Corporation. The Lender has a net worth substantially in excess of the cost of the Note and in the event it should incur the loss of the entire value of the Note, such loss would not materially adversely affect its financial condition.

(d) The Lender acknowledges that, except for the financial information received by it from the Corporation concerning the financial position of the Corporation, no other representations have been made to it as to the financial condition of the Corporation. No representations have been made to the Lender by the County as to the financial position of the Corporation. The Lender has made such investigation as it deems necessary to make its investment decision as to each of such persons and all information, books and records requested by it have been furnished to it.

SECTION 5.02. Covenants. The Lender covenants that it will not voluntarily dispose of all or any portion of the Note unless it procures from each assignee thereof representations and covenants in form and content substantially the same as those made by the Lender in this Article V of the Indenture.