

(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 Note, 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 closing, of (A) Messrs. Carter, Smith, Merriam & Rogers, counsel for the Issuer; (B) McNair Glenn Konduros Corley Singletary Porter & Dibble, P.A., Bond Counsel, and (C) Messrs. Ashmore, Stilwell and Hunter, counsel for the Corporation, in each case in such form as the Lender shall approve;

(c) A certificate, dated the date of execution and delivery of the Note 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 Note in sufficient detail to establish that the Note is not an "arbitrage bond" 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 Lender;

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

(f) A certification from a certified public accountant 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 Note is not less than 10 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);

(g) Such additional certificates (including appropriate no-litigation certificates and certified copies of ordinances, resolutions or other proceedings adopted by the Issuer and the Corporation instruments or other documents as the Lender may reasonably request to evidence the authority of the Lender to act as Depositary under the Indenture or the authority of the Corporation to execute and deliver the Agreement, and the due performance and satisfaction by the Issuer and the Corporation at or prior to such time of all agreements then to be performed and all conditions then to be satisfied by each of them in