

VIU75-411

of the Facilities is situated, or any part of the Leased Land with respect to which the County proposes to grant an easement or convey fee title to a railroad, public utility or public body in order that railroad service, utility services or roads may be provided for the Project. Provided, however, that if at the time any such amendment is made any of the Bonds are outstanding and unpaid such amendment shall not be effective unless and until there are deposited with the Trustee the following:

(a) Copies of any such amendment to this Lease as executed.

(b) A resolution of the County Council (i) stating that the County is not in default under any of the provisions of the Indenture and that the County and the Tenant are not to the knowledge of the County in default under any of the provisions of this Lease, (ii) giving an adequate legal description of that portion of the Leased Land to be released, (iii) stating the purpose for which the release is desired, (iv) stating that the improvements, if any, to be constructed upon that portion of the Leased Land to be released, will promote the continued industrial development of the County, (v) requesting such release, and (vi) approving any such amendment to this Lease.

(c) Evidence of the authority of the officer of the Tenant who executes such amendment to this Lease.

(d) A resolution of the Board of Directors of the Tenant or a certificate of the President or a Vice President of the Tenant or an opinion of counsel for the Tenant stating that the Tenant is not then in default under this Lease.

(e) If applicable, a copy of the instrument granting the easement or conveying title to a railroad, public utility or public body.

(f) A certificate executed by an Independent Engineer as hereinafter defined, dated not more than ninety days prior to the date of the release stating that, in his opinion: (i) the portion of the Leased Land so proposed to be released is necessary or desirable in order to obtain railroad service, utility services or roads to benefit the Project, or is not otherwise needed for the operation of the Project for the purpose hereinabove stated, and (ii) the release so proposed to be made will not impair the character or significance of the Project for the purpose for which it was designed or last modified and will not destroy the means of ingress thereto and egress therefrom.