

accordance with the direction of the holders of not less than a majority (or such lesser or greater percentage as is specifically required or permitted by this Indenture) in aggregate principal amount of all Bonds at the time outstanding relating to the time, method and place of conducting any proceeding for any remedy available to the Trustee, or exercising any trust or power conferred upon the Trustee under this Indenture.

Section 8.01, Section 8.02. Except as otherwise provided in

- (a) The Trustee may rely upon the authenticity of, and the truth of the statements and the correctness of the opinions expressed in, and shall be protected in acting upon any resolution, certificate, statement, instrument, opinion, report, notice, notarial seal, stamp, acknowledgment, verification, request, consent, order, Bond, coupon or other paper or document believed by it to be genuine and to have been signed or affixed and presented by the proper party or parties;
- (b) Any notice, request, direction, election, order or demand of the Grantor mentioned herein shall be sufficiently evidenced by an instrument signed in the name of the Grantor by any officer of the Grantor (unless other evidence in respect thereof be herein specifically prescribed), and any resolution of the County Council of the Grantor may be evidenced to the Trustee by a Certified Resolution;
- (c) In the administration of the trusts of this Indenture, the Trustee may execute any of the trusts or powers hereof directly or through its agents or attorneys and the Trustee may consult with counsel (who may be counsel for the Grantor) and the opinion or advice of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it hereunder in good faith and in accordance with the opinion of such counsel;
- (d) Whenever in the administration of the trusts of this Indenture, the Trustee shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action hereunder, such matter (unless other evidence in respect thereof be herein specifically prescribed) may, in the absence of willful wrongdoing or bad faith on the part of the Trustee, be deemed to be conclusively proved and established by an Officers' Certificate of the Grantor and such Officers' Certificate of the Grantor shall, in the absence of willful wrongdoing or bad faith on the part of the Trustee, be full warrant to the Trustee for any action taken or suffered by it under the provisions of this Indenture upon

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