

[PLEASE put on Letterhead of Legal Counsel]
Certification of Legal Counsel for the
City/Town/District

I, _____, duly appointed legal counsel for the **City/Town/District**, hereby certify that:

1. The **City/Town/District** is validly organized and existing under and by virtue of the laws of the Commonwealth, has full power and authority to own its properties and carry on its business as now conducted, and has full power and authority to execute, deliver and perform its obligations under the Project Funding Agreement (the “Agreement”), and any amendments thereto, between the **City/Town/District** and the Massachusetts School Building Authority for the Proposed Project at the **School Name** (the “Proposed Project”) and all other related documents.

2. The **City/Town/District** has duly obtained all necessary votes, resolutions, authorizations, appropriations, orders, and voter approvals, in accordance with the formats prescribed by the Authority, and has taken all actions necessary or required by law to authorize the execution and delivery of the Agreement, and any amendments thereto, and to fund and perform the obligations of the **City/Town/District** under the Agreement and any amendments thereto.

3. The **City/Town/District** has sufficient ownership or a lease consistent with 963 CMR 2.09(5) for the useful life of the **School Name**. The **City/Town/District** will have legal authority to control and use the Proposed Project site for the useful life of the **School Name** to the extent required for continued operations, construction, and repair in a manner consistent with the Proposed Project submitted to the MSBA.

4. The Project Funding Agreement, and any amendments thereto, constitute a valid and binding obligation of the **City/Town/District**, enforceable in accordance with its terms, except as such enforceability may be limited by bankruptcy, insolvency, moratorium, reorganization or other laws heretofore or hereafter enacted and general equity principles.

5. The following elected or appointed governmental officer(s) or governmental body has the full legal authority under the laws of the Commonwealth of Massachusetts and all applicable local charters, ordinances and by-laws to execute and deliver the Agreement, and any amendments thereto, for the Proposed Project between the **City/Town/District** and the Massachusetts School Building Authority on behalf of the **City/Town/District** and to bind the **City/Town/District** to its terms and conditions:

[Please list: Title/s (do not include a specific name) and Contact Information for the authorized governmental officer or governmental body signing the Project Funding Agreement. If a vote is required to authorize the governmental officer or governmental body to sign the Project Funding Agreement, please note such requirements here and submit a copy of said vote to the MSBA.]

6. The following elected or appointed governmental officer(s) or governmental body has the full legal authority under the laws of the Commonwealth of Massachusetts and all applicable local charters, ordinances and by-laws to make final, binding decisions with respect to the Proposed Project described in the Agreement, and any amendments thereto, on behalf of the **City/Town/District**:

[Please list: Title/s (do not include a specific name) and Contact Information for the governmental officer or governmental body who is authorized to make final, binding decisions with respect to the Proposed Project. If a vote is required to authorize the governmental officer or governmental body to make binding decisions with respect to the Proposed Project, please note such requirements here and submit a copy of said vote to the MSBA.]

I hereby further certify that, to the best of my knowledge and belief, the above-listed certifications are true, complete and accurate.

IN WITNESS WHEREOF, signed this _____ day of _____, _____

Name (Print or Type)

Office/Title (Print or Type)