

[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 Scope and Budget Agreement between the [City/Town/District] and the Massachusetts School Building Authority for the Proposed Project at the _____ (the "Project Scope and Budget Agreement") and all other related documents.

2. The [City/Town/District] has duly obtained all necessary votes, resolutions, authorizations, appropriations 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 Project Scope and Budget Agreement and to fund and perform the obligations of the [City/Town/District] under the Project Scope and Budget Agreement.

3. The Project Scope and Budget Agreement constitutes 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.

4. The following governmental official and/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 Project Scope and Budget Agreement on behalf of the [City/Town/District] and to bind the [City/Town/District] to its terms and conditions:

[List Name(s), Title(s), and Contact Information for the individual(s) signing the Project Scope and Budget Agreement.]

5. The following governmental official and/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 on behalf of the [City/Town/District] with respect to the Proposed Project described in the Project Scope and Budget Agreement.

[List Name(s), Title(s), and Contact Information for the individual(s).]

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 _____, 2010

Name:

Office/Title:

Address: