

[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 Scope and Budget 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 “Project Scope and Budget Agreement”) 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 Project Scope and Budget Agreement, and any amendments thereto, and to perform the obligations of the **[City/Town/District]** under the Project Scope and Budget Agreement and any amendments thereto.

3. The Project Scope and Budget 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.

4. The following elected or appointed governmental officer(s) and/or governmental body has the full legal authority under the laws of the Commonwealth of Massachusetts and all applicable local charters, ordinances, by-laws, and policies to execute and deliver the Project Scope and Budget Agreement, and any amendments thereto, 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 governmental officer or governmental body that is duly authorized to execute the Project Scope and Budget Agreement on behalf of the District. If the vote of a multi-member governmental body is required to authorize an individual governmental officer or other governmental body to execute the Project Scope and Budget Agreement on its behalf, please note such requirements here and submit a certified copy of said vote to the MSBA.]

5. The following elected or appointed governmental officer(s) 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 and any amendments thereto.

[Please list: Title/s (do not include a specific name) and Contact Information for the governmental officer or governmental body that is duly authorized to execute the Project Scope and Budget Agreement on behalf of the District. If the vote of a multi-member governmental body is required to authorize an individual governmental officer or other governmental body to execute the Project Scope and Budget Agreement on its behalf, please note such requirements here and submit a certified 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)