

D-4: CERTIFICATION OF LEGALLY BINDING AGREEMENTS

(TO BE ON ATTORNEY'S LETTERHEAD)

August 3, 20__

Dear Mayor_____:

As the City Attorney for the City of_____, it is my opinion that the copy of the note annexed hereto evidencing legal financial commitment in the amount of \$1,000,000, between XYZ Partnership and International Mfg., Ltd. is in compliance with Paragraph___of Exhibit_____of the contract between the City of_____and the Louisiana Division of Administration or its Successor to obtain a loan in the amount of \$500,000.

It is further my opinion that the agreement between XYZ Partnership and International Mfg., Ltd., is a binding and legally enforceable agreement and obligated XYZ Partnership to make a long-term permanent financial loan in the principal amount of \$1,000,000 to International Mfg.

It is further my opinion that Mr. X is authorized to commit the partnership to make this loan and officially represent the partnership in all matters pertaining to this loan.

Very truly yours,

City Attorney

CERTIFICATION OF LEGALLY BINDING AGREEMENTS

Pursuant to Article _____ of the LCDBG Contract, I hereby submit the following legal opinion in regard to the evidentiary materials required to be furnished by _____ (name of company or individual) _____.

1. I am the attorney for the City/Parish of _____, recipient of the LCDBG Contract referred to above.
2. I am basing the foregoing legal opinion on the written Affidavit of (name, title, and _____ function) _____, copies of the enclosed documents, and upon my information and belief. I do not have personal knowledge of any of the facts alleged herein.
3. Evidence of Contracts. Enclosed is a copy of the Agreement entered into by _____ (name and title of City/Parish official) _____, the City of _____, as attested to by (list all persons attesting to contract and titles -- both City officials and representatives of private parties) _____.

Also enclosed is a copy of the Ordinance authorizing the _____ (title of City/Parish official) _____ to enter into a Contract with _____ (name of company or individual) _____.

It is my opinion that (name of City/Parish official) _____ was authorized to enter into the Contract with _____ (name of company or individual) _____. My opinion is based on resolution number _____ which was duly passed by the legislative body of the City/Parish of _____ authorizing the _____ (title of City/Parish official) _____ to enter into the Contract.

It is my opinion that _____ (name) _____ is the _____ (title) _____ of _____ (name of company) _____ and that he was authorized to enter into the LCDBG Agreement with the City/Parish of _____. My opinion is based upon the attached Affidavit(s) of (name(s) and title(s) or person(s) submitting Affidavit(s) _____.

It is my opinion that the above mentioned contracts are legally enforceable under the laws of this State and conform to the provisions of the Grant Agreement unless otherwise specified herein.

4. Evidence of Loans. Enclosed is a copy of (amount of money in words and figures) _____ note with a Deed of Trust or other security securing said note, a _____ (amount of money in words and figures) _____ installment note and two (2) financing statements perfecting the lender's(s') lien on the security pledged collateral for said note. Also enclosed is a letter from (name) _____ on the (name and location of bank) _____ letterhead.

It is my opinion that the above two (2) loans have been funded and that _____ (name) _____ was authorized to execute the documents on behalf of the lender(s) and that the documents comply with Section _____, LCDBG Contract. My opinion is based upon copies of loan documents provided me by _____ (name) _____ and included herein. "It is further my opinion that the note, mortgage, security agreement, and other loan documents are valid and enforceable according to their terms."

5. Evidence of Investor's Equity. Pursuant to the Contract entered into by and between the City of _____ and _____ (name of company) _____, agreed to expend _____ (sum of money) _____ on _____ (enumerate investments or improvements) _____. It is my opinion that _____ (name of company) _____ has expended _____ (sum of money) _____ as of _____ (date) _____ for the purpose of _____ (enumerate investments or improvements) _____. My opinion is based upon the Affidavit of _____ (name and title) _____ and the attached list of assets and values spent by _____ (name of company) _____.
6. Evidence of Title to Real Property. Enclosed is a copy of the Deed to the land where _____ (name of company) _____ is presently located. The Title policy has been examined or documentation has been submitted which contains sufficient evidence including evidence of recordation which satisfies the State that the recipient or participating party has title as required. It is my opinion that _____ (name of company) _____ owns the land in fee simple referred to in the Deed. My opinion is based on the attached Deed and Affidavit of _____ (name) _____. The land cost approximately _____ (sum of money in words and figures) _____ according to the Affidavit of _____ (name) _____.
7. Borrower's Representations. Enclosed is the Assisted Business's resolution entitled "Unanimous Consent of the Board of Director's of International Manufacturing, GmBH" and dated _____ (date) _____, authorizing the officers to take the necessary action to obtain an LCDBG loan on behalf of the Assisted Business. In the aforementioned resolution the Assisted Business makes certain representations concerning legality of the LCDBG loan in regards to other company obligations, current financial situation, pending litigation, and rights to do business.

It is my opinion that these statements are true and accurate. My opinion is based upon the attached Affidavit from Assisted Business's counsel.

If you have any questions in regard to my opinion, please do not hesitate to contact me.

Very truly yours,

Name of City/Parish Attorney