

[CITY ATTORNEY FOR THE CITY OF _____]

Addressee

RE: Opinion Re: Enforceability of Inter-Participant Transaction

Dear _____

The purpose of this letter is to provide my legal opinion concerning the execution and enforceability of that certain Inter-Participant Transaction entered into by the Cities of _____ and MEAG Power dated (“IPT”). I have conducted a thorough review of applicable law, including statutory and constitutional law of Georgia, the Charter of the City of _____, and all applicable ordinances and resolutions of the City of _____. I am also knowledgeable concerning the procedure utilized by the City of _____ in reviewing and approving the IPT.

For the benefit of and reliance of each of the parties to the IPT, I hereby opine as follows:

- (1) That the process utilized by the governing body of the City of _____ in approving the IPT complied in full with each of the requirements set forth in the City’s Charter, ordinances and resolutions; and,
- (2) The signatory of the IPT on behalf of the City of _____ is fully authorized by applicable law to execute the IPT on behalf of the City of _____ and that the City of _____ upon execution will be fully bound by the terms of the IPT; and,
- (3) Upon execution, the IPT will be a fully enforceable document legally binding the City of _____ to the terms thereof.

I understand fully that the parties to the IPT are relying upon this opinion in moving forward with this transaction.

Very truly yours,