

ARTICLE II
REPRESENTATIONS

SECTION 2.01. Representations by Recipient. The Recipient makes the following representations as the basis for the undertakings on its part herein contained:

(a) The Recipient is a duly constituted political subdivision of the State and is duly authorized under the laws of the State, including the Act, to enter into the transactions contemplated by this Agreement and the Grant and to carry out its obligations hereunder and thereunder. By proper action the Recipient has duly authorized the execution and delivery of this Agreement, the Grant and all agreements collateral hereto and thereto.

(b) The Grant is a valid and binding agreement of the Recipient. No further action is necessary by the Recipient to make final the award of the Grant proceeds except compliance with the terms of the Grant.

(c) The Recipient is entering into this Agreement and defraying the Cost of the Project for the purpose of promoting the industrial development, developing the trade, and utilizing and employing the manpower, agricultural products and natural resources of the State.

(d) The Recipient is not in default under any of the provisions of the laws of the State, where any such default would affect the validity or enforceability of this Agreement, or the transactions contemplated by this Agreement or the Grant.

(e) The authorization, execution and delivery of this Agreement and the Grant, and the compliance by the Recipient with the provisions hereof and thereof, will not conflict with or constitute a breach of, or a default under, any existing law, court or administrative regulation, decree, order or any provision of the Constitution or laws of the State relating to the establishment of the Recipient or its affairs, or any agreement, mortgage, lease or other instrument to which the Recipient is subject or by which it is bound.

SECTION 2.02. Representations by Cincinnati. Cincinnati makes the following representations as the basis for the undertakings on its part herein contained:

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