

§1.03. (a) The term "additional bonds" shall mean bonds of any series (other than bonds of the 1969 Series) authorized hereunder evidencing additional indebtedness, other than those which shall be duly authenticated and covered pursuant to the provisions of §3.01 (and other than bonds issued upon transfers or exchanges or in lieu of mutilated, lost, stolen or destroyed bonds).

(b) The term "authorized newspaper", when used in connection with the name of a particular city, shall mean a newspaper customarily published on each business day, whether or not such newspaper is published on Saturdays, Sundays, and legal holidays, printed in the English language and of general circulation in the city in connection with which the term is used.

Whenever successive publications in an authorized newspaper are required by any provision of this Indenture, such successive publications may be made in the same or in different authorized newspapers.

In case by reason of the temporary or permanent suspension of publication of any newspaper, or by reason of any other cause, it shall be impossible for the Company or the Principal Trustee, as the case may be, to make publication of any notice required hereby in a newspaper or newspapers as herein provided, then such publication in lieu thereof as the Principal Trustee, or the Company with the approval of the Principal Trustee, shall make, shall constitute a sufficient publication of such notice. Such publication shall, so far as may be, approximate the terms and conditions of the publication in lieu of which it is given.

(c) The terms "Board", "Board of Directors" and "Directors" shall each mean either the Board of Directors of the Company or the Executive Committee of the Board of Directors of the Company. Reference, without more, to action by the Directors shall mean action either by the Directors of the Company as a Board or by the Executive Committee of the Board of Directors.

(d) The term "certified resolution" shall mean a copy of a resolution or resolutions certified by the Secretary or an Assistant Secretary of the Company, under its corporate seal, to have been duly adopted

by the Board of Directors at a meeting thereof duly convened and held and at which a quorum was present and acted thereon, and to be in full force and effect on the date of such certification.

(e) The terms "application of the Company", "written order of the Company", "written request of the Company", "written consent of the Company", "certificate of the Company", and "statement of the Company" shall mean, respectively, an application, order, request, consent, certificate or statement signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Company. Any such application or written request may be combined in a single instrument with any such certificate and, in so far as any such certificate (or application or written request, in case no separate certificate is herein provided for) relates to conditions precedent provided for in this Indenture (including any covenants compliance with which constitutes a condition precedent) which relate to the authentication and delivery of bonds hereunder, to the release on release and substitution of property subject to the lien of this Indenture, to the satisfaction and discharge of this Indenture, or to any other action to be taken by the Trustee or either of them, at the request or on the application of the Company, as the case may be, shall include, in addition to the statements, if any, required by any other applicable provision of this Indenture, the statements required by paragraph (1) of this §1.03 to be included in a certificate or opinion furnished to the Principal Trustee. Any certificate or statement of the Company may be based, in so far as it relates to legal matters, upon an opinion of, or representations by, counsel, unless the officer or officers signing such certificate or statement know that the opinion or representations with respect to the matters upon which said certificate or statement may be based as aforesaid are erroneous, or, in the exercise of reasonable care, should have known that the same were erroneous.

The same officer or officers of the Company, or the same engineer or counsel or other person, as the case may be, need not certify to all the matters required to be certified under the provisions of any Article, Section, subdivision or other portion hereof, but different officers,

engineers, counsel or other persons may certify to different facts, respectively.

Where any person or persons are required to make, give or execute two or more applications, orders, requests, consents, certificates, statements or other instruments under this Indenture, any such applications, orders, requests, consents, certificates, statements or other instruments may, but need not, be consolidated and form one instrument.

(f) The term "opinion of counsel" shall mean a written opinion given by counsel selected by the Company, who may be counsel for the Company and which shall, in so far as it relates to conditions precedent provided for in this Indenture (including any covenants compliance with which constitutes a condition precedent) which relate to authentication and delivery of bonds hereunder, to the release or release and substitution of property subject to the lien of this Indenture, to the satisfaction and discharge of this Indenture, or to any other action to be taken by the Trustee or either of them at the request or on the application of the Company, as the case may be, include in addition to the statements, if any, required by any other applicable provision of this Indenture, the statements required by paragraph (1) of this §1.03 to be included in a certificate or opinion furnished to the Principal Trustee. Any opinion of counsel may be based, in so far as it relates to factual matters with respect to which information is in the possession of the Company, upon a certificate or opinion of, or representations by, an officer or officers of the Company, unless such counsel knows that the certificate or opinion or representations with respect to the matters upon which his opinion may be based as aforesaid are erroneous, or, in the exercise of reasonable care, should have known that the same were erroneous.

(g) The term "engineer" shall mean any engineer, appraiser or other expert, who may be an individual, co-partnership or corporation, selected and paid by the Company and who may (except as otherwise herein provided) be an officer or employee of the Company; and the term "independent engineer" shall mean an engineer selected and paid by the Company approved by the Principal Trustee in the exercise of reasonable care and who, or each of whom, (1) is in fact

independent; (2) does not have any substantial interest, direct or indirect, in the Company or in any other obligor upon the bonds or in any affiliate of the Company or of any such other obligor; and (3) is not connected with the Company or any such other obligor or with any affiliate of the Company or of any such other obligor as an officer, employee, promoter, underwriter, trustee, partner, director or person performing similar functions.

(h) The term "accountant" shall mean any accountant or accounting firm, who need not be certified or licensed or public, selected and paid by the Company and who may (except as otherwise herein provided) be an officer or employee of the Company; and the term "independent public accountant" shall mean any certified or licensed public accountant or any firm of such accountants selected and paid by the Company approved by the Principal Trustee in the exercise of reasonable care and who, or each of whom, (1) is in fact independent; (2) does not have any substantial interest, direct or indirect, in the Company or in any other obligor upon the bonds or in any affiliate of the Company or of any such other obligor; and (3) is not connected with the Company or any such other obligor or with any affiliate of the Company or of any such other obligor as an officer, employee, promoter, underwriter, trustee, partner, director or person performing similar functions, but who may be regularly retained to make annual and other similar audits of the books of the Company, any other obligor upon the bonds or any affiliate of either thereof.

(i) Each certificate (or application or written request of the Company where no separate certificate of the Company is provided for) or opinion furnished to the Principal Trustee with respect to compliance with any condition or covenant provided for in this Indenture, shall include (1) a statement that the person making such certificate or giving such opinion has read such covenant or condition and the definitions, if any, herein contained relative thereto; (2) a brief statement as to the nature and scope of the examination or investigation upon which the statements or opinions contained in such certificate or opinion are based; (3) a statement that, in the opinion of such person, he has made such examination or investigation as is necessary.