

217/782-2027

Illinois Environmental Protection Agency
Attn: Division of Legal Counsel #21
1021 North Grand Avenue East
P.O. Box 19276
Springfield, Illinois 62794-9276

Re: Project Title _____

Loan No. _____

Dear _____:

This office as legal counsel to the _____ County, Illinois (_____), in connection with the above referenced loan that will be made from the Public Water Supply Loan Program administered by the Illinois Environmental Protection Agency (the "IEPA"). With respect to this transaction, we have examined the following:

- A. A Commercial Fixed Rate Draw Note executed by _____ on _____, _____, with a Principal Amount of not to exceed \$_____.
- B. A Security Agreement executed by _____ on September 15, 2004.
- C. A Mortgage Security Agreement and Fixture Filing _____ on September 15, 2004.
- D. Resolutions, minutes of meetings, and organization documents of _____.
- E. Such other documents as we have deemed necessary to render the opinion hereafter expressed.

The aforesaid documents are sometimes hereinafter collectively referred to as the "Loan Documents".

Based upon our examination of the Loan Documents, it is our opinion that:

1. _____ is duly organized, validly existing, and in good standing as a not for profit corporation under the laws of the State of Illinois.
2. The execution, delivery and performance by _____ of the Loan Documents (a) has been duly authorized by all requisite action of _____, (b) will not violate or be in conflict with any provision of applicable law or any order, rule or regulation of any court or other governmental authority, and (c) will not violate, be in conflict with, result in a breach of, or constitute a default under any instrument, indenture, agreement or any other obligation to which _____ is a party, or where any of its assets and properties are or may be bound or subject.
3. The Loan Documents each constitute legal, valid and binding obligations of _____ enforceable pursuant to Illinois law in all material respects in accordance with their respective terms.
4. To the best of our knowledge, after due inquiry, there is no action, suit or proceeding at law or in equity pending or threatened against or affecting _____ before any court or before any governmental or administrative agency that, if adversely determined, could materially and adversely affect _____ ability to perform under the Loan Documents.

The opinions and statements herein expressed are made with the knowledge and understanding that the IEPA will rely on them in disbursing the proceeds of the Loan and may be relied upon for such purposes by the IEPA and its successors and assigns.

Our opinions are subject, with respect to the enforcement of remedies, to bankruptcy, insolvency and reorganization of other law affecting the enforcement of creditors' rights generally, and the application of equitable principles (whether any proceeding is brought in equity or at law).

Sincerely,