



Chenoweth Law Office

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Robert L. Chenoweth
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May 23, 2013

Gary Wiseman, Superintendent
Paris Independent Schools
310 West Seventh Street
Paris, Kentucky 40361

**RE: G. E. Government Finance, Inc.
Equipment Lease**

Dear Superintendent Wiseman:

Herewith please find the Certificate of Counsel signed by me relative to the above-referenced matter. As discussed yesterday, this Agreement is approved as to form and legality with the reservation noted as to paragraph 10. It is understood representatives for the lessor have declined to strike this "risk of loss" paragraph that could be construed as an unconstitutional hold harmless/indemnification provision as addressed in OAG 86-18. The intent of the statement I have added to the Certificate of Counsel is to reflect the Board of Education is not waiving its entitlement to the defense of governmental immunity.

I am also including an addendum to this Agreement required by KRS 45A.455(4). This local model procurement law provision is to be conspicuously stated on all contacts/leases/agreements entered into by a local public agency.

If you have questions or need further information please contact this office.

Sincerely,

CHENOWETH LAW OFFICE


Robert L. Chenoweth

RLC:jth
Enclosures