

EXHIBIT A

FORM OF OPINION OF CITY SOLICITOR

Re: General Airport Revenue Obligations
Thirteenth Supplemental Ordinance (Bill No. _____)

Dear Council President Clarke:

The office of the City Solicitor has reviewed The First Class City Revenue Bond Act, the Amended and Restated General Airport Revenue Bond Ordinance of 1995 (Bill No. 1099) approved June 16, 1995, as supplemented (the "General Ordinance") and the proposed Thirteenth Supplemental Ordinance thereto, Bill No. _____ (the "Thirteenth Supplemental Ordinance" and together with the General Ordinance, the "Ordinance"). The Ordinance authorizes the issuance and sale of one or more series or subseries of General Airport Revenue Obligations (the "Obligations") of the City of Philadelphia in the maximum principal amount of _____ (\$_____).

Based on that review, it is my opinion that under the General Ordinance and the Thirteenth Supplemental Ordinance, as introduced in City Council, the registered owners of any series or subseries of the Obligations will have no claim upon the taxing power or general revenues of the City of Philadelphia, nor will they have any lien upon any property of the City of Philadelphia other than the Project Revenues (as defined in the General Ordinance) and the funds properly pledged to such registered owners pursuant to the terms and conditions of the General Ordinance and the Thirteenth Supplemental Ordinance.

Sincerely,

Shelley R. Smith
City Solicitor