

Authorizing the conveyance of certain property from the county of Franklin, Ohio to Nationwide Children's Hospital and consenting to and approving various leases between the county of Franklin, Ohio and Nationwide Children's Hospital
(Commissioners)

WHEREAS, the County of Franklin, Ohio, acting by and through the County Hospital Commission of Franklin County (the "Commission"), is authorized pursuant to Section 339.15 and Chapter 140 of the Act, to issue hospital revenue bonds of the County of Franklin, Ohio (the "Issuer");

WHEREAS, Nationwide Children's Hospital (the "Hospital") previously conveyed certain real property (the "Hospital Facilities Property") to the Issuer in connection with the issuance by the Commission of the Issuer's Hospital Improvement Revenue Bonds in various series for the financing of the acquisition, construction, renovation and equipping of certain "hospital facilities", as that term is defined in Section 140.01 of the Ohio Revised Code (the "Prior Bonds");

WHEREAS, the County of Franklin, Ohio (the "County") is authorized pursuant to Section 140.03 of the Ohio Revised Code (the "Act") to transfer real and personal property comprising hospital facilities to another hospital agency, including the Hospital;

WHEREAS, this Board of County Commissioners has determined that it is necessary and in its best interests to convey certain real property (the "Conveyed Property"), which is intended to be all of the Hospital Facilities Property, back to the Hospital; and

WHEREAS, in connection with the conveyance of the Conveyed Property to the Hospital, it is necessary that this Board (i) approve the conveyance of the Conveyed Property, (ii) consent to and approve the execution and delivery by the Issuer, acting by and through the Commission, of a certain 2008 Amendment to the Base Lease (the "2008 Amendment to the Base Lease") between the Issuer and the Hospital, which 2008 Amendment to the Base Lease amends the Base Lease dated as of December 1, 1992 between the Hospital and the Issuer, acting by and through the Commission, as previously supplemented and amended (the "Base Lease"), and (iii) consent to and approve the execution and delivery by the Issuer, acting by and through the Commission, of a certain 2008 Amendment to the Lease (the "2008 Amendment to the Lease") between the Issuer and the Hospital, which 2008 Amendment to the Lease

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amends the Lease between the Issuer, acting by and through the Hospital Commission, and the Hospital Lease dated as of November 1, 1985, as previously supplemented and amended (the "Lease");

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Franklin, Ohio:

SECTION 1. This Board hereby approves the conveyance to the Hospital of Conveyed Property, which is described in Exhibit A of the 2008 Amendment to the Base Lease, and the execution by at least two members of this Board of a limited warranty deed (the "Deed") in form and substance satisfactory to this Board and the Prosecuting Attorney of the Issuer conveying the Conveyed Property to the Hospital.

SECTION 2. This Board hereby consents to and approves the execution and delivery by the Issuer, acting by and through the Commission, of the 2008 Amendment to the Base Lease and the 2008 Amendment to the Lease. The above-mentioned documents shall be substantially in the form now on file with the Clerk of this Board, together with such changes therein as may be approved by the officers of the Commission executing such documents, with such execution being conclusive evidence of such approval. It is hereby determined that the conveyance of the Conveyed Property is fair consideration for value and benefit to be derived by the County through such conveyance, and the 2008 Amendment to the Base Lease, the 2008 Amendment to the Lease and the Deed will promote the public purpose stated in Section 140.02, Ohio Revised Code. It is further determined that the 2008 Amendment to the Base Lease, the 2008 Amendment to the Lease and the Deed are in compliance with the applicable requirements of the Base Lease and the Lease.

SECTION 3. It is hereby found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code, and the rules of this Board in accordance therewith.

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SECTION 4. This resolution shall be effective immediately upon its adoption.

Prepared by and return to:
Glendon B. Pratt, Esquire
Peck, Shaffer & Williams LLP
175 S. Third Street, Suite 600
Columbus, Ohio 43215
(614) 224-5205

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CERTIFICATE

The undersigned, duly appointed and acting Clerk of the Board of County Commissioners of the County of Franklin, Ohio, does hereby certify that the foregoing is a true and correct copy of a resolution adopted by such Board on July __, 2008, together with an extract from the minutes of the meeting at which that resolution was adopted to the extent pertinent thereto.

Clerk, Board of County Commissioners
County of Franklin, Ohio

July __, 2008