

Resolution of intention to issue Housing Revenue Bonds and authorizing execution of an agreement with CHN I, LLC and CHN II, LLC. (Commissioners)

WHEREAS, the County of Franklin, a county organized and existing under the laws of the State of Ohio (the "County"), pursuant to the authority of Article VIII, Section 16, of the Constitution of the State of Ohio, and Section 133.51 of the Ohio Revised Code (the "Act"), is empowered and authorized and desires to take certain necessary actions toward the issuance of its revenue bonds in one or more series (the "Bonds") to finance the costs of acquisition, renovation, installation and equipping of the multifamily housing facilities listed in Exhibit A to the Bond Issuance and Indemnification Agreement attached hereto and made a part hereof (collectively, the "Project"), each of which will be owned by CHN I, LLC or CHN II, LLC, each an Ohio limited liability company (each, a "Borrower"), for the purpose of providing decent, safe and sanitary housing for residents of the County; and

WHEREAS, the County has determined that a Bond Issuance and Indemnification Agreement between the County and the Borrower in the form attached as Exhibit A hereto (the "Agreement"), which is incorporated by reference herein, adequately sets forth the general terms and conditions upon which the County is willing to proceed with the financing of the Project; and

WHEREAS, such Bonds shall not constitute general obligations, debt or bonded indebtedness of the County within the meaning of the Constitution and laws of the State of Ohio and the holders or owners thereof shall not be given the right, and shall have no right, to have excises or taxes levied for the payment of bond service charges on such Bonds, but they shall be payable only from revenues provided by the Borrower; and

WHEREAS, based solely upon the representations of the Borrower, the County anticipates that the Project would enhance the availability of adequate housing and would improve the economic and general well-being of the people of the County by continuing to provide decent, safe and sanitary housing for the residents thereof;

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

Section 1. The County will undertake to authorize and issue the Bonds from time to time, in one or more series, in a principal amount currently estimated not to exceed \$9,000,000 for the purpose of financing the Project. Both the County and its officers will take all further action necessary or desirable for that purpose, including the execution of a notice of intent, all subject, however, to the conditions stated in the Agreement, and upon the terms therein and herein provided.

Section 2. The County intends that this Resolution, including the Agreement, shall constitute "official action" with respect to the issuance of the Bonds

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to finance the costs of the Project, within the meaning of Treasury Regulation Section 1.150-2.

Section 3. The Agreement in substantially the form submitted to the County be and is hereby approved, with such changes therein not inconsistent with this Resolution and not adverse to the County as may be permitted by the Act and approved by the officers executing the same on behalf of the County, and at least two members of this Board of County Commissioners be and they are hereby authorized and directed to execute and deliver the Agreement on behalf of the County. The approval of such changes by said officers, and that such are not adverse to the County, shall be conclusively evidenced by the execution of the Agreement.

Section 5. The law firm of Peck, Shaffer & Williams LLP is appointed as Bond Counsel in connection with the issuance of the Bonds, provided that such firm will be compensated out of financing proceeds or by the Borrower, and the County will have no obligation with respect thereto.

Section 6. This Resolution was adopted, and all actions and deliberations of this Board of County Commissioners of the County of Franklin, relating thereto were conducted in meetings open to the public, in compliance with all applicable legal requirements including Section 121.22 of the Ohio Revised Code.

Section 7. This Resolution shall be effective from and after its passage.

Adopted: September 9, 2008

Clerk, Board of County Commissioners,
County of Franklin, Ohio

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CERTIFICATE

The undersigned, Clerk of the Board of County Commissioners of the County of Franklin, Ohio, hereby certifies that the foregoing is a true and correct copy of the resolution passed by such Board, together with an excerpt of the minutes to the extent pertinent thereto, on September 9, 2008, at which a quorum of the Board of County Commissioners was present and acting throughout, and no further action of this Board of County Commissioners has been taken to amend or rescind such Resolution, and that the same is, as of the date hereof, in full force and effect.

This September 9, 2008.

Clerk, Board of County Commissioners
County of Franklin, Ohio