

Resolution authorizing the assignment and assumption of an Ohio Enterprise Zone Agreement from Lexington Hilliard LLC to M-MB LLC and continuation of the First Source Hiring agreement by BMW Financial Services

(Economic Development and Planning)

WHEREAS, Duke Realty Limited Partnership ("**DRO**"), the Board of County Commissioners of Franklin County, Ohio, the City of Hilliard, Ohio, and BMW Financial Services NA, LLC entered into an Ohio Enterprise Zone Agreement ("**EZA**") **Exhibit A** dated August 4, 2004, for real property tax abatement associated with the construction of a new office building located 5550 Britton Parkway, Hilliard, Ohio; and

WHEREAS, pursuant to a Assignment and Assumption of the Ohio Enterprise Zone Agreement, dated December 20, 2006, the **EZA** was assigned from **DRO** to the current owner, **Lexington Hilliard L.P.**, and

WHEREAS, pursuant to a Purchase Agreement (the "**PSA**"), dated March 10, 2009, between **Lexington Hilliard L.P.**, and **M-BM LLC, Lexington Hilliard L.P.**, has agreed to convey by limited warranty deed the real property described on **Exhibit B**, attached hereto and incorporated herein by reference (the "**Property**"), which **Property** includes the "**Facility**" (as defined in the **EZA**) to **M-BM LLC**.

WHEREAS, in connection with the conveyance of the **Property** by **Lexington Hilliard LLC** to **M-BM LLC**, and pursuant to the terms of the **PSA**, **Lexington Hilliard LLC** desires to assign to **M-BM LLC** all of its right, title, interest and obligations under the **EZA** and **M-BM LLC** wishes to assume all such right, title, interest and obligations of **Lexington Hilliard LLC** in and to the **EZA**.

NOW THEREFORE BE IT RESOLVED, the President of the Franklin County Board of Commissioners, Commissioner Paula Brooks shall be the authorized representative and signatory of the attached agreement, and

That it consents to the assignment of the **EZA** to **M-BM LLC** from **Lexington Hilliard LLC** for the **Property**, and

BMW Financial Service, the lessor of the **Facility** will continue its obligation under the Franklin County First Source agreement dated August 3, 2004.