

**A Resolution to authorize the execution and delivery of a Lease and a Sub-Lease Agreement with the Franklin County Convention Facilities Authority and the City of Columbus, Ohio for the purpose of financing the purchase of Nationwide Arena and future improvements thereto, and to approve loan agreements with the State of Ohio, and the issuance of Arena Lease Revenue Anticipation Bonds by the Franklin County Convention Facilities Authority for such purposes. (COMMISSIONERS)**

**WHEREAS**, pursuant to Resolution No. 818-88 duly adopted by this Board of County Commissioners on July 12, 1988, the County of Franklin, Ohio (the "County"), has created The Franklin County Convention Facilities Authority (the "FCCFA") pursuant to Chapter 351 of the Ohio Revised Code (the "Act") as a body corporate and politic performing essential governmental functions, to, among other things, (a) acquire, purchase, construct, furnish, equip, lease or rent, and operate "facilities," as defined in the Act, within the County; and (b) issue obligations, from time to time, anticipating "revenues," as defined in the Act, in such principal amounts as are necessary to pay any part of the "cost" of such facilities, as defined in the Act, in order to encourage economic development and create jobs in the County; and

**WHEREAS**, the FCCFA presently owns a convention facility known as "The Greater Columbus Convention Center" (the "Existing Facility"); and

**WHEREAS**, the County has worked with the State of Ohio (the "State"), the FCCFA and the City of Columbus, Ohio (the "City") to promote the development and redevelopment of the Arena District within the County, which development includes an investment in the Arena District of over \$1 billion of public and private improvements, with approximately 1.2 million square feet of office space, more than 170 businesses, over 7,000 jobs, and more than 1,000 residents; and

**WHEREAS**, the residents of the County have benefitted from the estimated \$30 million in annual state and local tax revenue generated by the Arena District and Nationwide Arena, and Nationwide Arena is a critical component to the economic and community development success of the Arena District; and

**WHEREAS**, the County, the State, the FCCFA and the City have formed a cooperative relationship intent on maintaining and increasing the

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economic viability of the Arena District and have been engaged in cooperative efforts to facilitate the FCCFA's acquisition, operation and maintenance, and improvement of Nationwide Arena; and

**WHEREAS**, the FCCFA will purchase, operate and maintain, and improve Nationwide Arena, which is a facility within the meaning of the Act, and will finance a portion of such purchase, operation and maintenance, and improvement by entering into financing arrangements with the State acting through its Department of Development, which will make an investment in the form of a \$10,000,000 loan (the "State Loan"), and by the issuance of its arena lease revenue anticipation bonds in a principal amount not to exceed \$50,000,000 (the "Bonds"); and

**WHEREAS**, the County, in an effort to retain jobs, protect existing public investment, and encourage additional job growth, will provide specified percentages of the proceeds of the tax on gross casino revenue collected by the State and distributed to the County pursuant to Article 15, Section 6, Ohio Constitution, further described herein (the "County Contribution") to the FCCFA to assist the FCCFA in financing the FCCFA's purchase of Nationwide Arena, and such County Contribution is to be in the form of lease payments (the "County Lease Payments") to be made by the City to the FCCFA pursuant to a lease (the "Lease Agreement") and sublease (the "Sublease Agreement") among the City, the FCCFA and the County; and

**WHEREAS**, the City has previously determined to provide specified percentages of the proceeds of the tax on gross casino revenue collected by the State and distributed to the City pursuant to Article 15, Section 6, Ohio Constitution, to the FCCFA to assist the FCCFA in financing the FCCFA's purchase, operation and maintenance, and improvement of Nationwide Arena, and to make such contribution in the form of lease payments to be made by the City to the FCCFA pursuant to the Lease Agreement and Sublease Agreement; and

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**WHEREAS**, the FCCFA will pledge the County Lease Payments and payments to be received from the City pursuant to the Lease Agreement and Sublease Agreement as security for the State Loan and the Bonds; and

**WHEREAS**, the County Lease Payments will be paid exclusively from the County Contribution and the County will not pledge any tax to secure any payment of the Bonds or the State Loan; and

**WHEREAS**, the County Lease Payments will be subject to annual appropriations, and such appropriations will be subject to approval by this Board of County Commissioners; and

**WHEREAS**, this Board of County Commissioners desires to authorize the County's participation by executing and delivering the Lease Agreement and Sublease Agreement and taking certain other actions, and to make certain determinations required by the Act and such Agreements;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF FRANKLIN, OHIO:**

**SECTION 1.** That at least two members of this Board of County Commissioners are hereby authorized to execute and deliver the Lease Agreement and the Sublease Agreement in the forms now on file with the Clerk of this Board, which are hereby approved, with such changes thereto not inconsistent with this resolution and not substantially adverse to the County as may be permitted by law and approved by the officers executing the same on behalf of the County. The approval of any such changes by such officers, and that such changes are not substantially adverse to the County, shall be conclusively evidenced by the execution of such agreements by such officers.

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**SECTION 2.** That in accordance with Section 9.04 of the Lease Agreement dated as of June 1, 1990 between the FCCFA, lessor, and the County and the City, as lessees, and Section 9.03 of the Sub-Lease Agreement dated as of June 1, 1990 between the County and the City, as sublessors, and the FCCFA, sublessee, the County hereby consents to the State Loan and the issuance of the Bonds by the FCCFA.

**SECTION 3.** That the members of this Board of County Commissioners, the Clerk of this Board, the County Auditor, the County Treasurer and the County Administrator, are each hereby separately authorized to take any and all actions and to execute such other instruments that may be necessary or appropriate in the opinion of County Prosecuting Attorney in order to effect the intent of this resolution and that of the Lease Agreement and the Sublease Agreement.

**SECTION 4.** That this resolution does not constitute a finding of the Board as to the compliance or noncompliance by the FCCFA with any legal requirements imposed upon it in connection with the issuance of the Bonds.

**SECTION 5.** That it is found and determined that all formal actions of this Board concerning and relating to the passage of this resolution were passed 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 the law, including Section 121.22 of the Ohio Revised Code, and the rules of this Board in accordance therewith.

**SECTION 6.** This resolution shall be effective immediately upon its adoption.

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Prepared by and return to:  
Mary S. Duffey, Esq.  
Peck, Shaffer & Williams LLP  
65 East State Street, Suite 500  
Columbus, Ohio 43215  
(614) 224-5205