

**A Resolution to give consent to and authorize the execution and delivery of a supplemental lease, a supplemental sub-lease, and other documents of the County relating to the issuance of tax and lease revenue anticipation bonds by the Franklin County Convention Facilities Authority.  
(Commissioners)**

**WHEREAS**, pursuant to Resolution 558-90 adopted by this Board of County Commissioners on May 15, 1990, the County of Franklin, Ohio (the "County") has entered into a Lease Agreement dated as of June 1, 1990 (as the same has been amended and supplemented from time to time, the "Lease") from The Franklin County Convention Facilities Authority (the "FCCFA"), as lessor, to the City of Columbus, Ohio (the "City") and the County, as lessees and tenants in common, with respect to the convention facility known as "The Greater Columbus Convention Center" (the "Facility"); and

**WHEREAS**, pursuant to such Resolution 559-90 adopted by this Board of County Commissioners on May 15, 1990, the County has entered into a Sub-Lease Agreement dated as of June 1, 1990 (as the same has been amended and supplemented from time to time, the "Sub-Lease") from the County and the City, as lessors, to the FCCFA, as lessee, with respect to the Facility, providing for rental payments from the FCCFA which are to be used as a source for the County's "Lessees Rent" payments under the Lease; and

**WHEREAS**, the Facility was financed and refinanced in part with the proceeds of tax and lease revenue anticipation bonds of the FCCFA, including (i) Tax and Lease Revenue Anticipation Refunding Bonds, Series 2005 (the "Series 2005 Bonds"), (ii) Tax and Lease Revenue Anticipation and Refunding Bonds, Series 2007 (the "Series 2007 Bonds"), and (iii) Tax and Lease Revenue Anticipation Refunding Bonds, Series 2012 (the "Series 2012 Bonds" and, together with the Series 2005 Bonds and the Series 2007 Bonds, the "Prior Bonds"), all of which are secured by a Trust Agreement dated as of June 1, 1990, as amended and supplemented to date (the "Indenture"), which Indenture includes a pledge of any "Lessees Rent" paid by the County and the City pursuant to the Lease; and

**WHEREAS**, the FCCFA, the County and the City entered into a First Supplemental Lease Agreement and a First Supplemental Sub-Lease Agreement as supplements to the Lease and the Sub-Lease, respectively, in order to add additional improvements and additional property to the operation of such documents and to extend the terms of the Lease and the Sub-Lease through December 31, 2027; and

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**WHEREAS**, the FCCFA proposes to issue presently estimated not to exceed \$307,750,000 of Tax and Lease Revenue Anticipation and Refunding Bonds in one or more series (the "2014 Bonds") as "Additional Bonds" pursuant to the Indenture to (i) finance a portion of the cost of renovations to and expansion of the Facility (the "2014 Project") and (ii) refund some or all of the outstanding Prior Bonds in order to achieve interest cost savings, which will benefit the FCCFA, the County, the City and their respective citizens and taxpayers; and

**WHEREAS**, Section 9.04 of the Lease and Section 9.03 of the Sub-Lease require the County and City to consent to the issuance of such "Additional Bonds" so long as the Lease and Sub-Lease are in effect, and this Board of County Commissioners desires to authorize such consents and supporting documents with respect to the 2014 Bonds; and

**WHEREAS**, the FCCFA, the County and the City desire to enter into a Supplemental Lease Agreement (the "Supplemental Lease") and a Supplemental Sub-Lease Agreement (the "Supplemental Sub-Lease") as additional supplements to the Lease and the Sub-Lease, respectively, in order to add the 2014 Project to the operation of such documents and to extend the terms of the Lease and the Sub-Lease through December 31, 2044; now, therefore,

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

**SECTION 1.** That the County hereby gives its consent, as required by Section 9.04 of the Lease and Section 9.03 of the Sub-Lease, to the issuance of the 2014 Bonds by the FCCFA. The County Administrator and Deputy County Administrator, and either of them acting singly, are hereby authorized to execute and deliver such documents evidencing such consent and supporting the 2014 Project and the issuance of the 2014 Bonds as shall be approved by the County Prosecuting Attorney and the officer executing the same, such execution to conclusively evidence such approvals.

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**SECTION 2.** That at least two members of this Board of County Commissioners are hereby authorized to execute and deliver the Supplemental Lease and the Supplemental Sub-Lease in such forms as shall be approved by the County Prosecuting Attorney and the officers executing the same; such officers' execution and delivery to conclusively evidence such authorization and approval.

**SECTION 3.** That in order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the County Administrator and Deputy County Administrator, and either of them acting singly, are hereby authorized to execute and deliver a continuing disclosure agreement (the "Continuing Disclosure Agreement") in connection with the issuance of the 2014 Bonds in such form as such officer may approve; such officer's execution and delivery shall be conclusive evidence of such authorization and approval. This Board of County Commissioners hereby covenants that the County will comply with the provisions of the Continuing Disclosure Agreement, provided that failure to comply shall not constitute a default on the 2014 Bonds. Any holder of the 2014 Bonds may take such action as may be necessary and appropriate, including seeking specific performance, to cause the County to comply with its obligations under this section and the Continuing Disclosure Agreement.

**SECTION 4.** That it is found and determined that all formal actions of this Board of County Commissioners concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board of County Commissioners, and that all deliberations of this Board of County Commissioners 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.

**SECTION 5.** That this resolution be in force from and after its adoption.