

**Resolution authorizing the Partial Assignment and Assumption of and Fifth Amendment to the Community Reinvestment Area Agreement between Franklin County and Pizzuti/Creekside XX, LLC
(Economic Development & Planning)**

WHEREAS, the Franklin County Board of Commissioners ("Board") and Pizzuti Land, LLC ("Pizzuti") entered into a Community Reinvestment Area Agreement dated as of January 23, 2001 and approved by Resolution No. 1135-00 (the "Agreement") relating to certain parcels of real property more particularly described therein, consisting of Facility 1 and Facility 2 (as such terms are defined in the Second Amendment defined below); and

WHEREAS, Pizzuti transferred ownership of Facility 1 and in connection therewith the Agreement was partially assigned (with regard to Facility 1 only) to Creekside IV LLC ("Creekside IV"); and

WHEREAS, the Board, Creekside IV and Pizzuti entered into the Amendment to Community Reinvestment Area Agreement Between Franklin County and Pizzuti Land, LLC dated as of September 16, 2003 and approved by Resolution No. 870-03 (the "First Amendment"), wherein, among other things, the improvements constructed on Facility 1 was acknowledged to be 412,000 square feet and the timing for completion of construction of the improvements on Facility 2 was extended until December 31, 2005; and

WHEREAS, Pizzuti transferred ownership of Facility 2 and in connection therewith the Agreement, as amended, was partially assigned (with regard to Facility 2 only) to Pizzuti/Creekside Land Holdings LLC, an Ohio limited liability company ("Pizzuti Holdings"); and

WHEREAS, The Board, Creekside IV and Pizzuti Holdings entered into the Second Amendment to Community Reinvestment Area Agreement Between Franklin County and Pizzuti Land, LLC dated as of October 25, 2005 and approved by Resolution No. 856-05 (the "Second Amendment"), wherein, among other things, the timing for completion of construction of the improvements on Facility 2 was extended until December 31, 2008; and

WHEREAS, Creekside IV transferred ownership of Facility 1 and in connection therewith the Agreement, as amended, was partially assigned (with regard to Facility 1 only) to DCT Creekside IV LLC ("DCT"); and

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WHEREAS, The Board, DCT and Pizzuti Holdings entered into the Third Amendment to Community Reinvestment Area Agreement Between Franklin County and Pizzuti/Creekside Land Holdings, LLC dated as of December 16, 2008 and approved by Resolution No. 1047-08 (the "Third Amendment"), wherein, among other things, the timing for completion of construction of the improvements on Facility 2 was extended until December 31, 2015 and Facility 1 and Facility 2 were bifurcated such that Pizzuti Holdings shall only have the rights and obligations associated with Facility 2 and DCT shall only have the rights and obligations associated with Facility 1; and

WHEREAS, The Board and Pizzuti Holdings entered into the Fourth Amendment to Community Reinvestment Area Agreement Between Franklin County and Pizzuti/Creekside Land Holdings LLC, dated as of September 22, 2015 and approved by Resolution No. 0710-15 (the "Fourth Amendment"), wherein, among other things, the timing for completion of construction of the improvements on Facility 2 was extended until May 1, 2016 (the Agreement, as assigned pursuant to the assignments referenced in these recitals and as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, shall be hereinafter referred to as the "Reinvestment Agreement"); and

WHEREAS, Pizzuti Holdings transferred ownership of Facility 2 and in connection therewith the Reinvestment Agreement was partially assigned (with respect to Facility 2 only) to Pizzuti/Creekside XX, LLC (the "Assignor"); and

WHEREAS, Assignor and Pinchal & Company LLC, a Texas limited liability company, predecessor in interest to 6054 Shook Road, LLC (the "Assignee"), entered into that certain Purchase and Sale Agreement dated January 19, 2017 (the "Purchase Agreement") with respect to, in part, Facility 2, which property is located at 6054 Shook Road, Lockbourne, Ohio 43137; and

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WHEREAS, Assignor has transferred or will transfer fee simple title to Facility 2 to Assignee on the date of closing under the Purchase Agreement; and

WHEREAS, In connection with the foregoing, Assignor desires to assign to Assignee, and Assignee desires to assume Assignor's benefits, burdens, and obligations under the Reinvestment Agreement solely with respect to Facility 2 and the County, Assignor and Assignee desire to amend the Reinvestment Agreement with respect to matters hereinafter contained.

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

SECTION 1. The Board hereby consents to the Partial Assignment and Assumption of the Reinvestment Agreement.

SECTION 2. This Assignment shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns.

SECTION 3. The Reinvestment Agreement, as it relates to Facility 2 only, is hereby amended to only require the construction of an approximately 260,000 square foot facility.

SECTION 4. The Reinvestment Agreement is in full force and effect.

SECTION 5. There exists no default, or event that with the passage of time or the giving of notice, or both, would constitute a default on the part of Assignor, any predecessor in interest, or Facility 2.

SECTION 6. Facility 2 has been completed in the timeframe required by the Reinvestment Agreement and is in compliance with the requirements of the Reinvestment Agreement.

Prepared by: Joshua M. Roth

SIGNATURE PAGE FOLLOWS