

COUNTY OF LANCASTER, PENNSYLVANIA

GENERAL CERTIFICATE

THIS CERTIFICATION is made in connection with the issuance this day by Lancaster County Convention Center Authority (the "Authority") of Bonds described below. As used herein the following terms shall have the indicated meaning:

BONDS ... shall mean the Authority's Hotel Room Rental Tax Revenue Bonds, Series of 2014, dated as of August 1, 2014, in the aggregate principal amount of \$62,595,000.

COUNTY ... shall mean the County of Lancaster, Pennsylvania.

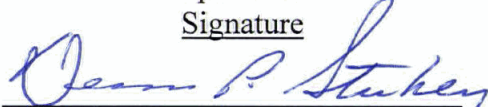

GUARANTY ... shall mean the Guaranty Agreement dated as of August 1, 2014, by and among the Authority, the County, as guarantor, and Manufacturers and Traders Trust Company, Harrisburg, Pennsylvania, as trustee.

ORDINANCE ... shall mean the ordinance enacted by the Board of Commissioners of the County on July 1, 2014, authorizing, among other things, the execution and delivery of the Guaranty and the Reimbursement Agreement and authorizing the incurring of the indebtedness evidenced by the Guaranty.

REIMBURSEMENT AGREEMENT ... shall mean the Reimbursement Agreement, dated as of August 1, 2014, between the Authority and the County, whereunder the Authority has agreed to reimburse the County for any payment made by the County under the Guaranty.

WE, THE UNDERSIGNED OFFICIALS OF THE COUNTY, HEREBY CERTIFY THAT:

1. The persons identified below have been duly elected or appointed to the designated offices of the County set forth beside their name; such officials have been duly qualified and do, as of the date hereof, hold such offices; the signatures of such officials set forth beside their respective names are the true and genuine signatures of such officers:

<u>Name</u>	<u>Office</u>	<u>Specimen Signature</u>
Dennis P. Stuckey	Chair	
Andrea McCue	Chief Clerk	

2. The signatures of various municipal officials appearing on the Guaranty, the Reimbursement Agreement and the other certificates, instruments, agreements and documents delivered at closing are their genuine and proper signatures and such persons were, at the date of the execution of such documents, the duly elected or appointed incumbents in their respective offices and were duly authorized to execute such documents in their official capacities.

3. At the closing held this day, there were delivered certain documents, certificates and proceedings of the County as filed with the Department of Community and Economic Development of the Commonwealth of Pennsylvania, including the debt statement and borrowing base certificate of the County. Both of these instruments were duly prepared and verified by municipal officials acting within their official capacities in accordance with all provisions of law and all rules of procedure of the County.

4. To the best of our knowledge, information and belief, after such investigation as we deem appropriate, there is no litigation pending or threatened which attacks the validity of the Guaranty, the Reimbursement Agreement or the incurring of indebtedness by the County or which attacks the validity of any action taken by the County, the Board of Commissioners or any official of the County in connection with the authorization, issuance or sale of the Bonds by the Authority, the execution and delivery of the Guaranty, the Reimbursement Agreement or which otherwise affects the ability of the County to perform its obligations under the Guaranty and the Reimbursement Agreement.

5. The Ordinance of the County, which authorized, among other things, the execution and delivery of the Guaranty and the Reimbursement Agreement, copies of which were delivered at the closing held this day, was duly enacted at a duly advertised public meeting of the Board of Commissioners of the County in accordance with all laws and rules of procedure of the County and such Ordinance remains in full force and effect on the date hereof, no amendments having been made thereto.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed the seal of the County of Lancaster, Pennsylvania this 1st day of August, 2014.

COUNTY OF LANCASTER, PENNSYLVANIA

By *James P. Stokely*  
Chair

Attest: *Andrea McCre*  
Chief Clerk

(SEAL)