

SECRETARY'S CERTIFICATE

I, SCOTT BOWSER, hereby certify that I am the duly appointed Secretary of LANCASTER COUNTY CONVENTION CENTER AUTHORITY, a body politic and corporate organized and existing under the Third Class County Convention Center Authority Act, Act of December 27, 1994, P.L. 1375, as amended and supplemented (the "Authority"), and I am delivering this Certificate to Wells Fargo Municipal Capital Strategies, LLC (the "Bank"), pursuant to the Continuing Covenant Agreement, dated August 1, 2014, as previously amended and supplemented (the "Original Continuing Covenant Agreement"), as amended and supplemented by a Second Amendment to Continuing Covenant Agreement, dated December 3, 2018 (the "Second Amendment"), each between the Authority and the Bank (the Original Continuing Covenant Agreement, as amended and supplemented by the Second Amendment, is referred to herein as the "Continuing Covenant Agreement"), and in my capacity as Secretary of the Authority hereby certify to the Bank:

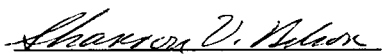
1. Pennsylvania Subsistence Certificate. The Authority is a body politic and corporate duly organized and validly existing under and by virtue of the laws of the Commonwealth of Pennsylvania, and is presently subsisting in the Commonwealth of Pennsylvania. Attached hereto as Exhibit "A" is a subsistence certificate with respect to the Authority issued by the Secretary of State of the Commonwealth of Pennsylvania and dated November 26, 2018.

2. Articles of Incorporation. Attached hereto as Exhibit "B" is a true, correct, and complete copy of the Authority's Articles of Incorporation and no modifications, amendments, supplements or restatements have been made thereto.

3. By-Laws. Attached hereto as Exhibit "C" is a true, correct, and complete copy of the Authority's By-Laws, and no modifications, amendments, supplements, restatements have been made thereto.

4. Resolutions of the Board of Directors. Attached hereto as Exhibit "D" is a true, correct, and complete copy of the minutes of the meeting of the Board of Directors of the Authority held on October 18, 2018, at which, among other things, the Authority has been authorized to, (i) execute, deliver, and perform the agreements, documents, and instruments required to be executed by the Authority under the Second Amendment and the First Supplemental Trust Indenture dated as of December 3, 2018 (collectively, the "Credit Documents"), and (ii) complete all transactions described therein and contemplated thereby (collectively, the Transactions"). Such resolutions are the only resolutions of the Authority with respect to the matters therein set forth and have not been amended, modified, or rescinded and are in full force and effect on and as of the date hereof.

5. Incumbency of Officers. The following individual is a duly appointed and acting officer of the Authority, she holds the office set forth opposite her name and the signature set forth opposite her name is her true and correct signature and she is authorized to sign the documents referred to and authorized by the above resolutions:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
Sharron V. Nelson	Chair	


6. Consents, Approvals, Permissions, Etc. (i) There is no consent, approval, permission, authorization, order or license from any federal, state or local governmental or regulatory authority or from any trustee or holder of indebtedness of the Authority which is necessary or required in connection with the completion of the Transactions which has not been obtained on or before the date hereof, (ii) the completion of the Transactions will not violate or result in a default by the Authority (immediately or with the passage of time or the giving of notice, or both) under any agreement, indenture, contract, or other instrument to which the Authority is a party or by which the Authority is individually or jointly bound and (iii) the execution and delivery of, and compliance with the terms and provisions of, the Credit Documents and all other documents, instruments and certificates contemplated thereby by the Authority will not constitute a breach of or default under any provision of any statute, rule, order, regulation, judgment or decree of any court or federal or state regulatory body or administrative agency or other governmental body having jurisdiction over the Authority, or its properties or to which the Authority is subject, any provision of the Authority's Articles of Incorporation or By-Laws, or any agreement or document related thereto or any indenture, mortgage, deed of trust, agreement or other instrument to which the Authority is a party or by which the Authority or any of its properties are bound.

7. Orders, Writs, Proceedings, Etc. (i) The Authority is not in default under any order, writ, injunction, decree or demand of any court or governmental authority or with respect to any material agreement or instrument governing any obligation of the Authority, and (ii) there are no actions, suits, proceedings or investigations pending against or concerning the Authority except as otherwise disclosed in the Credit Documents.

8. Qualifications of Certificate. All certifications made pursuant hereto are made as of the date hereof and to the best of the undersigned's knowledge.

9. Reliance by Authority's Counsel. Stevens & Lee, P.C., as counsel to the Authority, and in connection with the opinions being furnished by it to the Bank in connection with the Transactions, may rely upon the contents of this Certificate in connection with the issuance of such opinions.


IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate this 3rd day of December, 2018.



Name: Scott Bowser
Title: Secretary

I, Sharron V. Nelson, as Chair of the Lancaster County Convention Center Authority, a body politic and corporate organized under the laws of the Commonwealth of Pennsylvania, hereby certify that appearing above is a true and correct signature of Scott Bowser, the Secretary of the Lancaster County Convention Center Authority, and confirm the accuracy of the certifications contained in paragraphs 6 through 9 above.

Dated this 3rd day of December, 2018.



Name: Sharron V. Nelson
Title: Chair

EXHIBITS

- Exhibit "A" - Subsistence Certificate
- Exhibit "B" - Articles of Incorporation
- Exhibit "C" - By-Laws
- Exhibit "D" - Resolutions of the Board of Directors of the Authority

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 23, 2014

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

LANCASTER COUNTY CONVENTION CENTER AUTHORITY

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

1 ARTICLES OF INCORPORATION-MISCELLANEOUS filed on September
16, 1999

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in cursive script, appearing to read "Carol Aichele".

Secretary of the Commonwealth

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

11/26/2018

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

LANCASTER COUNTY CONVENTION CENTER AUTHORITY

is duly registered as a Pennsylvania PA Municipal Authority under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set
my hand and caused the Seal of the Secretary's
Office to be affixed, the day and year above written

Robert Lanes

Acting Secretary of the Commonwealth

Certification Number: TSC181126080084-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

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ARTICLES OF INCORPORATION

Filed in the Department of
State on SEP 16 1999
Ron Ford
Secretary of the Commonwealth

TO THE SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA:

In compliance with requirements of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act," and pursuant to Ordinances duly enacted by the governing bodies of the County of Lancaster, Pennsylvania (the "County") and the City of Lancaster, Lancaster County, Pennsylvania (the "City"), expressing the intention and desire of the governing bodies of said municipalities to organize an Authority jointly under provisions of said Act, said municipalities certify:

1. The name of the Authority is "LANCASTER COUNTY CONVENTION CENTER AUTHORITY."

2. The Authority is formed under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act."

3. No other Authority has been organized under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act."

4. The names of the incorporating municipalities are: County of Lancaster, Pennsylvania and City of Lancaster, Lancaster County, Pennsylvania.

5. The offices, names and addresses of the officers of the governing bodies of said incorporating municipality are:

County of Lancaster, Pennsylvania

<u>Office</u>	<u>Name</u>	<u>Address</u>
County Commissioner, Chairman	Paul Thibault	Fifth Floor Lancaster County Courthouse 50 North Duke Street Lancaster, PA 17602
County Commissioner, Vice Chairman	Terry L. Kauffman	Fifth Floor Lancaster County Courthouse 50 North Duke Street Lancaster, PA 17602
County Commissioner	Ron Ford	Fifth Floor Lancaster County Courthouse 50 North Duke Street Lancaster, PA 17602

9967- 967

City of Lancaster, Lancaster County, Pennsylvania

<u>Office</u>	<u>Name</u>	<u>Address</u>
Mayor	Charles W. Smithgall	120 North Duke Street Lancaster, PA 17603
President of Council	Clarence E. Darcus	120 North Duke Street Lancaster, PA 17603
Council Member	Stephen G. Diamantoni	120 North Duke Street Lancaster, PA 17603
Council Member	Gene H. Duncan, Jr.	120 North Duke Street Lancaster, PA 17603
Council Member	Craig E. Lehman	120 North Duke Street Lancaster, PA 17603
Council Member	Luis A. Mendoza	120 North Duke Street Lancaster, PA 17603
Council Member	Russell H. Miller	120 North Duke Street Lancaster, PA 17603
Council Member	Harry S. Stoltzfus	120 North Duke Street Lancaster, PA 17603

6. The members of the Board of the Authority shall be seven (7) in number and shall be apportioned as follows:

County of Lancaster, Pennsylvania	4
City of Lancaster, Lancaster County Pennsylvania	3

The terms of the first three members appointed by the governing body of the County of Lancaster, Pennsylvania shall be allocated between them for a two-year, three-year and four-year term, respectively. The terms of the first three members appointed by the governing body of the City of Lancaster, Lancaster County, Pennsylvania shall be allocated between them for a two-year, three-year and four-year term, respectively.

The governing bodies of the incorporating municipalities shall alternate in the appointment of the seventh member. The governing body of the County of Lancaster, Pennsylvania shall make the first appointment of the seventh member whose term shall be four years.

7. The names; addresses and terms of office of the first members of the Board of the Authority, are as follows:

<u>Name</u>	<u>Address</u>	<u>Term of Office</u>
James O. Pickard	50 North Duke Street Lancaster, PA 17602	Four (4) years

9967- 369

FILE OF THE CITY CLERK

ADMINISTRATION ORDINANCE NO. 5-1999

ADMINISTRATION BILL NO. 5-1999

INTRODUCED - AUGUST 24, 1999

ADOPTED BY COUNCIL - SEPTEMBER 14, 1999

AN ORDINANCE OF THE COUNCIL OF THE CITY OF LANCASTER SIGNIFYING THE INTENTION AND DESIRE OF THE COUNCIL OF THIS CITY TO ORGANIZE AN AUTHORITY JOINTLY WITH THE COUNTY OF LANCASTER, PENNSYLVANIA, UNDER PROVISIONS OF THE ACT OF ASSEMBLY APPROVED DECEMBER 27, 1994, P. L. 1375, AS AMENDED AND SUPPLEMENTED, KNOWN AS THE THIRD CLASS COUNTY CONVENTION CENTER AUTHORITY ACT; SETTING FORTH AND AUTHORIZING EXECUTION OF ARTICLES OF INCORPORATION; APPOINTING AND FIXING THE TERMS OF THE FIRST MEMBERS OF THE BOARD OF SUCH AUTHORITY; AUTHORIZING ALL OTHER NECESSARY ACTION; AND REPEALING ALL INCONSISTENT ORDINANCES OR PARTS OF ORDINANCES.

The Council of the City of Lancaster, Lancaster County, Pennsylvania (the "City"), enacts and ordains as follows:

SECTION 1. The Council of this City (the "Council") signifies the intention and desire to organize an Authority jointly with the County of Lancaster, Pennsylvania (the "County") under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act" (the "Act").

SECTION 2. The Mayor and the City Clerk, respectively, of this City are authorized and directed to execute, on behalf of this City, Articles of Incorporation for such authority in substantially the form set forth on Exhibit "A" attached hereto and made a part hereof.

SECTION 3. The appropriate officers of the Council, acting jointly with appropriate officers of the County, are authorized and directed to file such Articles of Incorporation with the Secretary of the Commonwealth of Pennsylvania and to do all other things necessary to effect the incorporation of such Authority, including payment of required filing fees.

SECTION 4. The following named person are appointed the first members to represent this City on the Board of the authority for the following terms of office:

<u>Name</u>	<u>Address</u>	<u>Term of Office</u>
Willie Borden	120 North Duke Street Lancaster, PA 17603	Four (4) years

9967- 968

Camilla L. Collova	50 North Duke Street Lancaster, PA 17602	Four (4) years
Willie Borden	120 North Duke Street Lancaster, PA 17603	Four (4) years
W. Garth Sprecher	50 North Duke Street Lancaster, PA 17602	Three (3) years
Christina L. Hausner	120 North Duke Street Lancaster, PA 17603	Three (3) years
Paul E. Wright	50 North Duke Street Lancaster, PA 17602	Two (2) years
E. Bradley Clark	120 North Duke Street Lancaster, PA 17603	Two (2) years

IN WITNESS WHEREOF, the County of Lancaster, Pennsylvania, causes these Articles of Incorporation to be executed by the Chairman of the Board of Commissioners of the County and to be attested by the Chief Clerk and the seal of such County to be affixed hereto, and the City of Lancaster, Lancaster County, Pennsylvania, causes these Articles of Incorporation to be executed by the Mayor of the City and to be attested by the City Clerk and the seal of such City to be affixed hereto, this 15th day of September, 1999.

COUNTY OF LANCASTER, PENNSYLVANIA

By: *Paul Thibault*
Chairman, Board of
Commissioners

By: *Henry L. Kapp*
Vice Chairman

By: *Ron Ford*
Commissioner

ATTEST:

Chris S. Lene
Chief Clerk
(SEAL)

CITY OF LANCASTER, LANCASTER
COUNTY, PENNSYLVANIA

By: *Chubb J. L.*
Mayor

ATTEST:

Janet E. Spence
City Clerk
(SEAL)

9967- 970

Christina L. Hausner

120 North Duke Street
Lancaster, PA 17603

Three (3) years

E. Bradley Clark

120 North Duke Street
Lancaster, PA 17603

Two (2) years

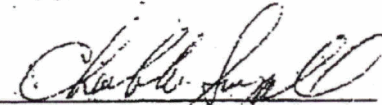
SECTION 5. All ordinances and parts of ordinances inconsistent herewith expressly are repealed.

SECTION 6. This Ordinance shall become effective immediately upon enactment thereof.

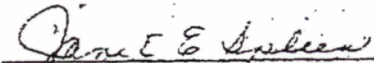
DULY ENACTED AND ORDAINED, this 14th day of September, 1999, by the City of Lancaster, Lancaster County, Pennsylvania, in lawful session duly assembled.

**CITY OF LANCASTER, LANCASTER
COUNTY, PENNSYLVANIA**

By:


Charles W. Smithgall, Mayor

Attest:


City Clerk

(SEAL)

EXHIBIT "A"ARTICLES OF INCORPORATION

TO THE SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA:

In compliance with requirements of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act," and pursuant to Ordinances duly enacted by the governing bodies of the County of Lancaster, Pennsylvania (the "County") and the City of Lancaster, Lancaster County, Pennsylvania (the "City"), expressing the intention and desire of the governing bodies of said municipalities to organize an Authority jointly under provisions of said Act, said municipalities certify:

1. The name of the Authority is "LANCASTER COUNTY CONVENTION CENTER AUTHORITY."

2. The Authority is formed under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act."

3. No other Authority has been organized under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act."

4. The names of the incorporating municipalities are: County of Lancaster, Pennsylvania and the City of Lancaster, Lancaster County, Pennsylvania.

5. The offices, names and addresses of the officers of the governing bodies of said incorporating municipality are:

County of Lancaster, Pennsylvania

<u>Office</u>	<u>Name</u>	<u>Address</u>
County Commissioner, Chairman	Paul Thibault	Fifth Floor Lancaster County Courthouse 50 North Duke Street Lancaster, PA 17603

City of Lancaster, Lancaster County, Pennsylvania 3

The terms of the first three members appointed by the governing body of the County of Lancaster, Pennsylvania, shall be allocated between them for a two-year, three-year and four-year term, respectively. The terms of the first three members appointed by the governing body of the City of Lancaster, Lancaster County, Pennsylvania shall be allocated between them for a two-year, three-year and four-year term, respectively.

The governing bodies of the incorporating municipalities shall alternate in the appointment of the seventh member. The governing body of the County of Lancaster, Pennsylvania shall make the first appointment of the seventh member whose term shall be for four years.

7. The names, addresses and terms of office of the first members of the Board of the Authority, are as follows:

<u>Name</u>	<u>Address</u>	<u>Term of Office</u>
James O. Pickard	50 North Duke Street Lancaster, PA 17603	Four (4) years
Carmilla L. Collova	50 North Duke Street Lancaster, PA 17603	Four (4) years
Willie Borden	120 North Duke Street Lancaster, PA 17603	Four (4) years
W. Garth Sprecher	50 North Duke Street Lancaster, PA 17603	Three (3) years
Christina L. Hausner	120 North Duke Street Lancaster, PA 17603	Three (3) years
Paul E. Wright	50 North Duke Street Lancaster, PA 17603	Two (2) years
E. Bradley Clark	120 North Duke Street Lancaster, PA 17603	Two (2) years

IN WITNESS WHEREOF, the County of Lancaster, Pennsylvania, causes these Articles of Incorporation to be executed by the Chairman of the Board of Commissioners of the County and to be attested by the Chief Clerk and the seal of such County to be affixed hereto, and the City of Lancaster, Lancaster County, Pennsylvania, causes these Articles of Incorporation to be executed by the Mayor of the City and to be attested by the City Clerk and the seal of such City to be affixed hereto, this 15th day of September, 1999.

9967- 972

County
Commissioner,
Vice Chairman

Terry L. Kauffman

Fifth Floor
Lancaster County
Courthouse
50 North Duke Street
Lancaster, PA 17603

County
Commissioner

Ron Ford

Fifth Floor
Lancaster County
Courthouse
50 North Duke Street
Lancaster, PA 17603

City of Lancaster, Lancaster County, Pennsylvania

<u>Office</u>	<u>Name</u>	<u>Address</u>
Mayor	Charles W. Smithgall	120 North Duke Street Lancaster, PA 17603
President of Council	C. Ted Darcus	120 North Duke Street Lancaster, PA 17603
Council Member	Stephen G. Diamantoni	120 North Duke Street Lancaster, PA 17603
Council Member	Gene H. Duncan, Jr.	120 North Duke Street Lancaster, PA 17603
Council Member	Craig Lehman	120 North Duke Street Lancaster, PA 17603
Council Member	Luis A. Mendoza, Sr.	120 North Duke Street Lancaster, PA 17603
Council Member	Russell H. Miller	120 North Duke Street Lancaster, PA 17603
Council Member	Harry S. Stoltzfus	120 North Duke Street Lancaster, PA 17603

6. The members of the Board of the Authority shall be seven (7) in number and shall be apportioned as follows:

County of Lancaster, Pennsylvania

4

9967- 974

COUNTY OF LANCASTER, PENNSYLVANIA

By *Paul Stewart*
Chairman of the Board of
Commissioners

By *Jimmy L. Kauff*
Vice Chairman

By *Ron Ford*
Commissioner

Attest:
Miss S. Fuenf
Chief Clerk

(SEAL)

CITY OF LANCASTER, LANCASTER
COUNTY, PENNSYLVANIA

By *Charles W. Smithgall*
Charles W. Smithgall, Mayor

Attest:

Janet E. Spleen
City Clerk

(SEAL)

9967- 976

COUNTY OF LANCASTER, PENNSYLVANIA

ORDINANCE NO. 44

AN ORDINANCE

SIGNIFYING THE INTENTION AND DESIRE OF THE BOARD OF COMMISSIONERS OF THIS COUNTY TO ORGANIZE AN AUTHORITY JOINTLY WITH THE CITY OF LANCASTER, LANCASTER COUNTY, PENNSYLVANIA, UNDER PROVISIONS OF THE ACT OF ASSEMBLY APPROVED DECEMBER 27, 1994, P.L. 1375, AS AMENDED AND SUPPLEMENTED, KNOWN AS THE THIRD CLASS COUNTY CONVENTION CENTER AUTHORITY ACT; SETTING FORTH AND AUTHORIZING EXECUTION OF ARTICLES OF INCORPORATION; APPOINTING AND FIXING THE TERMS OF THE FIRST MEMBERS OF THE BOARD OF SUCH AUTHORITY; AUTHORIZING ALL OTHER NECESSARY ACTION; AND REPEALING ALL INCONSISTENT ORDINANCES OR PARTS OF ORDINANCES.

The Board of Commissioners of the County of Lancaster, Pennsylvania (the "County"), enacts and ordains as follows:

Section 1. The Board of Commissioners of this County (the "Board of Commissioners") signifies the intention and desire to organize an Authority jointly with the City of Lancaster, Lancaster County, Pennsylvania (the "City") under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act" (the "Act").

Section 2. The Chairman and the Chief Clerk, respectively, of this Board of Commissioners are authorized and directed to execute, on behalf of this Board of Commissioners, Articles of Incorporation for such Authority in substantially the form set forth on Exhibit "A" attached hereto and made a part hereof.

Section 3. The appropriate officers of the Board of Commissioners, acting jointly with appropriate officers of the City, are authorized and directed to file such Articles of Incorporation with the Secretary of the Commonwealth of Pennsylvania and to do all other things necessary to effect the incorporation of such Authority, including payment of required filing fees.

9967- 977

Section 4.. The following named persons are appointed the first members to represent this County on the Board of the Authority for the following terms of office:

<u>Name</u>	<u>Address</u>	<u>Term of Office</u>
James O. Pickard	50 North Duke Street Lancaster, PA 17602	Four (4) years
Camilla L. Collova	50 North Duke Street Lancaster, PA 17602	Four (4) years
W. Garth Sprecher	50 North Duke Street Lancaster, PA 17602	Three (3) years
Paul E. Wright	50 North Duke Street Lancaster, PA 17602	Two (2) years

Section 5.. All ordinances and parts of ordinances inconsistent herewith expressly are repealed.

DULY ENACTED AND ORDAINED, this 15th day of September, 1999, by the Board of Commissioners of the County of Lancaster, Pennsylvania, in lawful session duly assembled.

COUNTY OF LANCASTER, PENNSYLVANIA

By: [Signature]
Chairman,
Board of Commissioners

By: [Signature]
Vice Chairman,
Board of Commissioners

By: [Signature]
Commissioner

ATTEST:

[Signature]
Chief Clerk

(SEAL)

EXHIBIT "A"ARTICLES OF INCORPORATION

TO THE SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA: ..

In compliance with requirements of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act," and pursuant to Ordinances duly enacted by the governing bodies of the County of Lancaster, Pennsylvania (the "County") and the City of Lancaster, Lancaster County, Pennsylvania (the "City"), expressing the intention and desire of the governing bodies of said municipalities to organize an Authority jointly under provisions of said Act, said municipalities certify;

1. The name of the Authority is "LANCASTER COUNTY CONVENTION CENTER AUTHORITY."

2. The Authority is formed under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act."

3. No other Authority has been organized under provisions of the Act of Assembly approved December 27, 1994, P.L. 1375, as amended and supplemented, known as the "Third Class County Convention Center Authority Act."

4. The names of the incorporating municipalities are: County of Lancaster, Pennsylvania and City of Lancaster, Lancaster County, Pennsylvania.

5. The offices, names and addresses of the officers of the governing bodies of said incorporating municipality are:

County of Lancaster, Pennsylvania

<u>Office</u>	<u>Name</u>	<u>Address</u>
County Commissioner, Chairman	Paul Thibault	Fifth Floor Lancaster County Courthouse 50 North Duke Street Lancaster, PA 17602
County Commissioner, Vice Chairman	Terry L. Kauffman	Fifth Floor Lancaster County Courthouse 50 North Duke Street Lancaster, PA 17602
County Commissioner	Ron Ford	Fifth Floor Lancaster County Courthouse 50 North Duke Street Lancaster, PA 17602

City of Lancaster, Lancaster County, Pennsylvania

<u>Office</u>	<u>Name</u>	<u>Address</u>
Mayor	Charles W. Smithgall	120 North Duke Street Lancaster, PA 17603
President of Council	Clarence E. Darcus	120 North Duke Street Lancaster, PA 17603
Council Member	Stephen G. Diamantoni	120 North Duke Street Lancaster, PA 17603
Council Member	Gene H. Duncan, Jr.	120 North Duke Street Lancaster, PA 17603
Council Member	Craig E. Lehman	120 North Duke Street Lancaster, PA 17603
Council Member	Luis A. Mendoza	120 North Duke Street Lancaster, PA 17603
Council Member	Russell H. Miller	120 North Duke Street Lancaster, PA 17603
Council Member	Harry S. Stoltzfus	120 North Duke Street Lancaster, PA 17603

6. The members of the Board of the Authority shall be seven (7) in number and shall be apportioned as follows:

County of Lancaster, Pennsylvania 4

City of Lancaster, Lancaster County Pennsylvania 3

The terms of the first three members appointed by the governing body of the County of Lancaster, Pennsylvania shall be allocated between them for a two-year, three-year and four-year term, respectively. The terms of the first three members appointed by the governing body of the City of Lancaster, Lancaster County, Pennsylvania shall be allocated between them for a two-year, three-year and four-year term, respectively.

The governing bodies of the incorporating municipalities shall alternate in the appointment of the seventh member. The governing body of the County of Lancaster, Pennsylvania shall make the first appointment of the seventh member whose term shall be four years.

7. The names, addresses and terms of office of the first members of the Board of the Authority, are as follows:

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Name	Address	Term of Office
James O. Pickard	50 North Duke Street Lancaster, PA 17602	Four (4) years
Camilla L. Collova	50 North Duke Street Lancaster, PA 17602	Four (4) years
Willie Borden	120 North Duke Street Lancaster, PA 17603	Four (4) years
W. Garth Sprecher	50 North Duke Street Lancaster, PA 17602	Three (3) years
Christina L. Hausner	120 North Duke Street Lancaster, PA 17603	Three (3) years
Paul E. Wright	50 North Duke Street Lancaster, PA 17602	Two (2) years
E. Bradley Clark	120 North Duke Street Lancaster, PA 17603	Two (2) years

IN WITNESS WHEREOF, the County of Lancaster, Pennsylvania, causes these Articles of Incorporation to be executed by the Chairman of the Board of Commissioners of the County and to be attested by the Chief Clerk and the seal of such County to be affixed hereto, and the City of Lancaster, Lancaster County, Pennsylvania, causes these Articles of Incorporation to be executed by the Mayor of the City and to be attested by the City Clerk and the seal of such City to be affixed hereto, this 15th day of September, 1999.

COUNTY OF LANCASTER, PENNSYLVANIA

By: [Signature]
Chairman, Board of
Commissioners

By: [Signature]
Vice Chairman

By: [Signature]
Commissioner

ATTEST:

[Signature]
Chief Clerk
(SEAL)

CITY OF LANCASTER, LANCASTER
COUNTY, PENNSYLVANIA

By: [Signature]
Mayor

ATTEST:

[Signature]
City Clerk
(SEAL)

Certification#: 11998017-1 Page 15 of 16

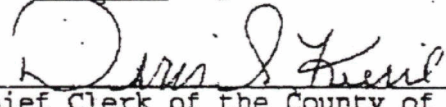
9967- 981

CERTIFICATE

I, the undersigned, Chief Clerk of the County of Lancaster, Pennsylvania (the "County"), certify that: The foregoing is a true and correct copy of an Ordinance which duly was adopted by affirmative vote of a majority of members of the Board of Commissioners of the County at a meeting held the 15th day of September, 1999; said Ordinance has been certified and recorded by me, as Chief Clerk of the County, in the book provided for the purpose of such recording; said Ordinance duly has been recorded in the minutes of the Board of Commissioners of the County, showing how each member voted thereon; and said Ordinance is in effect, without amendment, alteration or modification, as of the date of this Certificate.

I further certify that the Board of Commissioners of the County met the advance notice requirements of Act No. 84-1986 of the General Assembly of the Commonwealth of Pennsylvania, approved July 3, 1986, by advertising the date of said meeting and by posting prominently a notice of said meeting at the public building in which said meeting was held, all in accordance with such Act.

IN WITNESS WHEREOF, I affix my signature and the official seal of the County, this 15th day of September, 1999.


Chief Clerk of the County of Lancaster, Pennsylvania

(SEAL)

LANCASTER COUNTY
CONVENTION CENTER AUTHORITY

BYLAWS

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LANCASTER COUNTY CONVENTION CENTER AUTHORITY

BYLAWS

ARTICLE I

1.1. Definitions. The following words shall have the meanings given below when used in these Bylaws:

(a) "Act" shall mean the Third Class County Convention Center Authority Act (Act of December 27, 1994, P.L. 1375, No. 162), as now or hereafter amended.

(b) "Authority" shall mean the Lancaster County Convention Center Authority.

(c) "Board" shall mean the governing body of the Authority.

(d) "City" shall mean the City of Lancaster, Pennsylvania.

(e) "County" shall mean the County of Lancaster, Pennsylvania.

1.2. Name. The name of the Authority shall be the Lancaster County Convention Center Authority.

1.3. Powers. The Authority shall have all powers set forth in the Act.

The Authority shall exercise public powers of the Commonwealth of Pennsylvania as an agency and instrumentality and shall be for the purpose, without limitation, by itself or by agreement in cooperation with others, of acquiring, holding, developing, designing, constructing, improving, maintaining, managing, operating, financing, furnishing, fixturing, equipping, repairing, leasing or subleasing, either in the capacity of lessor or lessee or sublessor or sublessee, and owning a convention center, or parts thereof.

The Authority shall have all powers necessary or convenient for the carrying out of the purposes set forth above, including, without limiting the generality of the foregoing, the following rights and powers:

(1) To have continuing succession.

- (2) To sue and be sued, implead and be impleaded, complain and defend in all courts.
- (3) To adopt, use and alter at will a corporate seal.
- (4) To acquire by gift or otherwise, purchase, hold, receive, lease, sublease and use a license, franchise or property, real, personal or mixed, tangible or intangible, or any interest therein, including a convention center, or parts thereof.
- (5) To sell, transfer or dispose of property or an interest therein with adequate and fair consideration.
- (6) To acquire, hold, develop, design, construct, improve, maintain, manage, operate, furnish, fixture, equip, repair, own, lease or sublease a convention center, or parts thereof, and to make, enter into and award contracts with any person, association, partnership or corporation for the development, design, financing, construction, improvement, maintenance, operation, management, furnishing, fixturing, equipping and repair of a convention center, or parts thereof.
- (7) To make bylaws for the management and regulation of its affairs and issue rules, regulations and policies in connection with the performance of its functions and duties.
- (8) To appoint officers, agents, employees and servants, to prescribe their duties and to fix their compensation.
- (9) To fix, alter, charge and collect rentals, admissions, license fees and other charges.
- (10) To borrow money for the purpose of paying the costs of a project and to evidence the same; make and issue negotiable bonds of the Authority; secure payment of the bonds, or any part thereof, by pledge or deed of trust of all or any of its revenues (including any hotel room rental tax), rentals, receipts and contract rights; make such agreements with the purchasers or holders of the bonds or with other obligees of the Authority in connection with the bonds, whether issued or to be issued, as the Authority shall deem advisable, which agreements shall constitute contracts with the holders or purchasers; obtain such credit enhancement or liquidity facilities in connection with the bonds as the Authority shall determine to be advantageous; and, in general, provide for the security of the bonds and the rights of the bondholders.
- (11) To make, enter into and award contracts of every name and nature and to execute all instruments necessary or convenient for the carrying out of its business.

- (12) To borrow money and accept grants and to enter into contracts, leases, subleases, licenses or other transactions with any Federal agency, State public body, political subdivision, person, association, partnership or corporation.
- (13) To pledge, hypothecate or otherwise encumber its property, real, personal or mixed, tangible or intangible, and its revenues or receipts, including, but not limited to, any interest the Authority may have in a lease or sublease of a convention center, or parts thereof.
- (14) To procure such insurance containing such coverages, including, without limitation, insurance covering the timely payment in full of principal of and interest on bonds of the Authority, in such amounts, from such insurers, as the Authority may determine to be necessary or desirable for its purposes.
- (15) To invest its money.
- (16) To cooperate with any Federal agency, State public body or political subdivision.
- (17) To invest funds held in reserve or sinking funds or funds not required for immediate disbursements as authorized by Section 13113 (Moneys of Authority) of the Act.
- (18) To appoint all officers, agents and employees required for the performance of its duties and fix and determine their qualifications, duties and compensation and retain or employ other agents or consultants, including, but not limited to, architects, auditors, engineers, private legal counsel and private consultants on a contract basis or otherwise for rendering professional or technical services and advice.
- (19) To enroll its employees in an existing retirement system of the State, county, city or other governmental entity.
- (20) To appoint and fix the compensation of chief counsel and such assistant counsel to provide it with legal assistance, and the Authority through its counsel shall defend actions brought against the Authority and its officers and employees when acting within the scope of their official duties.
- (21) To maintain an office in the county seat.
- (22) To appoint an executive director who shall be the chief executive officer of the Authority, who shall devote his or her full time during business hours to the duties of his or her office and who shall receive compensation as the Board shall determine.

(23) To do all acts and things necessary or convenient for the promotion of its purposes and the general welfare of the Authority and to carry out the powers granted to it by the Act.

1.4. Existence. The existence of the Authority shall extend for a term expiring on September 16, 2049, or for such other term as may be provided in articles amending the Articles of Incorporation of the Authority.

ARTICLE II

2.1. Office. The principal office of the Authority shall be located at 50 North Duke Street, Lancaster, Pennsylvania 17602. The Authority may establish and maintain such other offices as the Board may approve.

2.2. Seal. The corporate seal of the Authority shall have inscribed thereon the name of the Authority.

ARTICLE III

3.1. Governing Body. The powers of the Authority shall be exercised by the Board which shall be composed of seven (7) members.

3.2. Appointment

(i) The County shall appoint three (3) members. The term of office of these members shall be four (4) years. The terms of the first three members appointed shall be allocated between them for a two-year, three-year and four-year term, respectively.

(ii) The City shall appoint three (3) members. The term of office of these members shall be four (4) years. The terms of the first three members appointed shall be allocated between them for a two-year, three-year and four-year term, respectively.

(iii) The County and the City shall alternate in the appointment of the seventh Board member. The County shall make the first appointment of the seventh Board member whose term shall be for four (4) years.

3.3. Terms of Office and Vacancies. Members shall serve a four-year term, except as otherwise provided herein, from the date of their appointment and until their successors have been duly appointed. If a vacancy shall occur by means of the death, disqualification, resignation or removal of a member, the appointing County or City of such member shall appoint that member's successor to fill the unexpired term.

3.4. Succession of Board Members. Members of the Board may succeed themselves.

3.5. Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall direct. The Board, at its annual organizational meeting, shall determine and fix the locations, dates and times for its regular meetings. Special meetings shall be held upon the call of the Chairman of the Board; provided, however, upon request of three (3) members of the Board, the Chairman or Secretary shall call a special meeting. Notice of all regular or special meetings shall be given as required by law.

3.6. Organizational Meetings. The organizational meeting of the Board shall be held at a regularly scheduled meeting in January of each year at which meeting the Board shall elect officers for the next calendar year and transact such other business as may come before it. The Chairman shall not later than a regularly scheduled meeting in November of each year appoint a nominating committee from among members of the Board. The Chairman may appoint himself or herself as a member of the nominating committee, provided that the nominating committee may not (if the Chairman is a member of the nominating committee) recommend the Chairman for reelection as Chairman. The report of the nominating committee shall be furnished to all

Board members at least five (5) days prior to the regularly scheduled meeting in January at which the election of officers for the next calendar year is effected.

3.7. Compensation of Board Members. Members of the Board shall receive \$100.00 compensation per Board meeting in which the member is in attendance for service as Board members. The Authority may (to the extent permitted by law) reimburse Board members for their reasonable and actual costs and expenses of attending to Authority business and of attending meetings.

3.8. Voting Transaction of Business. Each member of the Board shall have one (1) vote. A majority of the members of the Board (or of any committee) shall constitute a quorum of the Board (or of any committee) for the purpose of organizing and conducting business and for all other purposes. All actions of the Board (or of any committee) may be taken by vote of a majority of the members present. The Board shall have full authority to manage the properties and business of the Authority and to prescribe, adopt, amend and repeal bylaws, rules and regulations governing the manner in which the business of the Authority may be conducted and the powers granted to it may be exercised and embodied. Notwithstanding any other law, court decision, precedent or practice to the contrary, no actions by or on behalf of the Board shall be taken by an officer of the Board except upon the approval of the Board. The term "actions by or on behalf of the Board" means any action whatsoever of the Board, including, but not limited to, the hiring, appointment, removal, transfer, promotion or demotion of any officers and employees, the retention, use or remuneration of advisors, counsel, auditors, architects, engineers or consultants, the initiation of legal action, the making of contracts, leases, agreements, bonds, notes or covenants, the approval of requisitions, purchase orders, investments and reinvestments, and the adoption, amendment, revision or rescission of rules and regulations, orders or other directives.

3.9. Public Meetings. Except for meetings (or portions of meetings) which lawfully may be closed to the public, all meetings of the Board and of any committee of the Board shall be open to the public. The right of the public to participate in public meetings or to comment upon matters being conducted by the Board shall be subject to the Pennsylvania Sunshine Law and to such procedures and regulations as the Board shall from time to time approve. Only Board members and persons invited by the Board may attend those meetings (or portions of meetings) which are lawfully closed to the public.

3.10. Minutes. The Board shall maintain minutes of all proceedings, such minutes to include at least the matters required by law to be included in such minutes.

ARTICLE IV

4.1. Committees. The Board from time to time may designate committees and the ~~Chairman~~ of the Board shall designate members of the Board who shall serve as the members of such committees. The Chairman shall be an ex officio member of every committee. Any committee may exercise the power and authority of the Board delegated to it by the Board.

4.2. Conduct of Business. Each committee may determine the procedural rules for meeting and conducting its business. Each committee shall make provision for notice to all Board members of all committee meetings.

ARTICLE V

5.1. Officers. The officers of the Authority shall be elected by the Board and shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer. The Chairman, Vice chairman, Secretary and Treasurer shall be chosen from members of the Board. The Board may also choose such other officers (e.g. Executive Director, Assistant Secretary, Assistant Treasurer) and agents as it shall deem necessary. All officers and agents shall have the authority and shall

perform such duties as set forth in these Bylaws and/or as shall from time to time be prescribed by the Board.

5.2. Bonds. The officers, agents and employees of the Authority shall give bond, conditioned for the faithful performance of their duties, at the cost of the Authority, in such amounts as from time to time are required and approved by the Board.

5.3. Chairman. The Chairman shall be the chief executive officer of the Board and the Chairman shall preside at all meetings of the Board. The Chairman shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers except as prohibited by the Act or by law. The Chairman shall execute notes, mortgages and other contracts requiring a seal, under the seal of the Authority.

5.4. First and Second Vice Chairmen. The First Vice Chairman shall act in the absence of the Chairman; and in the absence of the Chairman, the First Vice Chairman shall exercise all duties and powers of the Chairman. The Second Vice Chairman shall act in the absence of the First Vice Chairman, and in the absence of the First Vice Chairman, the Second Vice Chairman shall exercise all duties and powers of the First Vice Chairman.

5.5. Secretary. The Secretary shall attend all meetings of the Board and act as clerk thereof. The Secretary shall record all the votes of the members of the Board and shall maintain the minutes of all meetings and transactions of the Authority or the Board; and the Secretary shall perform, or cause to be performed, like duties for all committees of the Board when requested to do so. The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with law, and shall perform such other duties as may be prescribed by the Board. The Secretary shall keep in safe custody the seal of the Authority, and when authorized by the Board, the Secretary shall attest to documents executed by the Chairman and affix the seal to any instrument requiring it.

5.6. Assistant Secretary. The Assistant Secretary shall act in the absence of the Secretary, and in the absence of the Secretary, the Assistant Secretary shall exercise all duties and powers of the Secretary.

5.7. Treasurer. The Treasurer shall have custody of the Authority's funds and securities and shall keep full and accurate accounts of all receipts and disbursements. The Treasurer shall keep the moneys of the Authority in a separate account to the credit of the Authority. He or she shall disburse the funds of the Authority as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, at the regular meetings of the Board, whenever it may require it, an account of all transactions and of the financial condition of the Authority.

5.8. Assistant Treasurer. The Assistant Treasurer shall act in the absence of the Treasurer, and in the absence of the Treasurer, the Assistant Treasurer shall exercise all duties and power of the Treasurer.

5.9. Executive Director. The Executive Director shall be the chief administrative officer of the Authority and shall carry forth such policies, transactions and activities as are approved by the Board. The Executive Director shall have the right to speak, but not to vote, on all matters considered at any meeting which he or she attends.

ARTICLE VI

6.1. Records; Finances. There shall be kept at the office of the Authority an original or duplicate record of the proceedings of the Board and the original or a copy of the Authority's Articles of Incorporation and Bylaws, including all amendments or alterations thereto to date.

6.2. Fiscal Year. Except for the first fiscal year which shall begin on September 16, 1999, and end on the last day of March 2000, the fiscal year of the Authority shall begin on the first day of April and end on the last day of March.

6.3. Moneys of the Authority. All moneys of the Authority, from whatever source derived, shall be paid to the Authority and deposited in one or more accounts, and each of such accounts to the extent the same is not insured shall be secured in accordance with law. The moneys in said accounts shall be paid out on the authorization of such person or persons as the Board may authorize. On or before July 1 of each year, the Authority shall file an annual report of its fiscal affairs covering the preceding fiscal year with the Commonwealth of Pennsylvania and the County. The Authority shall have its books, accounts and records audited annually by a certified public accountant, and a copy of the audit report shall be filed in the same manner and within the same time period as the aforesaid annual report. A concise financial statement shall be published annually, at least once in a newspaper of general circulation in the municipality where the principal office of the Authority is located. If such publication is not made by the Authority, the County shall publish such statement at the expense of the Authority. If the Authority fails to make such an audit, then the controller, auditor or accountant designated by the County is hereby authorized and empowered from time to time to examine at the expense of the Authority the accounts and books of the Authority, including its receipts, disbursements, contracts, leases, sinking funds, investments, and any other matters relating to its finances, operation and affairs. The Attorney General of the Commonwealth of Pennsylvania shall have the right to examine the books, accounts and records of the Authority.

ARTICLE VII

7.1. Limitation of Personal Liability of Directors. A director of the Authority shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

- (a) the director has breached or failed to perform the duties of his or her office; and

(b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to the responsibility or liability of a director pursuant to any criminal statute.

7.2. Indemnification in Third Party Proceedings. The Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority) by reason of the fact that he or she is or was a representative of the Authority, or is or was serving at the request of the Authority as a representative of another public instrumentality or agency pursuant to the Act, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interests of the Authority, and, with respect to any criminal proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to the best interests of the Authority, and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

7.3. Indemnification in Derivative Actions. The Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Authority, or is or was serving at the

request of the Authority as a representative of another public instrumentality or agency pursuant to the Act, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Authority and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Authority unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

7.4. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these Bylaws, to the extent that a representative of the Authority has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either Article 7.2 or Article 7.3 above, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

7.5. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Article 7.2 or Article 7.3 above shall be made by the Authority only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings; or

(b) if such a quorum is not obtainable, or, even if obtainable, at the direction by a majority vote of a quorum of disinterested directors, by independent legal counsel in a written opinion.

7.6. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Authority, as authorized in Article 7.1, 7.2 or 7.3 above.

7.7. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Authority and may inure to the benefit of the heirs, executors and administrators of such person.

7.8. Insurance. The Authority shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Authority or is or was serving at the request of the Authority as a director, officer, employee or agent of another public instrumentality or agency pursuant to the Act, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Authority would otherwise have the power to indemnify such person against such liability.

7.9. Reliance on Provisions. Each person who shall act as an authorized representative of the Authority shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

7.10. Obligation to Cooperate. The obligations of the Authority are conditioned upon the cooperation with the Authority of the person benefited by the provisions of this Article VII; and in the event such person shall fail or refuse to cooperate with the Authority as reasonably requested by the Authority, then the Authority may recover all costs and expenses expended on behalf of such person.

ARTICLE VIII

8.1. Disposition of Property of Authority upon Termination of Authority. Upon termination or dissolution of the Authority, any property or assets of the Authority shall be conveyed and transferred equally to the County and City as approved by the Board and subject to law.

ARTICLE IX

9.1. Amendment of Articles of Incorporation. The Articles of Incorporation of the Authority may be amended by the County and the City.

9.2. Amendment of Bylaws. These Bylaws may be amended by the Board upon the affirmative vote of two-thirds (2/3) of all members of the Board; provided, however, notice of every proposed amendment shall be given to each Board member not less than ten (10) days prior to action thereon.

RESOLUTION

LANCASTER COUNTY CONVENTION CENTER AUTHORITY

WHEREAS, the Lancaster County Convention Center Authority (the "Authority") is a public body corporate and politic organized and existing under the Third Class County Convention Center Authority Act, Act of December 27, 1994, P.L. 1375, as amended and supplemented (the "Act"), of the Commonwealth of Pennsylvania (the "Commonwealth"); and

WHEREAS, the Authority previously issued its Hotel Room Rental Tax Revenue Bonds, Series of 2014 in the aggregate principal amount of \$62,595,000 (the "2014 Bonds") to finance a project of the Authority consisting of: (1) the current refunding of the Authority's Amended and Restated Hotel Room Rental Tax Revenue Bonds, Series of 2003 in the aggregate principal amount of \$39,670,000 (the "2003 Bonds") and its Amended and Restated Hotel Room Rental Tax Revenue Bonds, Series of 2007 (the "2007 Bonds"); (2) the establishment of necessary reserves and other funds; and (3) the payment of the costs and expenses of issuance of the 2014 Bonds; and

WHEREAS, the 2014 Bonds were issued pursuant to the terms of a Trust Indenture dated as of August 1, 2014 (the "Indenture"), between the Authority and Manufacturers and Traders Trust Company, as trustee (the "Trustee"); and

WHEREAS, the 2014 Bonds were purchased by Wells Fargo Municipal Capital Strategies, LLC, a wholly-owned subsidiary of Wells Fargo Bank, N.A (the "Bank") pursuant to the terms of a Continuing Covenant Agreement dated as of August 1, 2014, between the Authority and the Bank (the "Continuing Covenant Agreement"); and

WHEREAS, the Authority and the Bank have determined to modify certain terms and provisions of the 2014 Bonds, the Indenture and the Continuing Covenant Agreement to, among other things, (1) adjust the method of calculating interest on the 2014 Bonds and (2) extend the period during which the Bank has agreed to own the 2014 Bonds (the "2014 Bonds Amendment"); and

WHEREAS, the Bank has presented a Term Sheet to the Authority that details the terms and conditions for the 2014 Bonds Amendment (the "Term Sheet"); and

WHEREAS, this Authority desires to authorize its Executive Director, with the advice of counsel to this Authority, to negotiate the final terms and conditions of the Term Sheet and to take any and all actions required to complete the 2014 Bonds Amendment; and

WHEREAS, to complete the 2014 Bonds Amendment, this Authority desires to authorize the execution and delivery of an amendment and/or supplement to the Indenture, the Continuing Covenant Agreement and any other document, agreement or instrument necessary to effect the terms and conditions of the Term Sheet (collectively, the "Amendment Documents"); and

WHEREAS, the Authority previously entered into certain interest rate swap agreements consisting of a Master Agreement and an Amended and Restated Schedule to Master Agreement each dated as of September 28, 2011 (collectively, the "Master Agreement") and respective Amended and Restated Confirmations thereto each dated as of September 28, 2011 (the "Original Confirmations" and together with the Master Agreement, "Original Swap Agreements") with Wells Fargo Bank, National Association, as counterparty for the purpose of establishing an interest rate hedge with respect to the 2014 Bonds; and

WHEREAS, the Authority desires to amend and restate the Original Confirmations to modify certain terms thereunder to more closely match the variable rate payable by Wells Fargo Bank, National Association under the Original Swap Agreements to the variable rate to be payable by the Authority under the 2014 Bonds, as modified by the 2014 Bonds Amendment and to make any other necessary or desired changes and desires to authorize the execution and delivery of amended or amended and restated Confirmations and such other documents, instruments, agreements and certificates as shall be necessary in connection therewith (collectively, the "Swap Documents"); and

WHEREAS, to effect the proposed 2014 Bonds Amendment and the proposed amendment to the Original Swap Documents, the Authority must take, authorize and direct certain actions and must authorize and negotiate the terms of the Term Sheet, the Amendment Documents, the Swap Documents and the other documents, instruments, agreements and certificates necessary or desired in connection therewith (collectively, the "Financing Documents").

NOW, THEREFORE, BE IT RESOLVED by the Board of this Authority, as follows:

1. For the purpose of completing the proposed 2014 Bonds Amendment and the proposed amendment to the Original Swap Documents, the Board of this Authority hereby approves the execution and delivery of the Financing Documents. The Board hereby authorizes the Executive Director of this Authority to take any and all necessary steps to complete the proposed 2014 Bonds Amendment and the proposed amendment to the Original Swap Documents.

2. This Authority hereby authorizes the execution and delivery of the Term Sheet. The Term Sheet shall be substantially in the form and with such changes therein as may be made and approved as provided in paragraph 3 hereof. Upon execution and delivery of the Term Sheet, a copy of each of the Term Sheet shall be delivered to the Secretary of this Authority and shall be attached to this Resolution and made a part hereof by this reference.

3. The Chair or Vice Chair and Secretary or Assistant Secretary of this Authority, as appropriate, are authorized and directed to execute, to attest, to seal, to acknowledge and to deliver, as applicable, the Term Sheet in the form and with any changes therein as such officers of this Authority executing the same may approve, its execution and delivery thereof to constitute conclusive evidence of such approval. Upon execution and delivery of the Term Sheet, a copy of the Term Sheet shall be delivered to the Secretary of this Authority and shall be attached to this Resolution and made a part hereof by this reference.

4. This Authority hereby authorizes the execution and delivery of the Amendment Documents. The Amendment Documents shall be substantially in the form and with such changes therein as may be made and approved as provided in paragraph 5 hereof. Upon execution and delivery of the Amendment Documents, a copy of each of the Amendment Documents shall be delivered to the Secretary of this Authority and shall be attached to this Resolution and made a part hereof by this reference.

5. The Chair or Vice Chair and Secretary or Assistant Secretary of this Authority, as appropriate, are authorized and directed to execute, to attest, to seal, to acknowledge and to deliver, as applicable, the Amendment Documents in the form and with any changes therein as such officers of this Authority executing the same may approve, their execution and delivery thereof to constitute conclusive evidence of such approval.

6. This Authority hereby authorizes the execution and delivery of the Swap Documents. The Swap Documents shall be substantially in the forms and with such changes therein as may be made and approved as provided in paragraph 7 hereof. Upon execution and delivery of the Swap Documents, a copy of each the Swap Documents shall be delivered to the Secretary of this Authority and shall be attached to this Resolution and made a part hereof by this reference.

7. The Chair or Vice Chair and Secretary or Assistant Secretary of this Authority, as appropriate, are authorized and directed to execute, to attest, to seal, to acknowledge and to deliver, as applicable, the Swap Documents in the form and with any changes therein as such officers of this Authority executing the same may approve, their execution and delivery thereof to constitute conclusive evidence of such approval.

8. Proper officers of this Authority are authorized and directed to proceed promptly with the undertakings herein contemplated and deemed to be necessary or appropriate and to take any and all actions necessary or desirable to effect, among other things: the completion of the proposed 2014 Bonds Amendment and the proposed amendment to the Original Swap Documents.

9. Proper officers of this Authority are authorized and directed to execute and to deliver such other documents, agreements, instruments and certificates and to do such other things as may be necessary to carry out and implement the transactions contemplated by the Financing Documents and the Swap Documents and to comply with the requirements of Sections 103 and 141 through 150 of the Code, and with any regulations applicable thereto. Proper officers of this Authority are authorized to pay, or cause to be paid, the costs and expenses necessary to complete the proposed transactions.

10. The Board of the Authority hereby appoints (i) Stevens & Lee, P.C., as bond counsel to the Authority in connection with the proposed transactions and (ii) Susquehanna Group Advisors, Inc., as swap advisor to the Authority in connection with the proposed transactions.

11. This Authority approves, ratifies, and confirms all action heretofore taken by officers and other persons on behalf of this Authority in connection with the undertakings herein contemplated.

12. This Resolution shall become effective immediately.

13. In the event any provision, section, sentence, clause or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Resolution, it being the intent of this Authority that such remainder shall be and shall remain in full force and effect.

14. All resolutions or parts of resolutions inconsistent herewith expressly are repealed.

DULY ADOPTED, this 18th day of October, 2018, by the Board of Lancaster County Convention Center Authority, in lawful session duly assembled.

LANCASTER COUNTY CONVENTION
CENTER AUTHORITY

By: Sharon V. Nelson
Chair

(SEAL)

Attest: Scott Barr
Secretary