

**RESOLUTION
LANCASTER COUNTY CONVENTION CENTER AUTHORITY
REGARDING TITLE V/CARES ACT FUNDS**

No. 03 of 2020

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, pursuant to the Act, the Authority previously approved the development of the Lancaster County Convention Center ("Convention Center") and the financing thereof through the issuance of bonds and the use of bond proceeds ("the Indentures"); and

WHEREAS, the Authority's fixed and non-operational bond expenses pursuant to the Indentures average Three Hundred Ten Thousand Dollars (\$310,000.00) per month ("Bond Finance Expenses"); and

WHEREAS, the Second Supplemental Trust Indenture of June 26, 2020 ("Supplemental Indenture"), authorizes the deposit into the Hotel Tax Revenue Fund ("Bond Reserve") any monies for which the Trustee has received an opinion from Bond Counsel that the deposit of such funds will not adversely affect any applicable exemption from federal income taxation; and

WHEREAS, on July 15, 2020, the Authority and the County of Lancaster ("the County") entered into the Cares Act Funding Agreement ("the County Agreement"), where the County agreed to allocate funding to the Authority in the amount of Three Million Three Hundred Twenty Four Thousand Dollars (\$3,324,000.00) to be used for payment of both Bond Finance Expenses in the amount of Two Million Nine Hundred Forty Five Thousand Dollars (\$2,945,000) and Covid-19 Safety Expenses in the amount of Three Hundred Seventy Nine Thousand Dollars (\$379,000);

WHEREAS, the Authority is party to the Amended and Restated Qualified Convention Center Management Agreement with Interstate Hotels Company, now by merger Ambridge ("the Manager"), pursuant to which the Manager, among other things, must make "needed repairs and maintenance to the Convention Center and "cause all such other things to be done in or about the Convention Center as shall be necessary to comply with all requirements of governmental authority...";

WHEREAS, the Manager has incurred expenses for necessary COVID-19 Safety Expenses in connection with the Convention Center, some of which will not be paid until after December 30, 2020, including but not limited to personal protection equipment, contract cleaning, staffing and training, and communication;

WHEREAS, the County Agreement requires reimbursement of COVID-19 Safety Expenses to the Authority through December 31, 2020;

WHEREAS, the Authority seeks to reallocate One Hundred Eighty Nine Thousand Dollars (\$189,000.00) of COVID-19 Safety Expenses for Bond Finance Expenses in order to maximize utilization of all CARES Act funds allotted in the County Agreement.

NOW, THEREFORE, BE IT RESOLVED, that:

1. Executive Director Kevin R. Molloy is authorized to negotiate and sign an Amendment to the County Agreement in which the allocation of CARES Act funds to Bond Finance Expenses is Three Million One Hundred Thirty Four Dollars (\$3,134,000.00) and the allocation to COVID-19 Safety Expenses is One Hundred Ninety Thousand Dollars (\$190,000.00), for a total of Three Million Three Hundred Twenty Four Thousand Dollars (\$3,324,000.00)

2. Upon receipt of a written opinion by Bond counsel that the deposit of the additional One Hundred Eighty Nine (\$189,000.00) will not adversely affect any applicable exemption from federal income taxation, the funds shall be deposited into the Bond Reserve.

4. The Executive Director, 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, all documents necessary to effectuate the reallocation of CARES Act funds. .

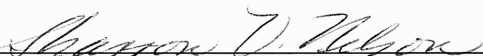
5. This Authority approves, ratifies, and confirms all action heretofore taken by officers and other persons on behalf of this Authority in connection with the undertakings herein contemplated.

6. This Resolution shall become effective immediately.

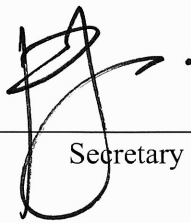
7. In the event any provision, section, sentence, clause or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Resolution, it being the intent of this Authority that such remainder shall be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

DULY ADOPTED, this 19th day of November 2020, by the Board of Lancaster County Convention Center Authority, in lawful session duly assembled.

LANCASTER COUNTY CONVENTION
CENTER AUTHORITY

By: 
Chair

(SEAL)

Attest:  .
Secretary