BY-LAWS OF
THE HAMILTON COUNTY CONVENTION FACILITIES AUTHORITY

ENACTED February 28, 2003, amended June 6, 2003

ARTICLE 1: Preamble

1.1. Creation. The Board of County Commissioners of Hamilton County, Ohio (the "Commissioners") has by its Resolution dated May 15, 2002 in Vol. 286, Image 3075 created The Convention Facilities Authority for Hamilton County, Ohio (the "Authority") as a body corporate and politic pursuant to Chapter 351 of the Ohio Revised Code ("ORC").

1.2. Purpose. The purpose of the Authority is to encourage economic development and create jobs by developing and operating convention, meeting, seminar and entertainment facilities, or any combination thereof, located within Hamilton County, Ohio (the "County"). In carrying out its Purpose the Authority will at all times be guided by the Memorandum of Understanding entered into between the Board of County Commissioners of Hamilton County, Ohio and the City of Cincinnati ("MOU") on the 30th day of September, 2002, a copy of which is attached hereto and incorporated by reference into these by-laws.

1.3. Powers. The Authority may do all of the following:

1.3.1. Sue and be sued, plead and be impleaded:

1.3.2. Adopt by-laws for the regulation of its affairs and the conduct of its business;

1.3.3. Adopt an official seal;

1.3.4. Maintain a principal office within Hamilton County, Ohio;

1.3.5. Acquire, purchase, construct, reconstruct, enlarge, furnish, equip, maintain, repair, sell, exchange, lease or rent to, lease or rent from, operate or contract for the operation by others of, facilities within Hamilton County, Ohio and make charges for the use of the facilities;

1.3.6. Make available the use or services of any facility to persons or governmental agencies on such terms and conditions as the authority shall determine;

1.3.7. By resolution of its board of directors, and in accordance with the MOU, issue convention facilities authority senior and junior subordinate debt bonds in accordance with Chapter 351, ORC, for the purpose of providing funds to pay the costs of any facility or facilities or parts of any facility or facilities and, if moneys raised by taxation are not obligated or pledged for the payment of those revenue bonds, to pay

the costs of any facility or facilities or parts of any facility or facilities pursuant to Section 13 of Article VIII, Ohio Constitution, and in order to create or preserve jobs and employment opportunities and improve the economic welfare of the people of the state;

1.3.8. Enter into Agreements as necessary, and in accordance with the MOU, with the Cincinnati Equity Fund ("CEF") to obtain a portion of the financing for the Cincinnati Convention Center Expansion and to provide for the repayment of such debt.

13.9 Maintain such funds as it determines necessary;

1.3.10 Direct its agents or employees, when properly identified in writing and after at least five days' written notice, to enter upon lands within its territory in order to make surveys and examinations preliminary to location and construction of facilities, or other work for the purposes of the Authority, without liability of the Authority or its agents or employees except for actual damages done;

1.3.11 Promote, advertise, and publicize the Authority and its facilities;

1.3.12. Adopt rules, not in conflict with general law, governing the use of its property, grounds, buildings, equipment, and facilities, and the conduct of its employees and the public, in order to promote the public safety and convenience in and about its facilities and grounds, and to maintain order; (any such rule shall be posted at a prominent place in each of the buildings or facilities to which it applies);

1.3.13. Acquire by gift or purchase, hold, lease, and dispose of real and personal property and interests in the property in the exercise of its powers and the performance of its duties under ORC Chapter 351;

1.3.14. Acquire, in the name of the Authority, by purchase or otherwise, on such terms and in such manner as the authority finds proper, or by the exercise of the right of appropriation in the manner provided by ORC Section351.22, such public or private lands, including public parks, playgrounds, or reservations, or parts thereof or rights therein, rights-of-way, rights, franchises, easements, and interests as it finds necessary or proper for carrying out ORC Chapter 351 and compensation shall be paid for public or private lands so taken;

1.3.15. Make and enter into all contracts and agreements and execute all instruments necessary or incidental to the performance of its duties and the execution of its powers under ORC Chapter 351.

1.3.16. Employ managers, superintendents, and other employees and retain or contract with consulting engineers, financial consultants, accounting experts, architects, attorneys, and such other consultants and independent contractors as are necessary in its judgment to carry out ORC Chapter 351 and fix their compensation; (all expenses of doing so shall be payable solely from the proceeds of convention facilities authority bonds and notes issued under ORC Chapter 351 or from excise taxes and revenues)

1.3.17. Receive and accept from any governmental agency grants for or in aid of the purposes of the Authority, and receive and accept aid or contributions from any source of money, property, labor, or other things of value, to be held, used, and applied only for the purposes for which such grants and contributions are made;

1.3.18. Engage in research and development with respect to facilities;

1.3.19. Purchase fire and extended coverage and liability insurance for any facility and for the offices of the Authority, insurance protecting the Authority and its officers and employees against liability for damage to property or injury to or death of persons arising from its operations, and any other insurance the Authority may agree to provide under any resolution authorizing its convention facilities authority revenue bonds or in any trust agreement securing the same;

1.3.20. Charge, alter, and collect rentals and other charges for the use or services of any facility as provided in ORC Section 351.09;

1.3.21. Do all acts necessary or proper to carry out the powers expressly provided for in the MOU prepared in accordance with ORC Chapter 351.

ARTICLE 2: Board of Directors

2.1. Power, Number, Appointment, Qualifications. The Authority shall be governed by a board of directors consisting of the following members:

2.1.1 Six directors appointed by the Board of County Commissioners, Hamilton County, Ohio which shall represent the following constituencies:

A.. One director representing the townships of Hamilton County, Ohio. The Township Trustees Association may provide a list of potential appointees to this Board.

B. One director representing the City of Sharonville, Ohio.

C. One director representing the Convention and Visitors Bureau of Greater Cincinnati.

D. One director representing the Greater Cincinnati Chamber of Commerce.

E. In the event of the creation of a Northern Hamilton County Convention and Visitors Bureau, one director representing said Bureau.

F. One director from the Ohio Hotel-Motel Association representing the interests of the Hamilton County Hotel-Motel operators.

Not more than three of the persons appointed by the Board of County Commissioners under 2.1.1 above shall be members of the same political party. A director appointed under the above guidelines may represent more than one constituency.

2.1.2 Three directors appointed by the Mayor of the City of Cincinnati, Ohio, subject to the approval of a majority of the members of the City Council of the City of Cincinnati. Not more than two of the persons appointed by the Mayor of the City of Cincinnati, Ohio shall be members of the same political party.

2.1.3 Two directors appointed by the agreement of the mayors of the remaining municipal corporations (excluding the City of Cincinnati, Ohio) located within Hamilton County, Ohio. The persons appointed under this division shall not be members of the same political party.

2.1.4 Each director appointed pursuant to the above provisions shall have been a qualified elector of, or shall have had the director's business or place of employment, within Hamilton County, Ohio for a period of at least three years next preceding the director's appointment.

2.2 Terms. The directors first appointed shall serve staggered terms, as set forth in Resolution Vol. 286, Image 3075. Thereafter, each successor shall serve for a term of four years, except that any person appointed to fill a vacancy shall be appointed to only the unexpired term. Any director is eligible for reappointment subject to the limitation that no director shall serve for longer than twelve consecutive years.

2.3 Resignations, Removal, Vacancies.

2.3.1. The office of a director becomes vacant if he dies or resigns. A director may resign at any time and for any reason or no reason at all. A resignation shall be (a)

in writing and delivered to the Chairperson or the secretary or (b) announced at a meeting of the board of directors at which a quorum is present. Such resignation shall take effect immediately or at such other time as the director who is resigning may specify. The acceptance of such resignation shall not, unless otherwise specified therein, be necessary to make it effective.

2.3.2. The directors may remove any director and thereby create a vacancy in the board if by an order of a court of competent jurisdiction the director has been found of unsound mind or if the director is adjudicated a bankrupt.

2.3.3. Except as provided in Section 2.3.2, no director may be removed from office except by the body or officer who appointed the director.

2.3.4. The secretary shall notify the clerk of the Commissioners when the office of a director has become vacant and such clerk shall request the body or officer who has the right to appoint such director to appoint a successor to such office.

2.4 Meetings.

2.4.1. Regular meetings of the board of directors shall be held at such places within the County and at such times as shall be determined by the board at its meetings. The Board of Directors shall hold at least two (2) regular meetings per year on the second Friday of January and the first Friday of July of each year.

2.4.2. Special meetings of the board of directors may be called by the Chairperson of the board or by the secretary if he is requested to do so by at least three directors. Special meetings shall be held at such places within the County and at such times as the persons calling the meeting shall establish.

2.4.3. The board of directors shall take official action and conduct all deliberations upon official business only in open meetings, unless the subject matter is specifically exempted by law. Except as otherwise provided by law or lawfully provided in these by-laws, all meetings of the board of directors are public meetings open to the public at all times.

2.4.4 The board of directors may hold an executive session only after a majority of a quorum of the board of directors determines, by a roll call vote, to hold such a session and only at a regular or special meeting for the sole purpose of the consideration of any of the following matters:

(a) To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official, or the investigation of charges or complaints against a public employee, official or licensee unless the public employee, official or licensee requests a public hearing; (if the board of directors holds an executive session pursuant to this Section 2.4.4(a), the motion and vote to hold that executive session shall state which one or more of the approved purposes listed in this Section 2.4.4(a) are the purposes for which the executive session is to be held, but need not include the name of any person to be considered at the meeting);

(b) To consider the purchase of property for public purposes, or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the general public interest;

(c) Conferences with an attorney for the Authority concerning disputes involving the Authority that are the subject of pending or imminent court action;

(d) Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment;

(e) Matters required to be kept confidential by federal law or rules or state statutes;

(f) Specialized details of security arrangements where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law; and

(g) Such other matters as may be permitted by statute to be considered in executive session.

(h) If the board of directors holds an executive session to consider any of the matters listed in Section 2.4.4(b) through 2.4.4(g) above, the motion and vote to hold that executive session shall state which one or more of the approved matters listed in those Sections are to be considered at the executive session.

2.5 Notice of Meetings.

2.5.1. The directors need not be specifically notified of regular meetings after the meeting schedule has been established. Written notice of the time, place and purpose of each special meeting of the board of directors shall be given to each

director either by personal delivery or by mail, telex, facsimile or other electronic means at least two days before the meeting. Notice of the reconvening of an adjourned meeting need not be given to the directors if the time and place to which it is adjourned are fixed and announced at such adjourned meeting.

2.5.2. Notice of the time, place, and purposes of any meeting of the board of directors may be waived in writing, either before or after the holding of such meeting, by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any director at an such meeting without protesting, before or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

2.5.3. Any person may obtain reasonable advance notification of all meetings of the board of directors at which any specific type of public business is to be discussed. The secretary shall cause the agenda of all meetings to be mailed to all subscribers on a mailing list or mailing notices in self-addressed, stamped envelopes provided by the person. In July of each year, the secretary shall cause a notice to be published in a newspaper of general circulation in the County stating that interested members of the public may be placed upon a mailing list to receive notices of all meetings of the board of directors for the next 12 months upon payment of a fee of Five Dollars ($5.00). The secretary shall cause a copy of such notice to be mailed or e-mailed to any subscriber on the mailing list for the concluding year. The secretary shall also cause a list of newspapers and magazines of general circulation published in the County and all radio and television stations broadcasting from studios in the County to be maintained.

2.5.4. The board of directors shall not hold a special meeting unless it gives at least 24 hours' advance notice to the news media that have requested notification, except in the event of an emergency requiring immediate official action. In the event of an emergency, the person calling the meeting shall notify the news media that have requested notification immediately of the time, place and purpose of the meeting.

2.6 Quorum, Presence, Action. Six (6) members of the board of directors shall constitute a quorum, the affirmative vote of which shall be necessary for any action taken by the Authority. No vacancy in the membership of the board shall impair the rights of a quorum to exercise all rights and perform all the duties of the Authority. A director must be present in person at a meeting open to the public to be considered present or to vote at the meeting and for purposes of determining whether a quorum is present at the meeting.

2.7 Minutes, Journal. The minutes of a regular or special meeting of the board of directors shall be promptly recorded and open to public inspection. The minutes need only reflect the general subject matter of discussions in executive sessions. Except as otherwise provided in this Section, all final actions of the board of directors shall be journalized and such journal and the records of the authority, including but not limited to records relating to the terms of any lease of all or a part of a facility, and the terms of any contract authorizing or governing the sale of concessions within the facility, shall be open to public inspection at all reasonable times. Any records or proprietary information relating to lessees or other users that may be obtained by the authority or other persons acting under ORC Chapter 351 are confidential and shall not be disclosed.

2.8 Expenses; Compensation. Each director shall be entitled to receive from the authority reimbursement for reasonable expenses in the performance of his duties, but the directors shall serve without compensation.

ARTICLE 3: Officers

3.1 General. The board of directors shall elect one director as Chairperson, one as Vice-Chairperson and another as Treasurer; shall designate their terms of office; and shall appoint a Secretary and Assistant Secretary and an Assistant Treasurer, who need not be a directors. The board of directors may appoint such other and assistant officers as they may deem necessary and establish their titles, authority and duties. Any two or more offices except Chairperson, Vice-Chairperson and Secretary may be held by one person.

3.2 Election, Term of Office. The officers shall be elected by the board of directors at the first regular, annual meeting and shall hold their offices at the pleasure of the board of directors until their resignation, removal, death or the expiration of a term, which shall be for one (1) year and until the election of a successor..

3.3 Resignations. Any officer may resign at any time for any reason or no reason upon written notice delivered to the Chairperson or the Secretary. Such resignation shall take effect immediately or at such other times as the officer may specify. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Removals. Any officer may be removed with or without cause, by the board of directors without prejudice to the contract rights of such officer. The election or appointment of an officer for a given term, or a general provision in these by-laws with respect to term of office, shall not be deemed to create contract rights.

3.5 Vacancies. The board of directors may fill any vacancy in any office occurring for whatever reason.

3.6 Bond. The board of directors may, in their sole discretion, require any officer to give a bond or other security for the faithful discharge of his duties.

3.7 Chairperson. The Chairperson shall preside at all meetings of the board of directors, and in general shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the board of directors from time to time.

3.8 Vice-Chairperson. In the absence of the Chairperson or in the event of his death, inability, or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

3.9 Secretary. The Secretary, and/or the Assistant Secretary, shall: (a) cause the minutes of the proceedings of the board of directors to be kept in one or more journals provided for that purpose; (b) cause all notices to be duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the authority; (d) cause the seal of the Authority to be affixed to all documents which the board of directors have duly authorized to be sealed; and (e) in general perform all duties incident to the office of secretary and such other duties as are set forth in these by-laws or as from time to time may be assigned to him by the Chairperson or by the board of directors.

3.10 Treasurer. The Treasurer shall: (a) monitor all financial activities of the authority; (b) review such fiscal information as may be necessary to report to the board of directors regarding the financial condition of the Authority; and (c) in general perform all duties incident to the office of treasurer and such other duties as are set forth in these by-laws or as from time to time may be assigned to him by the Chairperson or by the board of directors. The Directors shall appoint an Assistant Treasurer from the staff of the City of Cincinnati to provide day to day accounting, bill payment and financial record keeping for the CFA.

3.11 Compensation. No officer who is a director shall receive any compensation for serving as an officer. Officers who are not directors may receive such compensation as the board of directors may, in its discretion, from time to time provide. However, in any case, officers shall be reimbursed for actual expenses incurred by them in the performance of their duties, as approved by the board of directors. Neither the directors nor the officers shall be considered employees of the CFA for the purposes of the Ohio Public Employees Retirement System ("PERS") or for any other benefit programs provided by the City of Cincinnati or the Board of County Commissioners of Hamilton County, Ohio.

ARTICLE 4: General

4.1 Indemnification. The Authority shall indemnify its directors, officers and employees to the fullest extent allowed by law in accordance with Chapter 351 and Chapter 2744, ORC.

4.2 Offices. The Authority may maintain such offices as are necessary or convenient to the conduct of its business.

4.3 Seal. The seal of the authority shall be circular in form and shall have inscribed thereon the name of the Authority and the County, its year of creation, and the words "Corporate Seal," but failure to affix the corporate seal shall not affect the validity of any instrument.

4.4 Execution of Instruments Generally. All contracts and other instruments requiring execution by the Authority may be executed and delivered by the Chairperson or the vice-Chairperson and authority to sign any such contracts or instruments, which may be general or confined to specific instances, may be conferred by the board of directors upon any other person. Any person having authority to sign on behalf of the Authority may delegate, from time to time, by instrument in writing, all or any part of such authority to any person or persons if authorized to do so by the board of directors. All contracts requiring the certification of the fiscal officer of the CFA as required by Section 5705.41(D), ORC or other provisions of Ohio law shall be certified by the Treasurer.

4.5 Fiscal year. The fiscal year of the Authority shall end on the 31st day of December in each year.

4.6 Notices. Whenever notice is required to be given to any director, officer or other person, such requirement shall not be construed to mean personal notice except as otherwise expressly provided herein. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to such director, officer or other person at his address as it appears on the records of the Authority. The time when such notice is dispatched shall be the time of the giving of the notice.

4.7 Conflicts of Interest. All Directors and Officers of the CFA shall recognize that they are public officials and shall at all times avoid conflicts of interest with the CFA. As public officials all Directors and Officers shall conform their conduct to the obligations set forth in Chapter 102 and Section 2921.42, ORC.

Adopted by a majority vote of the Board of Directors this 6th day of June, 2003.

Daniel J Meyer
Chairperson

Tilly M. Riordan
Secretary

Submitted for Action: June 6, 2003
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