

CERTIFICATE OF MEMBERSHIP

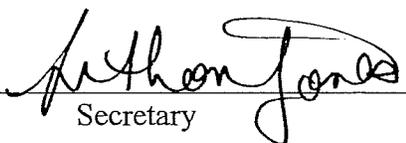
The undersigned, secretary of the Gahanna Community Improvement Corporation, hereby certifies that on the date of this Certificate, the following named individuals were duly appointed or elected members of the Board of Directors of said corporation, and that each member was on the such date a duly elected or appointed official of a political subdivision as indicated by setting forth opposite the title of his or her office and the name of the political subdivision in which such office was on such date held:

<u>Name</u>	<u>Elective or Appointed Office</u>	<u>Political Subdivision</u>
George Mrus	Appointed	Gahanna
Ron Wolfinger	Appointed	Gahanna
Jeff Kessler	Appointed	Gahanna
Anthony Jones	Appointed	Gahanna
Cid Canter	Appointed	Gahanna
Matt Ference	Appointed	Gahanna
Doug Maddy	Appointed	Gahanna
Becky Stinchcomb	Elected	Gahanna
Tom Kneeland	Elected	Gahanna
Brian Larick	Elected	Gahanna

The undersigned further certifies that said corporation was on such date duly designated as agent for industrial, commercial, distribution and research development pursuant to Section 1724.10, Ohio Revised Code, by the following political subdivisions:

<u>Name</u>	<u>Date of Designation</u>
City of Gahanna, Ohio	January 30, 2015

Dated: June 16, 2015


Secretary

GENERAL CERTIFICATE OF
GAHANNA COMMUNITY IMPROVEMENT CORPORATION

RE: \$15,000,000 City of Gahanna, Ohio Economic Development Revenue Bonds, Series 2015 (The Columbus Academy Project)

The undersigned, Secretary of the Gahanna Community Improvement Corporation (the "CIC"), hereby certifies the following in connection with the authorization, issuance and sale of the above-captioned bonds (the "Bonds") of the City of Gahanna, Ohio (the "Issuer"):

1. Attached hereto as exhibits are true and correct copies of the following items:

Exhibit A Articles of Incorporation of the CIC, certified by Secretary of State of Ohio.

Exhibit B Code of Regulations of the CIC.

Exhibit C Good Standing Certificate of Secretary of State of Ohio with respect to the CIC.

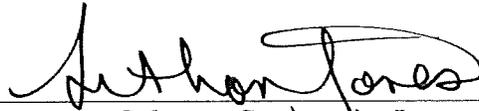
Exhibit D Minutes of the Meeting of Board of Directors of the CIC Approving and Authorizing Execution of Agreement Constituting Plan for Industrial, Commercial, Distribution and Research Development, and Submission Thereof of the Legislative Authority of the Issuer.

Exhibit E Agreement between Issuer and the CIC per Section 1724.10 of the Ohio Revised Code, as approved by the City Council of the Issuer.

Exhibit F Extracts of Minutes Containing Resolutions of Board of Directors of the CIC Determining that Project to be Financed with Proceeds of the Bonds is in Accordance with Plan (Agreement), and Authorizing Certification to such Effect to be Made to Issuer.

Exhibit G Certificates of the CIC to the Issuer with Respect to the Project.

2. The items attached as Exhibits A, B, D, E, F and G were in full force and effect on June 16, 2015, the date of the final meeting referred to in Exhibit F, and are in full force and effect on this date.



Secretary, Gahanna Community Improvement Corporation

Dated: July 13, 2015

EXHIBIT A
ARTICLES OF INCORPORATION

B425 - 714

RECEIPT AND CERTIFICATE No. 9802

COMMUNITY IMPROVEMENT CORPORATION OF GAHANNA

NAME

34419

NUMBER

DOMESTIC CORPORATIONS

- ARTICLES OF INCORPORATION
- AMENDMENT
- MERGER/CONSOLIDATION
- DISSOLUTION
- AGENT
- RE-INSTATEMENT
- CERTIFICATES OF CONTINUED EXISTENCE
- MISCELLANEOUS

FOREIGN CORPORATIONS

- LICENSE
- AMENDMENT
- SURRENDER OF LICENSE
- APPOINTMENT OF AGENT
- CHANGE OF ADDRESS OF AGENT
- CHANGE OF PRINCIPAL OFFICE
- RE-INSTATEMENT
- FORM 7
- PENALTY

MISCELLANEOUS FILINGS

- ANNEXATION, INCORPORATION—CITY OR VILLAGE
- RESERVATION OF CORPORATE NAMES
- REGISTRATION OF NAME
- REGISTRATION OF NAME RENEWALS
- REGISTRATION OF NAME—CHANGE OF REGISTRANTS ADDRESS
- TRADE MARK
- TRADE MARK RENEWAL
- SERVICE MARK
- SERVICE MARK RENEWAL
- MARK OF OWNERSHIP
- MARK OF OWNERSHIP RENEWAL
- EQUIPMENT CONTRACT CHATTEL MORTGAGE
- POWER OF ATTORNEY
- SERVICE OF PROCESS
- MISCELLANEOUS
- ASSIGNMENT—TRADE MARK, MARK OF OWNERSHIP, SERVICE MARK, REGISTRATION OF NAME

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 4th day of October, A. D. 1965, and

recorded on 10/15/65 at Frame B425 714 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN, Secretary of State

Filed by and Returned To:

Vorys, Sater, Seymour & Pease

52 E. Gay Street

Columbus, Ohio 43215

FEE RECEIVED: \$ 25.00

NAME: COMMUNITY IMPROVEMENT CORPORATION OF GAHANNA

B425 - 715

34015

APPROVED

12-4-61

ARTICLES OF INCORPORATION

COMMUNITY EMPOWERMENT CORPORATION OF GAMBIA

The undersigned, citizens of the United States, desiring to form a corporation, Not for profit, under §1724.01 of sec. Revised Code of Ohio, do hereby certify:

ARTICLE I

The name of the corporation is COMMUNITY EMPOWERMENT CORPORATION OF GAMBIA.

ARTICLE II

The place in the State of Ohio where the principal office is located is the Village of Gambier, Adams County, Ohio.

ARTICLE III

The corporation is formed for the following purposes: To advance, encourage and promote the industrial, economic, commercial and civic development of Gambier, Ohio, and the territory surrounding Gambier.

ARTICLE IV

The following-named persons shall serve said corporation as Trustees until the first annual meeting or other meeting called

to elect Trustees:

- Wilbur H. Schneider, 3771 Rockledge, N.W., Gambier, Ohio
- Calvin E. Lender, 102 Johnson Rd., Sylvania, Ohio
- Albert W. Rohn, Jr., 1 James Court, Sylvania, Ohio
- H. Richard P. Henschel, 1110 Warren Terrace, Sylvania, Ohio
- Arthur L. Woyce, 1231 Adams Street, Sylvania, Ohio

B425 - 716ARTICLE V

No part of the net earnings, if any, of the corporation shall inure to the benefit of any private shareholder, individual, member, trustee or officer. Upon any dissolution of the corporation none of its property and assets shall be distributed to any member, trustee or officer of the corporation or to any other individual, but all of its property and assets of every nature and description shall be applied to such public charitable purposes in the Gahanna, Ohio, area as may be determined by the Trustees, with the approval of the Court of Common Pleas of Franklin County, Ohio.

The corporation shall not engage in any transaction described as "prohibited" by the provisions of the Internal Revenue Code relating to the exemption of organizations from income and profits taxes.

ARTICLE VI

All members of this corporation shall be voting members. The Board of Trustees shall have the power to create such other non-voting members as the Trustees shall, in their opinion, deem necessary.

ARTICLE VII

This corporation shall have no capital stock and will not engage in business for profit. Membership in the corporation shall be governed and controlled as provided in the Constitution and by-laws of this corporation.

ARTICLE VIII

This corporation shall have perpetual existence.

B425 - 717

IN WITNESS WHEREOF, we have hereunto subscribed our names this 2 day of October, 1965.

STATE OF OHIO } SS

Wilbur H. Schneider
Wilbur H. Schneider

Calvin E. Leader
Calvin E. Leader

Albert W. Roby, Jr.
Albert W. Roby, Jr.

Richard P. Miesoff
Richard P. Miesoff

Arthur I. Vorjs
Arthur I. Vorjs

B425 - 718

OFFICE OF THE ATTORNEY GENERAL

WILLIAM B. SAXBE
ATTORNEY GENERAL

STATE OF OHIO

HAROLD B. TALBOTT
FIRST ASSISTANT ATTORNEY GENERAL

COLUMBUS 13

ROBERT M. DUNCAN
CHIEF COUNSEL

October 4, 1965

Honorable Ted W. Brown
Secretary of State
State House
Columbus, Ohio

Dear Mr. Brown:

I have made examination of the Articles of Incorporation of "COMMUNITY IMPROVEMENT CORPORATION OF GAHANNA", as required of me by Section 1724.04, Revised Code of Ohio. I certify that the Articles are in accordance with Chapter 1724 of the Revised Code and are not inconsistent with the Constitution and law of the United States or of this state.

Very truly yours,

WILLIAM B. SAXBE
Attorney General

B425 - 719

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of COMMUNITY IMPROVEMENT CORPORATION OF GANANNA, hereby appoint Arthur I. Vorys, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 5826 Ravens Corners Road, Gananna, Franklin County, Ohio.

COMMUNITY IMPROVEMENT CORPORATION OF GANANNA

Wilbur H. Schneider

Wilbur H. Schneider

Calvin E. Leader

Calvin E. Leader

Albert W. Roby, Jr.

Albert W. Roby, Jr.

H. Richard P. Niehoff

H. Richard P. Niehoff

Arthur I. Vorys

Arthur I. Vorys

Gananna, Ohio
Oct 8, 1965

COMMUNITY IMPROVEMENT CORPORATION OF GANANNA

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Arthur I. Vorys

Arthur I. Vorys

EXHIBIT B
CODE OF REGULATIONS

CODE OF REGULATIONS
OF
COMMUNITY IMPROVEMENT CORPORATION OF GAHANNA

Originally adopted March 4, 1997
Revised January 5, 2010

ARTICLE I
GENERAL MEMBERS

Section 1 Any person, partnership, or corporation being a resident of Gahanna or being engaged in business in Gahanna may become a member of this Corporation by submitting an application for membership to the Board of Trustees for approval, agreeing to abide by and conform to this Code of Regulations, actions of the members and trustees (as defined in Article III).

Section 1.1 General membership to be limited to 15 members.

Section 1.2 Individuals must apply for general membership at Gahanna City Hall and are subject to approval by a majority vote of the Board of Trustees at a regularly scheduled meeting.

Section 1.3 General membership may be expanded by a majority vote of the Trustees.

Section 1.4 The length of terms for general members shall be three years. Beginning in 2009, terms of general members shall be staggered so that one-third of the members will serve terms of one year, one-third of the members will serve terms of two years, and the remaining one-third of the members will serve terms of three years. General members may serve up to three consecutive terms; upon expiration of each term, general members may reapply for membership as outlined in Section 1.2.

Section 2 A member may submit a written resignation to the Secretary of the Corporation at any time. The resignation of a member who is a trustee automatically constitutes a resignation of that person from the Board of Trustees.

ARTICLE II
MEETINGS OF MEMBERS

Section 1 The members and the trustees constitute the membership of the Corporation. An annual meeting of the membership of this Corporation shall be held in January of each year for the appointment of trustees and the consideration of such other business as may be brought before the meeting. The trustees shall designate, no later than January 15th of that year, the time, date, and location of the annual meeting. Should the trustees fail, for any reason, to designate the time, date, and place of an annual meeting, it shall be held at 7:30 p.m. on the fourth Thursday of January, in the Municipal Building, 200 South Hamilton Road, Gahanna, Ohio.

Subsequent regular meetings of the Board of Trustees may be held at such times and places as the Board shall determine; however, there shall be a minimum of four (4) regular meetings of the trustees each calendar year, with at least one meeting per quarter.

Section 2 Special meetings of the membership of this Corporation may be held at any time and shall be called by the president or the vice president and one other trustee. Notice of the time, date, and place of Special Meetings of the Board of Trustees and the business to be considered shall be delivered to the address of record of each trustee in writing or orally at least five working days prior to the time of such meeting and this notice must include all serving trustees. Only matters contained in the notice of a special meeting shall be considered at that meeting. Failure to give the notice

required under this Section shall invalidate any action taken at that special meeting of the membership of the Corporation.

Section 3 Notice of any meeting of the membership of this Corporation shall be distributed at least five working days prior to said meeting.

Section 4 At least 6 (six) trustees shall be present to constitute a quorum of the membership of the Corporation of which at least 2 (two) trustees shall be City representatives. The vote of a trustee partnership may be cast by any partner, and the vote of a trustee corporation may be cast by any officer or authorized employee of the corporation. The trustee partnership or corporation shall designate a person who is to cast the trustee vote on behalf of such partnership or corporation, and such partnership or corporation shall notify the secretary of any change in the designation of such person and, if desired, the designation of an alternate person.

Section 5 All membership and trustee meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE III TRUSTEES

Section 1 The corporate powers, property, and affairs shall be exercised, controlled, and conducted by a Board of Trustees to be determined as set forth in Sections 2 and 3 of this Article.

Section 2 There shall be a maximum of eleven trustees with a minimum of 6 members required

Section 2.1 Four shall be elected or appointed officials of the City of Gahanna, (mandated by Ohio Revised Code) to be determined as follows:

1. Mayor or appointed permanent designee;
2. President of Council or permanent designee;
3. The Director of Development or designee;
4. One other elected or appointed official, nominated by the City Council President, and confirmed by a majority vote of City Council.

If the Mayor and President of Council have not nominated their appointee by the annual meeting, the trustees seated following the annual membership meeting shall appoint the one elected or appointed official of the City of Gahanna. The Mayor and President of Council may appoint a permanent designee from their respective branch of government to fulfill their term under the requirements of the Code of Regulations. For the purpose of clarity, in this Code of Regulations, any further reference to the Mayor or President of Council will refer to those officials or their permanent designees, whichever is applicable. Those who are trustees because they hold a public office, shall be deemed to have been elected by the members of the Corporation at each annual meeting of the members by virtue of this provision of the Code of Regulations by way of the secretary casting a unanimous ballot for their election. The four trustees provided for above, who must be elected or appointed officials of the City of Gahanna, shall be referred to as the "City Representatives", and

such City Representatives shall be considered for quorum purposes and shall be entitled to vote in the same manner as the Trustees at Large, as defined below.

Section 2.2 In addition to the City Representatives, there shall be seven members appointed jointly by the Mayor and a majority vote of Gahanna City Council, who shall be referred to as “trustees at large.” **FOLLOWING THE ADOPTION OF THIS CODE OF REGULATIONS IN JANUARY, 2010 TWO TRUSTEES SHALL BE APPOINTED FOR A TERM EXPIRING ON DECEMBER 31, 2010, TWO TRUSTEES SHALL BE APPOINTED FOR A TERM EXPIRING ON DECEMBER 31, 2011, AND THREE TRUSTEES SHALL BE APPOINTED FOR A TERM EXPIRING ON DECEMBER 31, 2012. THEREAFTER, AS THE TERMS EXPIRE,** the length of terms for trustees at large shall be three years. **ALL TERMS SHALL BEGIN ON JANUARY 1 OF ANY GIVEN YEAR AND END ON DECEMBER 31.** Trustees at large may serve up to three consecutive FULL terms, however, no trustee at large may serve more than nine years.

Section 3 Each member of the Board of Trustees, except those who are City Representatives, shall be a member of the Corporation. Each member of the Board of Trustees who is a City Representative shall vacate his office as a trustee upon the vacation of the public office and shall be replaced by an appropriate city official to serve for the remainder of the term. A vacancy among the Trustees at Large shall be filled within sixty days of the acceptance of resignation by the trustees by joint approval of the Mayor and a majority vote of Gahanna City Council, and the person so appointed to fill the vacancy shall serve for the unexpired term. If the Mayor has not filled the trustee at large vacancy(ies) within sixty days, the vacancy(ies) shall be filled by a majority vote of the members of the Board of Trustees, and then confirmed by Gahanna City Council. The person so appointed to fill the vacancy shall serve for the unexpired term.

Section 4 The trustees of the Gahanna Community Improvement Corporation may hold an executive session only after a majority vote of trustees 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 the matters listed in subsections 1, 2, 3, 4, 5, or 6, as follows:

1. To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, official, licensee, or regulated individual unless such employee, official, licensee, or regulated individual requests a public hearing. If the trustees hold an executive session pursuant to this subsection, the request shall state which one or more of the approved purposes listed herein 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.
2. To discuss purchase of property or the sale of property through competitive bidding or public auction.
3. To confer with legal representatives concerning disputes involving the City, and/or appointed or elected officials or employees, which are subject to pending or imminent court action.

4. To prepare for, conduct, or review negotiations or bargaining sessions with employees concerning compensation or other terms and conditions of employment.
5. Matters required to be kept confidential by federal law or rules or state statutes.
6. 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.
7. If the trustees hold an executive session to consider any of the matters listed in subsections 2, 3, 4, 5, or 6, the request to hold that executive session shall state which one or more of the approved matters listed in those subsections are to be considered at the executive session.

Section 4.1 An executive session may be requested by the President or any trustee, who shall state the purpose of the requested session. Unless the trustees object by roll call vote, as provided in A herein above, or the stated purpose of the session is not in compliance with section A, the President shall schedule the executive session as requested.

Section 4.2 The trustees may take no official action of any kind in executive session. Any resolution, rule, or formal action concerning matters discussed in executive session must be adopted in an open meeting.

Section 4.3 All meetings of the CIC except Executive Sessions shall be open to the public.

Section 4.4 All meetings of the CIC shall be held at the location as determined each year during the Annual Meeting. Meeting location may be changed upon notice to the members at least one week in advance of the meeting.

Section 5 All Board of Trustees meetings shall be conducted in accordance with Robert's Rules of Order.

Section 6 The trustees shall have the exclusive power and authority to:

- A. Supervise, conduct, and authorize all activities that are the business and affairs of this Corporation;
- B. Adopt by-laws for their own government not inconsistent with the Articles of Incorporation or this Code of Regulations;
- C. Elect the officers of this Corporation;
- D. Remove any member of the Board of Trustees for any of the following causes:
 1. Failure to attend any three regular meetings of the Board of Trustees within a 12 month period, unless any of such absences shall have been excused by a vote of a majority of the trustees present and voting thereon at any meeting of the trustees.

- a. Written notice for removal of a trustee for unexcused absences from regular meetings shall be automatically processed by the President of the C.I.C. The procedures established in paragraph 2 item A below may be used in the disposition of each individual case.
- 2. Misfeasance, malfeasance, or nonfeasance in the performance of the powers, duties, or responsibilities of the office of a trustee.
 - a. Action to remove a member of the Board of Trustees, except as in D. 1., a. above, shall be taken by a written motion at a regular or special meeting of the trustees. The person sought to be removed, shall be given written notice of the alleged grounds for removal by the member or members of the Board of Trustees who propose(s) to make or support the motion for removal at least ten days prior to the meeting at which the motion is to be considered. The person sought to be removed, shall be given an opportunity to be heard in person or by an attorney, and may offer evidence on his behalf. The motion to remove shall include a statement of the cause for removal. A motion to remove a trustee shall require an affirmative vote of at least five members of the Board of Trustees, other than the member sought to be removed. The member whose removal is sought, shall not vote upon any matter relating to the question of his removal. The president, a vice-president, or the person whose removal is sought, may cause a stenographic record to be made of the proceedings relating to the motion for removal. A vacancy created by the removal of a trustee, shall be filled in the manner specified in Section 3 of this Article; except that in the event the person removed is a member of the Board of Trustees by virtue of being the Mayor, the President of Council, or the Director of Development, the City Council shall designate, at their next regular meeting, another person who is an appropriate appointed or elected official of the City, as a trustee of the C.I.C.
- E. Fix, define, and limit the powers and duties of all officers and employees, approve the hiring or dismissal of all employees, and establish employees' salaries;
- F. Require any officer, agent, or employee of the Corporation to be bonded for the faithful performance of the duties of such officer, agent, or employee; the fee to be paid by the Corporation;
- G. Designate a depository or depositories for the funds of the Corporation and to specify the officer, officers, or other persons who shall be authorized to sign checks, drafts, notes, contracts, deeds, mortgages, leases, and other instruments on behalf of the Corporation; these designations to be confirmed by resolutions of the trustees, validated, and made a permanent part of the records of the Corporation;
- H. Enter into an agreement with the City of Gahanna to act as agent of the City or for the City of Gahanna to act as its agent to transact business, including the borrowing of money for the construction of public improvements.

Section 8 It is hereby determined that each person who was or is a trustee, officer, employee, or agent of the Corporation shall be indemnified to the full extent permitted under Division (E) of Section 1702.12 of the Ohio Revised Code, or any successor statute, in the manner provided in such Section or successor statute.

ARTICLE IV OFFICERS

Section 1 The officers of this Corporation shall be a president, one or more vice-presidents (as determined by the Board of Trustees), a secretary, a treasurer, and any other subordinate officers that the Board of Trustees may create and elect. The same person may not hold more than one office, except that all officers shall be members of the Board of Trustees.

Section 2 The officers shall be elected at the Annual Meeting by a majority vote of the members of the Board of Trustees present. The trustees may remove any officer at any time, with or without cause, by the affirmative vote of two-thirds of all trustees.

At all elections of officers, the following procedures will be followed:

- A. A trustee must be present at the trustees meeting immediately before the annual membership meeting to cast a ballot;
- B. Secret ballots will be cast for each available position on an individual basis;
- C. In case of a tie, a run-off will be cast among those trustees tied. If a second tie occurs, the president will draw lots from the names of those trustees tied to determine the winner.

Section 3 The officers of the Corporation shall perform such duties and exercise such powers as are enumerated in Article V below and as are customary for each office.

Section 4 A vacancy in any office, however created, shall be filled by a majority vote of the members of the Board of Trustees present.

ARTICLE V DUTIES OF OFFICERS

Section 1 President: The president shall be the chief executive officer of this Corporation. He shall, subject to the control of the trustees, exercise general supervision over all of the affairs and employees of the Corporation. He shall preside at all meetings of members, trustees and the executive committee. He shall present the Annual Report to Gahanna City Council. He may delegate the duties of his office to a vice-president or any other officer, in that order, when prevented from performing any duty because of absence or other cause.

Section 2 Vice-president: The vice president shall perform all duties of the president in the president's absence. He shall perform such other duties as may be assigned to him by the Board of Trustees, executive committee, or the president.

Section 3 Secretary: The secretary shall keep a record of the minutes of all meetings of the members, the trustees, and the executive committee. He shall monitor membership records and such other books as may be required of him by the trustees or executive committee. He shall sign all membership certificates and shall perform such other duties as may be assigned to him by the Board of Trustees, executive committee, or the president.

Section 4 Treasurer: The treasurer shall have the custody of the funds and securities of the Corporation and shall make such disposition thereof as may be ordered by the trustees. When necessary and proper, he may endorse on behalf of the Corporation for collection, checks, notes, and other obligations. He shall deposit the funds of the Corporation to its credit in such banks and depositories as the trustees may designate. He shall submit statements of the financial conditions of the Corporation at the annual meeting of the members and at such meetings of the trustees as they may designate. He shall keep, in the books of the Corporation, full and accurate accounts of all monies received and disbursed by him for the Corporation. He shall perform such other duties as may be assigned to him by the trustees, the executive committee, or the president.

ARTICLE VI COMMITTEES

Section 1 The officers of the Corporation shall constitute the executive committee.

Section 2 The Board of Trustees may provide for such other committees as it shall consider necessary and expedient to the management of the affairs of the Corporation and it may delegate to such committees those powers and duties that it deems necessary.

ARTICLE VII GIFTS TO THE CORPORATION

Gifts, grants, devises, and bequests to the Corporation shall be used by the trustees to further the purpose of the Corporation as the trustees shall determine. If, however a gift, grant, devise, or bequest is made to the Corporation and accepted by it for a specific purpose not inconsistent with the purposes of the Corporation, then such gift, grant, devise, or bequest shall be used by the trustees, less a reasonable allocation for overhead and expenses, solely and exclusively for such specified purpose.

ARTICLE VIII SALARIES AND EXPENSES

No member, trustee, or officer of the Corporation shall receive any remuneration for services rendered or activities undertaken on behalf of the Corporation, except that the Corporation may pay the properly vouchered expenses of any member, trustee, or officer incurred on behalf of the Corporation. This Article shall not prohibit a member of the Corporation who is also an employee of the Corporation from receiving compensation for his services as an employee. A trustee shall not be an employee of the Corporation.

ARTICLE IX
AMENDMENTS

This Code of Regulations may be amended by the affirmative vote of a majority of Trustees attending any annual, regular or special meeting of Trustees called and held for such purpose. The notice of such meeting shall state the nature of the proposed amendment, and the notice shall be given as provided in Article II of this Code of Regulations.

ARTICLE X
RULES OF CONSTRUCTION

1. Any personal pronouns used herein shall be deemed to cover all genders.
2. The preparation of the official copy (edition) of this Code of Regulations for the C.I.C. of Gahanna, after it has been accepted by the trustees of the Corporation, shall include the correction of any typographical errors found in the draft copy which was approved. Any such errors detected at a later date may also be corrected without Trustee approval, provided the clear meaning and/or intent of the affected portion shall in no way be altered. Any such corrections shall require approval by the Board of Trustees before the noted changes become a part of the C.I.C. Code of Regulations.

EXHIBIT C

GOOD STANDING CERTIFICATE

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show COMMUNITY IMPROVEMENT CORPORATION OF GAHANNA, an Ohio not for profit corporation, Charter No. 344119, having its principal location in Gahanna, County of Franklin, was incorporated on October 4, 1965 and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 15th day of June, A.D. 2015.

A handwritten signature in black ink that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201516625291

EXHIBIT D

MINUTES OF MEETING OF BOARD OF DIRECTORS

Minutes
Regular Monthly Meeting
Community Improvement Corporation
November 18, 2014

The regular monthly meeting of the Gahanna Community Improvement Corporation was held in the Committee Room of Gahanna City Hall on Tuesday, November 18, 2014. The meeting was called to order by Mrus at 7:31am.

Attendance:

CIC Trustees: Canter, Ference, Jones, Kessler, Kneeland, Larick, Maddy, Mrus, Wolfinger
General Members Gilger, Jadwin, Vonau
Absent: Bickle, Collins, Decello, Smith, Stinchcomb, Wood
Guests: Michael Blackford, Deputy Director of Planning & Development

Minutes: The minutes of the October 21, 2014 meeting were reviewed. Kessler moved, seconded by Kneeland, to approve the minutes as written. All members voting in favor, the motion was approved.

Development Department Update:

ED411 – Jones reminded everyone of the upcoming conference on December 5th. The annual event, sponsored by MODE and Columbus 2020, is primarily for people who interact with Development Departments and will include speakers and breakout sessions. The cost to attend is \$25. Mrus moved, seconded by Kessler, to reimburse any CIC members who would like to attend for the cost of registration. All members voting in favor, the motion was approved.

ED Update RFP – Jones stated that Ice Miller has been selected to conduct the ED update. The first meeting was held on November 10th and a 4 month timeline is anticipated. The update will include the following items: (1) market assessment, (2) real estate development scenarios, (3) business retention & expansion strategy, and (4) implementation of a fiscal impact analysis. People are needed to provide input on a steering committee. The commitment would be minimal – only four 1-hour meetings (1 per month). Justin Bickle has requested to participate as a representative of the CIC and Jones would like another representative from the CIC to participate – preferably a financial institution such as Kemba or Heartland. Mrus moved, seconded by Kneeland, to approve Bickle to represent the group on the steering committee. All members voting in favor, the motion was approved. Mrus noted that if anyone else is interested they should contact Jones directly. Jones also stated that a meeting of area stakeholders (CEO's) will be held without the City present. This will allow them to talk freely about what they would like to see in Gahanna.

Zulily – It is expected that Petsmart will vacate their building on Taylor Road in 2015. This is the only building in the city that would meet Zulily's needs. Information has been provided to Zulily but no response has been received yet.

Committee Reports

- Finance: Kessler stated that the monthly report from BlankenBecler has not yet been received so he will provide a limited update. He will start working on the 2015 budget and will advise each committee chair what was budgeted and spent this year so they can begin planning. The 2015 budget will need to be approved in December or January. Jones reminded everyone that the CIC is required to provide an annual report to Council before the end of first quarter.
- Real Estate: Mrus thanked Maddy for all of his hard work on the Douglas Drive property. Maddy noted that the property has proved to be a challenge and there is no closing date scheduled yet. The COCIC has been contacted to see if they can resolve the outstanding title issues that are holding things up. Maddy stated that he has an updated list of all tax delinquent properties. Once the Douglas Drive property is closed we can look at other properties on the list.

The 181 Granville building is still at a 98% occupancy rate. The property management company, Alterra Real Estate Advisors, has requested an increase in their management fees of \$50 per month beginning in January.

Ference stated that he and Jones had recently meet with Ruscilli Construction to discuss the real estate market in general as well as the possibility of constructing a spec. building in Gahanna. A follow up meeting will be scheduled in the next few weeks.

- Technology: Jones noted that a recent audit of our GahannaNet payments was conducted and it appears that they owe us money. The calculations have been provided to WOW! Business and they will get back to us once they do their own calculations.

The multi-jurisdictional fiber project is still progressing and we have been working diligently to get the money from the state budget to implement the network. The process is complicated and Greg Dunn of Ice Miller has been hired to represent the CIC's interest. The Chancellor of the Board of Regents can release the funds but a joint agreement with the Board of Regents is needed first. The agreement has been drafted and is being reviewed by OARnet. We need to get past this roadblock as the funds have to be spent prior to the end of 2015. Kessler asked if we would need the services of Ice Miller past the end of the year. Jones stated that it was unknown at this time. If it is determined that Ice Miller's services will need to be continued, he does not want the CIC to cover the entire cost.

- Business Development: A motion was made by Kneeland and seconded by Larick to go into Executive Session per ORC Chapter 121.22(G)(1) 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. All members voting in favor, the motion was approved. The executive session began at 8:02am and ended at 8:29am with no action taken.

Canter moved, seconded by Kneeland, to approve additional work by OHM Advisors not to exceed \$3,000. All members voting in favor, the motion was approved. Jones stated that he will get a timeline from OHM and set up a second meeting with the property owner.

2015 Contract: Jones pointed out that Section II, Paragraph 2b extends the waiver of payment for the use of fiber to December 31, 2016. Larick asked if a percentage of revenue with a cap would make more sense. Kneeland stated that the CIC has never paid for the use of fiber and it is just a formality. The township and schools pay for their fiber use and we didn't want to single out the CIC as a non-paying entity in case that changes at some point. Jones stated that Section III, Paragraph 3 was being added to allow the City to reimburse the CIC up to \$75,000 for any expenses related to land bank properties. Jones also noted that last year Section III, Paragraph 2 was added which states that the City could reimburse the CIC for any TIF-eligible expenses was added. However, there have been no qualifying expenses to date. Larick asked whether or not the \$350,000 authorized by the Urban Redevelopment Tax Increment Equivalent Fund Agreement was addressed in this contract. Jones stated that it was covered in Section II, Paragraph 2e and added that the timeline could be extended to December 31, 2016 if the group wished. After discussion, it was decided to leave the date as December 31, 2015. Mrus moved, seconded by Canter, to approve the 2015 contract. All members voting in favor, the motion was approved.

Public Records: Jones stated that he and Mrus would be meeting with two residents who have questions regarding the CIC. Jones also stated that he will follow up with City Attorney Shane Ewald regarding the development of a records retention policy.

Mrus reminded everyone that the group will be voting on next year's officers at the January meeting. Anyone who is interested in serving as an officer should let Jones know.

Adjourn: The meeting was adjourned at 8:41am.

Next Meeting: December 16, 2014

EXHIBIT E

AGREEMENT PER O.R.C. SECTION 1724.10

**The City of Gahanna and Gahanna Community
Improvement Corporation 2015 Agreement**

This Agreement (the "Agreement") is made and entered into on January
30, 2015, by and between the City of Gahanna, Ohio ("City"), an Ohio Municipal Corporation, with offices at 200 S. Hamilton Road, Gahanna, Ohio 43230 and the Gahanna Community Improvement Corporation ("CIC"), with a mailing address of 200 S. Hamilton Road, Gahanna, Ohio 43230 for the services as detailed herein. Gahanna and the CIC are collectively referred to herein as the "Parties."

WITNESSETH:

WHEREAS, the City has enacted Gahanna City Code Section 165.02 (d) to authorize a lodging tax for the purpose of promoting development within the City of Gahanna.

WHEREAS, the City, on the 15th day of December, 2014, adopted Ordinance ORD-0173-2014, wherein the Mayor of the City of Gahanna, Ohio, is hereby authorized to enter into an Agreement with the CIC for the development of business retention, expansion and attraction strategies for the benefit of the citizens and for the economic vitality of the community thereof in accordance with Gahanna City Code Section 165.02 (d).

WHEREAS, the City, on the 19th day of May, 2008, adopted Ordinance 0112-2008 authorizing the establishment of a CIC for the purpose of industrial, economic, civic, commercial, distribution and research development in the City.

NOW, THEREFORE, in consideration of the foregoing and of the covenants and Agreements contained herein, the Parties, intending to be legally bound, agree as follows:

SECTION I – TERM

1. This Agreement shall be for a period of twelve (12) months, beginning on the first day of January, 2015, and extending to and including the second day of January, 2016.

SECTION II – SCOPE OF CIC OBLIGATIONS

1. The CIC agrees to work cooperatively with the City, through its designated departments, to accomplish specific economic development goals and objectives of the City.
2. The CIC agrees to assist in promoting, encouraging, facilitating and incentivizing private investment and job creation activities within the City. These services shall include, but shall not be limited to, the following:

- a. Effectively administer the obligations outlined within the Non-Recourse Loan Agreement, and other ancillary agreements, that were executed on November 24, 2009 by and between the CIC and Franklin County for the purchase of State of Ohio Air Quality Development Authority Taxable Revenue Bonds in order to fund improvements to the former Bedford 1 Landfill; and
- b. Oversee the obligations outlined within the Optical Fiber Use Agreement that was executed on May 24, 2010 by and between the City and the CIC and the First Amendment of the Optical Fiber Use Agreement that was executed on March 13, 2014 by and between the City and the CIC. According to Section 3 of the Optical Fiber Use Agreement, the City agrees to waive the payment for use of fibers until December 31, 2016; and
- c. Manage the obligations outlined within the Network Service Agreement that was executed on August 6, 2010 by and between the CIC and Bluemile, Inc., which was assigned to WideOpenWest Finance, LLC in August 2013; and
- d. Oversee the fiber optic business incentive program entitled GahannaNet in order to successfully attract and retain businesses within the City; and
- e. Effectively administer the obligations outlined within the Urban Redevelopment Tax Increment Equivalent Fund Agreement that was executed on May 17, 2012 by and between the City and the CIC. This Agreement constitutes an extension of the Urban Redevelopment Tax Increment Equivalent Fund Agreement until December 31, 2015; and
- f. Assist in the promotion and continued development of the commercial, historical, cultural, and natural resources including, but not limited to, the Creekside District and the Office, Commerce and Technology District; and
- g. Assist in the preparation, compilation, printing, broadcasting, publishing, distribution and dissemination of information and data of all kinds which may be useful in furthering the purpose of economic development within the City; and
- h. To promote and encourage the economic sustainability of the City; and
- i. Implement the Gahanna Land Bank Program that was established through the Memorandum of Understanding passed on July 1, 2013 by Gahanna City Council. The CIC shall be the sole agent operating on behalf of the City that is responsible for implementing the Gahanna Land Bank Program. This responsibility shall include, but not be limited to the following: request properties from the Franklin County Community Improvement Corporation; implement development plans for targeted properties; negotiate with the private sector to secure the redevelopment of targeted properties; and all other activities necessary to implement the Gahanna Land Bank Program.

3. Manage the obligations outlined within the Contract of Sale and Purchase Agreement that was executed on April 7, 2011 by and between the City and the CIC which includes, but is not limited to, the following activities:
 - a) Pay and maintain in current status the first mortgage obligation due and payable to Heartland Bank;
 - b) Pay all monies received pursuant to Ordinance 0018-2011 effective April 7, 2011 towards the first mortgage obligation due and payable to Heartland Bank;
 - c) Pay all real estate taxes payable on the property when they become due;
 - d) Keep in effect and maintain during all points in time a liability insurance policy and property casualty coverage for the property;
 - e) Assume the responsibility for the payment of all operations, maintenance and upkeep expenses for the property;
 - f) Actively market the property, either directly or through a designated agent, to prospective tenants and negotiate and complete all necessary leases and incident there to;
 - g) Perform any other acts and activities deemed necessary to protect the interest of the City and the CIC relative to the property located at 181 Granville Street, Gahanna, Ohio 43230.
4. The CIC shall prepare in writing and orally deliver to the City an Annual Report that includes the following items: past year activities and accomplishments of the CIC; a complete schedule of the expenditure of funds made by the CIC; an Action Plan and Budget for the upcoming year's activities. This Annual Report shall be submitted to the City Council prior to the end of the first quarter of each year. In addition, the CIC may also make progress reports on achievement of the CIC's activities and accomplishments to the City as requested by Council.
5. The CIC shall keep complete and accurate records and accounts of all financial transactions. The City or State of Ohio has the right to examine and audit all such records at any time upon reasonable notice. The CIC shall be solely responsible for the conduct of any such State audit and the cost thereof. It is expected that the City will, at a minimum, receive an annual financial review and activity report.
6. The CIC agrees to indemnify, protect, defend and hold harmless the City and its elected officials, officers, agents, employees, and volunteers from and against any claims, costs (including attorney's fees and court costs), expenses, damages, liabilities, losses or judgments arising out of, or in connection with, any claim, demand or action made by any third party, if such are sustained as a direct or indirect consequence of the execution of the CIC's obligations under this Agreement and are a

direct or indirect result of the acts or omissions of the CIC and/or its staff, employees, agents, or guests.

7. The CIC agrees that funding received from the City under this Agreement shall be allocated at its sole discretion, but shall be allocated in pursuit of activities and obligations expressed in this Agreement.
8. The CIC agrees that funding received from the City under this Agreement shall be the full extent of funding received from the City for completion of the obligations expressed in this Agreement and that, in the event that other funding is requested from the City, it shall be provided under a separate Agreement.

SECTION III – CITY OF GAHANNA OBLIGATIONS

1. In exchange for the CIC completing the above said obligations, **the City agrees to pay the CIC 0.0833 percent of lodging tax revenue received under section 165.02(a) of the Gahanna City Code**, excluding interest earned on the funds. Said payment shall be remitted monthly to the CIC pursuant to a schedule determined by the City Finance Director.
2. The City agrees to pay the CIC all eligible expenses that are incurred through the implementation of a Tax Increment Financing (TIF) strategy. The CIC shall receive administrative expenses for the efforts incurred to implement a TIF strategy according to Ohio Revised Code 1724.02(K).
3. The City agrees to pay the CIC all eligible expenses that are incurred through the implementation of the Gahanna Land Bank Program in an amount up to and no more than \$75,000.

SECTION IV – MISCELLANEOUS PROVISIONS

1. This Agreement may be changed only by an instrument in writing signed by both parties with sixty (60) days advance notice.
2. No waiver of any breach shall affect or alter this Agreement but each and every covenant, Agreement, term and condition of this Agreement shall continue in full force and effect.
3. This Agreement constitutes all promises, conditions, inducements and understandings between the City and the CIC.
4. In the event any term or provision of this Agreement shall for any reason be held invalid, illegal or unenforceable, such invalidity, illegality or unenforceability shall not affect any other term or provision herein.

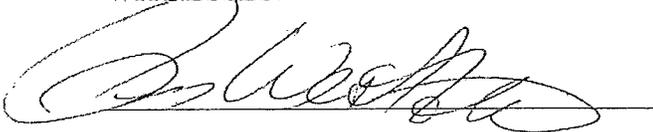
5. This Agreement shall be enforceable between the Parties. Unless otherwise expressly agreed to in writing by the Parties, no other person, entity, organization, or group shall have rights under this Agreement.
6. Unless agreed to by the Parties, no third party shall have any rights under this Agreement as a third party beneficiary.
7. Whenever there is a conflict between any provision of this Agreement, and any new law, rule, or regulation, such law, rule or regulation shall prevail and this Agreement shall be curtailed, modified, or limited only to the extent necessary to eliminate such conflict.
8. This Agreement shall be deemed made and entered into in the State of Ohio and shall be governed by and construed in accordance with the Gahanna City Code and the laws of Ohio. Any controversy of claim, whether based upon contract, statute, tort, fraud, misrepresentation or other legal theory, related directly or indirectly to this Agreement, whether between the Parties, or of either of the Parties' employees, agents, staff, members, elected officials, or affiliates, will be resolved in the appropriate court in Franklin County, Ohio.

IN WITNESS WHEREOF, the parties have caused duplicate originals of this Agreement to be executed on the 30th day of January, 20 15.

SIGNED IN THE PRESENCE OF:

WITNESSES:

City of Gahanna



By: Rebecca W. Stinchcomb
Rebecca W. Stinchcomb, Mayor

Gahanna Community Improvement Corp.

Anthony Jones

By: George W. Mu
President

Approved as to Form:

Shane Ewald
Shane Ewald, City Attorney

EXHIBIT F

EXTRACTS OF MINUTES OF BOARD OF DIRECTORS

Minutes
Regular Monthly Meeting
Community Improvement Corporation
June 16, 2015

The regular monthly meeting of the Gahanna Community Improvement Corporation was held in the Committee Room of Gahanna City Hall on Tuesday, June 16, 2015. The meeting was called to order by Mrus at 7:30am.

Attendance:

CIC Trustees: Bickle, Canter, Jones, Kneeland, Larick (arrived at 8:09am), Maddy, Mrus, Stinchcomb, Wolfinger
General Members: Collins, Fox, Gilger
Absent: Burba, Decello, Ference, Jadwin, Kessler, Sharett, Vonau
Staff: Michael Blackford, Sharon Patterson
Guests: Marc Kamer of Peck, Shaffer & Williams, Melissa Soderberg, Head of School at Columbus Academy, Maggie Koerner, Chief Financial Officer at Columbus Academy, Doug Bennett, Director of Facilities and Grounds at Columbus Academy

Columbus Academy Bonds: Kamer stated that Columbus Academy is embarking on a \$15M expansion project. In order for the bonds to be tax-exempt, they must be issued by a political subdivision. A presentation was made to City Council on June 15th and we anticipate approval on July 6th. Chapter 165 of the Ohio Revised Code provides that the CIC make a recommendation to Council regarding the issuance of the bonds. In exchange for participating in this transaction, the CIC will receive approximately \$22,500.

Soderberg stated that she feels Gahanna is a fantastic city and part of the schools role is to be more involved in the community. They are fortunate to have a beautiful property in a beautiful area. Stinchcomb added that the city and the school have a wonderful partnership.

Jones moved, seconded by Canter, to approve the following resolution:

WHEREAS, pursuant to an Ordinance of the Council of the City of Gahanna, Ohio (the "City"), the Gahanna Community Improvement Corporation (the "Corporation") has been designated the agency of the City for the industrial, economic, civic, commercial, distribution and research development of the City, and is authorized, as such agency, to certify to the City that projects to be financed by the issuance of bonds under Ohio Revised Code, Chapter 165 are in accordance with the "Plan" contemplated in Ohio Revised Code Chapter 165; and

WHEREAS, The Columbus Academy proposes to enter into a loan agreement with the City with respect to the issuance of Economic Development Revenue Bonds of the City, for the purpose of financing the acquisition, construction, renovation,

installation and equipping of certain capital expenditures, including, but not limited to additions to and renovations of certain buildings of The Columbus Academy, and all necessary appurtenances thereto;

WHEREAS, the Project described in the proposal of The Columbus Academy to the Corporation appears to be in accordance with the Plan;

NOW, THEREFORE, BE IT RESOLVED, that any officer of the Corporation be and is hereby authorized and directed to certify to the City Council of the City, that the Project described in the proposal is in accordance with the Plan.

BE IT FURTHER RESOLVED that this Board hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

The roll being called upon the adoption of the Resolution, the vote resulted as follows:

AYES: Bickle, Canter, Jones, Kneeland, Maddy, Mrus, Stinchcomb, Wolfinger

NAYS: None

The President presiding, thereupon declared the motion carried and the Resolution adopted.

Minutes: The minutes of the May 19, 2015 regular meeting were reviewed. Jones moved, seconded by Wolfinger, to approve the minutes as written. All members voting in favor, the motion was approved.

Membership: Bickle stated that he is resigning as a Trustee due to time constraints. He noted that his heart is in Gahanna but he doesn't want to hold a seat on the Board if he isn't able to participate 100%. Stinchcomb presented a proclamation naming June 16th as "Justin Bickle Day." The Board thanked him for his service over the past three years.

Executive Session: A motion was made by Mrus and seconded by Jones to go into Executive Session per ORC Chapter 121.22(G)(1) 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. All members voting in favor, the motion was approved. The executive session began at 7:50am and ended at 8:20am with no action taken.

EXHIBIT G
CERTIFICATES

CERTIFICATE

The regular monthly meeting of the Gahanna Community Improvement Corporation was held in the Committee Room of Gahanna City Hall on Tuesday, June 16, 2015. The meeting was called to order by Mrus at 7:30am.

Attendance:

CIC Trustees: Bickle, Canter, Jones, Kneeland, Larick (arrived at 8:09am), Maddy, Mrus, Stinchcomb, Wolfinger
General Members: Collins, Fox, Gilger
Absent: Burba, Decello, Ference, Jadwin, Kessler, Sharett, Vonau
Staff: Michael Blackford, Sharon Patterson
Guests: Marc Kamer of Peck, Shaffer & Williams, Melissa Soderberg, Head of School at Columbus Academy, Maggie Koerner, Chief Financial Officer at Columbus Academy, Doug Bennett, Director of Facilities and Grounds at Columbus Academy

Columbus Academy Bonds: Kamer stated that Columbus Academy is embarking on a \$15M expansion project. In order for the bonds to be tax-exempt, they must be issued by a political subdivision. A presentation was made to City Council on June 15th and we anticipate approval on July 6th. Chapter 165 of the Ohio Revised Code provides that the CIC make a recommendation to Council regarding the issuance of the bonds. In exchange for participating in this transaction, the CIC will receive approximately \$22,500.

Soderberg stated that she feels Gahanna is a fantastic city and part of the schools role is to be more involved in the community. They are fortunate to have a beautiful property in a beautiful area. Stinchcomb added that the city and the school have a wonderful partnership.

Jones moved, seconded by Canter, to approve the following resolution:

WHEREAS, pursuant to an Ordinance of the Council of the City of Gahanna, Ohio (the "City"), the Gahanna Community Improvement Corporation (the "Corporation") has been designated the agency of the City for the industrial, economic, civic, commercial, distribution and research development of the City, and is authorized, as such agency, to certify to the City that projects to be financed by the issuance of bonds under Ohio Revised Code, Chapter 165 are in accordance with the "Plan" contemplated in Ohio Revised Code Chapter 165; and

WHEREAS, The Columbus Academy proposes to enter into a loan agreement with the City with respect to the issuance of Economic Development Revenue Bonds of the City, for the purpose of financing the acquisition, construction, renovation, installation and equipping of certain capital expenditures, including, but not limited to additions to and renovations of certain buildings of The Columbus Academy, and all necessary appurtenances thereto;

WHEREAS, the Project described in the proposal of The Columbus Academy to the Corporation appears to be in accordance with the Plan;

NOW, THEREFORE, BE IT RESOLVED, that any officer of the Corporation be and is hereby authorized and directed to certify to the City Council of the City, that the Project described in the proposal is in accordance with the Plan.

BE IT FURTHER RESOLVED that this Board hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

The roll being called upon the adoption of the Resolution, the vote resulted as follows:

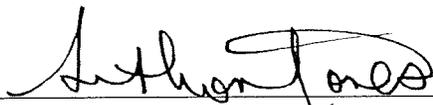
AYES: Bickle, Canter, Jones, Kneeland, Maddy, Mrus, Stinchcomb, Wolfinger

NAYS: None

The President presiding, thereupon declared the motion carried and the Resolution adopted.

WHEREAS, the Project described in the proposal of The Columbus Academy to the Corporation appears to be in accordance with the Plan;

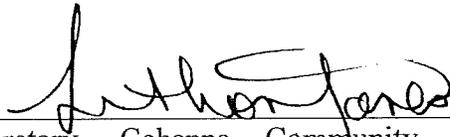
GAHANNA COMMUNITY IMPROVEMENT
CORPORATION


Secretary

CERTIFICATE

The undersigned, Secretary of the Gahanna Community Improvement Corporation hereby certifies that the foregoing is a true excerpt from the minutes of a regular meeting of the Board of Trustees of said Corporation on June 16, 2015, at which meeting a quorum of the members of the Board of Trustees for the transaction of business was present and acting throughout, and further, that no further action of said Board of Trustees has been taken to amend or rescind such minutes and that the same as of the date hereof in full force and effect.

This 17th day of June, 2015.



Secretary, Gahanna Community Improvement Corporation

