

**Cuyahoga County Convention Facilities Development Corporation**

**Initial Meeting of the Board of Directors**

**December 27, 2013**

**AGENDA**

I. Call to Order

II. Public Comment Related to the Agenda

III. Consideration of Matters before the Board

A. Review of Sole Incorporator consent regarding certain organizational matters

B. Review, consider and adopt Director resolutions in furtherance of certain organizational matters

C. Motion for approval of the Assignment and Assumption documents in connection with the Termination and Transfer Agreement and undertaking of certain actions and preparation and execution of documents in furtherance thereof, including the following:

1. Assignment and Assumption of Ground Lease
2. Assignment and Assumption of Lease Agreement
3. Assignment and Assumption of Sublease and Operating Agreement
4. Assignment and Assumption of Leasehold Mortgage
5. Assignment and Assumption of the Project Agreements
6. Assignment and Assumption Agreement of Leases and Security Deposits
7. Assignment and Assumption of Licenses and Permits
8. Assignment and Assumption of the Management Agreement
9. Omnibus Assignment and Assumption Agreement
10. Bill of Sale and Assignment
11. Certificate of Representations and Warranties
12. A Certificate or Resolution as to the authority of each signatory of the Facility Operating Company to execute the documents to be executed

13. Amended and Restated Ground Lease
14. Amended and Restated Lease Agreement
15. Amended and Restated Sublease and Operating Agreement
16. Amended and Restated Funding Agreement

#### IV. Public Comment Unrelated to the Agenda

#### V. Adjournment