

~~10.09.23 DRAFT~~ EXECUTION COPY

AMENDED AND RESTATED GALLERIA CONVENTION FUNDING AGREEMENT

between

COBB-MARIETTA COLISEUM AND EXHIBIT HALL AUTHORITY

and

CITY OF SMYRNA, GEORGIA

DATED AS OF THE EFFECTIVE DATE

[Original Convention Funding Agreement dated as of December 1, 1991
and amended as of October 1, 1996]

“funds derived from County/Cities Tax Payments” or any similar or comparable phrase shall include, without limitation, net investment earnings on County/Cities Tax Payments, except only during the Gap Period net investment earnings on Cities Hotel/Motel Tax Payments deposited into the Operating Revenue Fund rather than the Tax Payments Fund shall be excluded.

“Future Galleria Project” means any future Financed Project consisting of improvements of, additions to or expansions of the Existing Galleria Project after September 1, 2023, which may include, without limitation, related lands, buildings, structures, fixtures, equipment and personalty appurtenant or convenient to such facilities (any and all of the aforesaid are referred to herein as “facilities” as a broadly construed all-inclusive term), all operated and managed directly by the Authority for its own use for the benefit of the citizens of the County.

“Galleria Project” means, collectively, the Existing Galleria Project and any Future Galleria Project.

“Gap Period” means the period of time commencing on September 1, 2023 and ending, as applicable, (a) with respect to any Original City Funding Agreement and Original City Operating Agreement, on the date any such Cities and the Authority have executed a Conforming City Funding Agreement and a Conforming City Operating Agreement and (b) on the termination date of an Original City Funding Agreement and Original City Operating Agreement in the event the same are never amended or amended and restated or otherwise modified after September 1, 2023.

“Hotel/Motel Tax Law” means O.C.G.A. Title 48, Chapter 13, Article 3 *et seq.*, as amended, including in particular, without limitation, O.C.G.A. § 48-13-51(a)(5.1), authorizing the governing authority of each county within the State, within the territorial limits of the special district (created under O.C.G.A. § 48-13-51) and each municipality in the State located within the special district, to levy and collect an excise tax upon the furnishing of public accommodations at the applicable rate or rates specified therein.

“Liquor-by-the-Drink Tax” means the excise tax levied and collected by the County upon the sale of distilled spirits by-the drink pursuant to O.C.G.A. Title 3, Chapter 4, Article 5, Part 3, *et seq.*, as amended.

“O.C.G.A.” means the Official Code of Georgia Annotated, as amended.

“Operating Agreement” means the Amended and Restated Galleria Operating Agreement, dated as of ~~October 1, 2023~~ [the Effective Date](#), by and between the Authority and the City, as the same may be supplemented or amended from time to time.

“Operating Revenue Fund” means the Cobb-Marietta Coliseum and Exhibit Hall Authority - Galleria Operating Revenue Fund created pursuant to and governed by Section 4.1 of the Operating Agreement.

“Original City Funding Agreement” and **“Original City Funding Agreements”** means, each respectively and all collectively, the City Convention Funding Agreements, dated December 1, 1991, between the Authority and each of the Cities, entered into in connection with the issuance of the Series 1991 Bonds, as amended from time to time and in effect as of September 1, 2023.

“Original City Operating Agreement” and **“Original City Operating Agreements”** means, each respectively and all collectively, the Operating Agreements, dated December 1, 1991, between the