

EXHIBIT A

FORM OF CHARTER

CHARTER OF
THE CONVENTION CENTER AUTHORITY OF THE METROPOLITAN
GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY

The undersigned Mayor of The Metropolitan Government of Nashville and Davidson County, acting pursuant to the Convention Center Authorities Act of 2009, 2009 Public Acts of Tennessee, Chap. 474, (to be codified at Title 7, Chapter 89), (the "Act"), does hereby adopt the following Charter for The Convention Center Authority of The Metropolitan Government of Nashville and Davidson County (the "Authority"):

1. The name of the Authority is The Convention Center Authority of The Metropolitan Government of Nashville and Davidson County.
2. Permission to organize the Authority has been granted by Resolution No. RS2009-881 of the Metropolitan Council of The Metropolitan Government of Nashville and Davidson County, duly adopted on _____, 2009.
3. The location of the principal office of the Authority shall be:
Metropolitan Courthouse
1 Public Square, Suite 106
Nashville, Tennessee 37201
4. The purposes for which the Authority is organized are to exercise all powers granted to convention center authorities by the Act.
5. The Board of Directors for the Authority shall consist of nine (9) members, all of whom shall be qualified voters of the Metropolitan Government.
6. The duration of the Authority shall be perpetual.
7. The members of the Board of Directors shall comply with all applicable conflict of interest provisions that apply to all boards and commissions of The Metropolitan Government of Nashville and Davidson County, now and in the future existing, as stated in the Tennessee Code Annotated, the Metropolitan Charter, and the Metropolitan Code of Laws.
8. To the extent authorized by State law, the Metropolitan Council may remove a member of the Board of Directors by a vote of two-thirds (2/3rds) of all the members to which the Council is entitled.

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9. The Authority shall be a public nonprofit corporation and a public instrumentality of The Metropolitan Government of Nashville and Davidson County.

10. The Authority shall prepare an annual report of its business affairs and transactions as required by the Act. In addition to the reporting requirements of the Act, the Authority shall submit its annual budget and quarterly financial reports, including revenues and expenditures, to the Mayor and the Metropolitan Council. Such quarterly reports shall include, but not be limited to, a line-by-line statement of expenditures detailing: (1) the date and amount of each expenditure; (2) the name of the person, business, firm, or entity to which the payment was made; and (3) a description of the purpose of the expenditure. The annual financial reports shall comply with the requirements of the Governmental Accounting Standards Board. Reports shall provide a discussion and analysis of the reports that give an objective and easily readable analysis of the Authority's financial performance. Further, the Authority shall cause a copy of its agenda and minutes for each meeting on the nashville.gov website. The agenda detailing the items that are to be considered at the meeting of the Authority shall be posted on the nashville.gov website not less than seven (7) days prior to the date of the meeting. Likewise, the minutes for each meeting shall be posted on the nashville.gov website not less than seven (7) days after the date of the meeting. Draft minutes may include a notation that they are subject to change prior to approval by the Authority at its next regular meeting.

11. The Registered Agent of the Authority shall be Richard M. Riebeling, Metropolitan Director of Finance, Metropolitan Courthouse, 1 Public Square, Suite 106, Nashville, Tennessee 37201.

12. The Authority shall have all the privileges, powers and authority granted and provided for a convention center authority by the Act, as it presently exists or may be hereafter amended.

IN WITNESS WHEREOF, this Charter has been subscribed and acknowledged by the Metropolitan Mayor of The Metropolitan Government of Nashville and Davidson County before an officer authorized by the laws of the State of Tennessee to take acknowledgments, on the day and month set forth beneath such signature.

Metropolitan Mayor

Date: _____

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STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Karl Dean, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office in Davidson County, Tennessee, this ____ day of _____, 2009.

Notary Public
My commission expires: _____