A RESOLUTION
OF
THE GEO. L. SMITH II GEORGIA WORLD CONGRESS CENTER AUTHORITY
REGARDING
APPROVAL OVER GENERAL CONTRACTOR AND TERMS OF CONSTRUCTION
CONTRACT FOR THE ATLANTA NEW STADIUM PROJECT

WHEREAS, the Geo. L. Smith II Georgia World Congress Center Authority (the "Authority") owns and operates the convention and tradeshow facility known as the Geo. L. Smith II Georgia World Congress Center, the multipurpose domed stadium facility known as the Georgia Dome, and other facilities; and

WHEREAS, pursuant to O.C.G.A. § 10-9-4(a), the general purpose of the Authority is to acquire, construct, equip, maintain, and operate the project, including but not limited to the Georgia World Congress Center, the Georgia Dome, and other facilities, in whole or in part, directly or under contract with the Department of Economic Development or others, and to engage in such other activities as the Authority deems appropriate to promote trade shows, conventions, and political, musical, educational, entertainment, recreational, athletic, or other events and related tourism within the state so as to promote the use of the project and the use of the industrial, agricultural, educational, historical, cultural, recreational, commercial, and natural resources of the State of Georgia by those using the project or visiting the state or who may use the project or visit this state; and

WHEREAS, pursuant to O.C.G.A. §10-9-4(b)(5), the Authority has the power to acquire, by purchase, gift, lease, or otherwise; to own, hold, improve, and use; and to sell, convey, exchange, transfer, lease, sublease, and dispose of real and personal property of every kind and character, or any interest therein, for its corporate purposes; and

WHEREAS, pursuant to O.C.G.A. §10-9-4(b)(6), the Authority has the power to make all contracts and to execute all instruments necessary or convenient to its purposes; and

WHEREAS, pursuant to O.C.G.A. §10-9-7 the management of the business and affairs of the Authority shall be vested in the Board of Governors, and the Board of Governors shall have the power to make bylaws, rules, and regulations for the operation, management, and maintenance of the Georgia World Congress Center, the Georgia Dome, and all other projects and properties of the Authority or as may be under the management and control of the Authority; and

WHEREAS, pursuant to O.C.G.A. § 10-9-15(a), the Authority is required to operate the project so as to ensure its maximum use, and in connection with and incident to the operation of the project the Authority may engage in such activities as it deems appropriate to promote trade shows, conventions, and tourism within the state so as to promote the use of the project and the use of the industrial, agricultural, educational, historical, cultural, recreational, and natural resources of the State of Georgia by those using or visiting the project; and

WHEREAS, pursuant to O.C.G.A. §10-9-14(a), the Authority is authorized to fix rentals, fees, prices and other charges which any licensee shall pay to the Authority for the use of the project or the facilities or part thereof or combination thereof, and for the goods and services provided by the Authority in connection with such use, as the Authority may deem necessary or appropriate to provide in connection with such use, and to charge and collect the same, and to establish and to perform and pay any obligations established under such other terms, conditions, and considerations as the Authority and any such licensee shall determine necessary and appropriate; and

WHEREAS, the Authority previously executed that certain Memorandum of Understanding for a Successor Facility to the Georgia Dome (the "MOU") among the Authority, the Atlanta Falcons Stadium Company, LLC ("StadCo"), and the Atlanta Falcons Football Club, LLC (the "Team"), dated April 5, 2013, pursuant to which the parties to that document agreed as between themselves to incur defined responsibilities and to allocate defined rights in respect of the design, development, construction and operation of a new operable roof, state-of-the-art multi-purpose stadium (the "New Stadium Project" or "NSP") ; and

WHEREAS, pursuant to Section 3.7 of Article III of the MOU, the parties to that document agreed essentially that StadCo will select the general contractor(s) (the "General Contractor") for the NSP and will make its recommendation to the Authority as to the identity of the General Contractor and the terms of the construction contract with the General Contractor (the "Construction Contract"), provided, however, that the Authority will have final approval rights over the General Contractor engaged for construction of the NSP and the terms of the Construction Contract with the General Contractor, and that the General Contractor will be a nationally or internationally recognized general contractor experienced in the construction of multipurpose professional sports and entertainment venues and related facilities of the nature contemplated herein ; and

WHEREAS, pursuant to Section 3.7 of Article III of the MOU, StadCo in fact has made its recommendation to the Authority as to the identity of the General Contractor, Holder Construction Company and Hunt Construction Group, Inc., and as to the terms of the Construction Contract; and

WHEREAS, pursuant to Section 5 Article VII of the Authority's Bylaws, the Executive Director (as that term is defined in the Bylaws, Article VII, Section 5) is authorized to conduct, supervise, and manage the operation and maintenance of all facilities of the Authority, and to execute contracts related to the operation, in the ordinary course of business, of the project, including contracts for the use of the Authority's facilities, equipment, and services, but subject to the Bylaws and any policies, forms, and schedules as may be adopted or approved by the Board or Executive Director governing such contracts, and also to sign and execute other contracts in the name of the Authority when authorized to do so by resolution of the Board and to sign and execute contracts in the name of the Authority which are authorized by the Board when no other officer is designated by the Board, and to exercise such other powers and perform such other duties as may be incident to the office of the Executive Director or as may be delegated or prescribed from time to time by the Board, by the Executive Committee, or by the Chair, to the extent such delegation or prescription is consistent with the Authority's Bylaws and to the extent such delegation or prescription is within the authority of that body or officer to direct; and

WHEREAS, pursuant to Section 14 of Article VII of the Authority's Bylaws, except to the extent such authority is conferred upon the Executive Director or other officers of the Authority under or pursuant to the Bylaws, no officer or employee of the Authority is authorized to enter into any written or oral agreement binding upon the Authority;

NOW, THEREFORE, BE IT RESOLVED by the Board of Governors of the Geo. L. Smith II Georgia World Congress Center Authority that the Executive Director is authorized, subject to the occurrence or satisfaction of any and all applicable contingencies, terms and conditions, to exercise the Authority's final approval rights over StadCo's recommendation of Holder Construction Company and Hunt Construction Group, Inc., as the General Contractor engaged for construction of the NSP and the terms of the Construction Contract with the General Contractor.

BE IT FURTHER RESOLVED that the Executive Director is authorized to do all things necessary and proper to effectuate the intent and purpose of this Resolution.

ADOPTED this 18th day of June, 2013

Tim Lowe
Chair, Board of Governors
Geo. L. Smith II Georgia World Congress Center Authority

Attest: _____
Dale Aiken, Assistant Secretary

{Authority Seal}

CERTIFICATE

The undersigned hereby certifies that I hold the position of Secretary or Assistant Secretary, as stated below my signature, of the Geo. L. Smith II Georgia World Congress Center Authority and that the Resolution a true and correct copy of which is attached to this Certificate was duly adopted by the Board of Governors of the Authority at and in a public meeting duly scheduled and for which all public notices required by law were given.

Dated: June 18, 2013

Dale Aiken

Dale Aiken, Assistant Secretary

{Authority Seal}