

**RESOLUTION
OF THE BOARD OF GOVERNORS
OF THE GEO. L. SMITH II
GEORGIA WORLD CONGRESS CENTER AUTHORITY**

WHEREAS, the Board of Governors of the Geo. L. Smith II Georgia World Congress Center Authority (the “Board of Governors”) is charged with the management of the business and affairs of the Geo. L. Smith II Georgia World Congress Center Authority (the “Authority”) pursuant to O.C.G.A. § 10-9-7; and

WHEREAS, the Authority was created for the purpose of acquiring, constructing, equipping, maintaining and operating projects as defined under O.C.G.A. §§ 10-9-1 *et seq.* and engaging in such other activities as it deems appropriate to promote trade shows, conventions, political, musical, educational, entertainment, recreational, athletic, or other events and related tourism within the State of Georgia so as to promote the use of such projects and the use of the industrial, agricultural, educational, historical, cultural, recreational, commercial and natural resources of the State of Georgia by those using the projects or visiting the State or who may use the projects or visit the State; and

WHEREAS, the State of Georgia owns property in the City of Atlanta, Fulton County, Georgia, comprised of a comprehensive international trade and convention center complex of facilities and its appurtenant campus known as the Geo. L. Smith II Georgia World Congress Center (“GWCC”) and a multipurpose domed stadium facility known as the Georgia Dome, which is in the custody of the Georgia Department of Economic Development (the “Department”) and pursuant to an agreement between the Authority and the Department dated April 8, 1974, as amended, the Authority is authorized as the sole and exclusive agent to act for and on behalf of the Department to operate, manage, maintain, improve, and use appropriations related to GWCC and the Dome (“Management Agreement”); 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 Sections 3.3 and 3.9 of Article III of the MOU, the parties to that document agreed essentially that StadCo would serve as the developer of the NSP with responsibility for the design, construction, and development of the NSP; perform feasibility studies at a proposed north and south site for the NSP; and

WHEREAS, in connection with performance of a feasibility study, StadCo has requested access to State property south of the Georgia Dome, as more particularly

shown on Exhibit "A" attached hereto, to perform due diligence of the property as the potential NSP site; and

WHEREAS, the Authority staff having reviewed the above-referenced request recommends that the Board of Governors authorize the Executive Director of the Authority to request the State Properties Commission to issue a revocable license to StadCo to perform such due diligence on the applicable State property.

THEREFORE, BE IT RESOLVED by the Board of Governors of the Authority that:

The Board of Governors having reviewed the staff recommendation authorizes the Executive Director, on behalf of the Authority, to request the State Properties Commission to take all actions necessary and proper, in their sole discretion, to grant StadCo the right to perform due diligence on, over, under or through the applicable State property through a revocable license.

This Resolution is hereby adopted this 21st day of May, 2013.



Tim Lowe
CHAIRMAN, BOARD OF GOVERNORS
GEO. L. SMITH II GEORGIA WORLD CONGRESS CENTER AUTHORITY

ATTEST:



Dale Aiken
ASSISTANT SECRETARY, BOARD OF GOVERNORS
GEO. L. SMITH II GEORGIA WORLD CONGRESS CENTER AUTHORITY

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: May 21, 2013



Dale Aiken, Assistant Secretary

{Authority Seal}