

**RESOLUTION AUTHORIZING THE CHAIR TO EXECUTE
CHANGES TO THE AGREEMENTS RELATED TO THE
LEASING OF A NASHVILLE MAJOR LEAGUE SOCCER
STADIUM PROJECT.**

WHEREAS, the Metropolitan Council, in Substitute Resolution RS2017-910 (the “Resolution”), conditioned the issuance of Sports Authority revenue bonds to construct an MLS Stadium at the Nashville Fairgrounds upon the execution of several agreements as well as additional Metropolitan Council action; and

WHEREAS, contract renegotiations have resulted in the attached form of the Ground Lease between the Metropolitan Government by and through the Metropolitan Fair Board of Fair Commissioners and the Sports Authority related to the land where the MLS Stadium will be built (the “Stadium Ground Lease”), attached in substantial form as Exhibit 1, which contains the specific requirements provided in the Resolution; and

WHEREAS, contract renegotiations have resulted in the attached form of the Ground Lease between the Metropolitan Government by and through the Metropolitan Fair Board of Fair Commissioners and Nashville Soccer Holdings Development, LLC, related to the MLS Stadium mixed use development (the “Development Ground Lease”), Exhibit 2, which contains the specific requirements provided in the Resolution; and

WHEREAS, contract renegotiations have resulted in the attached form of Recordation, Non-Disturbance and Attornment Agreement between the Sports Authority, Walsh Management, LLC, and Metropolitan Fair Board of Fair Commissioners (the “RNDA Agreement”), Exhibit 3; and

WHEREAS, the Metropolitan Fair Board of Fair Commissioners determines that the execution of the changes to the renegotiated agreements, the forms of which are attached hereto, is in the best interests of the Metropolitan Fair Board of Fair Commissioners and will help to facilitate the purpose for which the Metropolitan Fair Board of Fair Commissioners was created.

NOW, THEREFORE, BE IT

RESOLVED, that the Chair be, and hereby is, authorized in the name of the Metropolitan Fair Board of Fair Commissioners to execute and deliver the Stadium Ground Lease, the Development Ground Lease, and the RNDA Agreement (collectively, the “Agreements”), all in substantially the forms presented to the Board; provided, however, that the Chair be, and hereby is, authorized in her discretion to approve such changes in the form, substance and content as may be necessary, her execution and delivery of such Agreement to be conclusive evidence of such approval, provided however, any such changes in the form, substance, and content which may materially alter the Agreements shall require additional approval by the Board prior to execution; and

FURTHER RESOLVED, that the Board has determined that the execution of the Agreements, with such changes in form, substance and content thereto approved by the Chair, is in the best interests of the Metropolitan Fair Board of Fair Commissioners and will help facilitate the purpose for which the Metropolitan Fair Board of Fair Commissioners was created; and

FURTHER RESOLVED, that the Chair be, and hereby is, authorized to perform or cause to be performed, in the name and on behalf of the Metropolitan Fair Board of Fair Commissioners, to execute and deliver or cause to be executed and delivered by or on behalf of the Metropolitan Fair Board of Fair Commissioners, such notices, requests, demands, directions, consents, approvals, orders, applications, certificates, agreements, amendments, further assurances or other instruments or other communications, under the seal of the Metropolitan Fair Board of Fair Commissioners or otherwise, as she deems necessary or advisable in order to carry into effect the intent of the foregoing resolutions, or to consummate the transactions contemplated thereby, or to comply with the requirements of the filings, applications and documents approved and authorized or contemplated by the foregoing resolutions.

Adopted and approved this 14th day of July, 2020.

Chair

ATTEST:

Secretary/Treasurer