

**METROPOLITAN FOOTBALL STADIUM DISTRICT
RESOLUTION 22- 05**

A. PDB Sports, LTD. ("PDB") and Stadium Management Company, LLC ("Stadium Company") intend to sell their respective partnership interests and limited liability company interests to Belmont Sports, LLC and S. Robson Walton (the "Sale").

B. Under the Metropolitan Football Stadium District Act (the "Act"), and Article 33 of the Lease and Management Agreement dated as of September 3, 1998 between the Metropolitan Football Stadium District (the "District") and PDB, as amended and partially assigned to Stadium Company (the "Lease"), the District is entitled to a "Sharing Amount" in connection with the Sale.

C. Under the Act and Article 33 of the Lease, the Sharing Amount funds are to be used for "youth activity programs".

Therefore, a quorum being present, the following resolution was adopted on a vote of 9 in favor, 0 opposed, with 0 abstentions, on the 5th day of August, 2022.

RESOLVED, the Metropolitan Football Stadium District upon the motion of Jim Harrington, and the second of Rick Sapkin approves:

(a) the Sharing Amount of \$41,037,951 under the Act and Article 33 of the Lease and as set forth in Exhibit A attached hereto and incorporated by reference; and

(b) the distribution of the Sharing Amount funds to the municipalities and counties within the District, based upon their proportionate share of sales and use tax paid under the Act; and

the District hereby authorizes the Chairman, any officers, District staff, or their representatives to disburse the Sharing Amount funds pursuant to, and, and to take such further action as may be necessary to effectuate the purpose of, this resolution.

AUTHENTICATED:



Raymond E. Baker, Chairman



Donald Johnson, Secretary-Treasurer

EXHIBIT A

Sharing Amount

SALE OF FRANCHISE MFSD SHARING AMOUNT CALCULATION
Effective August 10, 2022

Sales Price (<i>Gross Proceeds from Sale</i>)	\$ 4,650,000,000
Franchise Debt	(247,076,305)
Capital Contributions (<i>with 6% imputed annual return</i>)	<u>(2,351,026,144)</u>
Net Profit	2,051,897,551
Sharing Rate	<u>2%</u>
Sharing Amount	<u>\$ 41,037,951</u>