CONFLICT OF INTEREST POLICY OF THE KANSAS SPORTS FACILITIES AUTHORITY

ARTICLE I: PURPOSE

The purpose of this conflict of interest policy (the "***Policy***") is to protect the interests of the Kansas Sports Facilities Authority, a body corporate and politic and a political subdivision of the State of Kansas (the "***Authority***"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, officer or employee of the Authority. This Policy is adopted pursuant to Section 9.02 of the Bylaws of the Authority (the "***Bylaws***") and is subordinate to the Kansas Sports Facilities Authority Act (the "***Act***") and the Bylaws. Capitalized terms used but not defined in this Policy have the meanings given to such terms in the Bylaws. This Policy is intended to supplement, but not replace, any applicable law governing conflicts of interest, including, without limitation, K.S.A. 46-215 et seq.

ARTICLE II: DEFINITIONS

1. Interested Person

A Member, officer or employee of the Authority is an "***Interested Person***" with respect to a matter before the Authority if such person:

(a) has a direct or indirect Financial Interest (as defined below); or

(b) has any other financial, personal or business interest or relationship with respect to the matter that could reasonably be expected to impair such person's independent judgment, or that would constitute a conflict of interest under applicable law.

An Interested Person has a direct or indirect interest in the contract or transaction that is the subject of the matter for purposes of Section 9.02 of the Bylaws.

2. Financial Interest

A person has a "***Financial Interest***" in a matter if the person has, directly or indirectly, through business, investment or Family (as defined below):

a. an ownership or investment interest in any entity that is a party to the transaction or arrangement that is the subject of the matter;

b. a compensation arrangement with the Authority or with any entity or individual that is a party to such transaction or arrangement, other than per diem, mileage, expense reimbursement or compensation paid by the Authority to a Member, officer or employee in such capacity; or

c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Authority is negotiating such transaction or arrangement.

A compensation arrangement includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

3. Family

A person's family includes such person's spouse, domestic partner, parents, siblings, children, and any other relative who resides in the same household as the person and any other familial relationship that could create the appearance of a conflict of interest (collectively, "***Family***").

4. Effect of Appointment or Employment by a Party.

Notwithstanding anything to the contrary in this Policy, a Member shall not be deemed to have a Financial Interest with respect to a matter solely by reason of such Member's employment by, representation of, or compensation from (a) the professional sports team that appointed such Member pursuant to the Act or any affiliate thereof, in the case of a Member appointed by a professional sports team, or (b) the State of Kansas or any agency, department or instrumentality thereof, in the case of a Member who is an employee of the State of Kansas.

ARTICLE III: PROCEDURE

1. Duty to Disclose

A Member, officer or employee who is or may be an Interested Person with respect to a matter shall disclose to the Authority in writing the facts giving rise to such status before the matter is considered, and may address the Members regarding the matter at a meeting of the Authority at which it is considered (a "***Meeting***").

2. Determining Whether a Person is an Interested Person

After disclosure and discussion, the person shall leave the Meeting while the remaining Members determine whether such person is an Interested Person with respect to the matter. If so, Section 3 of this Article applies.

3. Procedures for Addressing the Conflict of Interest

If a person is an Interested Person with respect to a matter:

a. The Interested Person may make a presentation at the Meeting, but shall thereafter leave the Meeting during the discussion of, and the vote on, the matter, shall not be counted as present for purposes of the vote, and shall not otherwise participate on behalf of the Authority in the negotiation or authorization of the matter.

b. The Chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Members other than the Interested Person shall determine whether the Authority can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the disinterested Members shall determine by majority vote whether the transaction or arrangement is in the Authority's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the disinterested Members shall make their decision as to whether to enter into the transaction or arrangement.

4. Violation of this Policy

a. If the Members have reasonable cause to believe a Member, officer or employee has failed to disclose facts giving rise to status as an Interested Person, the Chairperson shall inform the individual of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

b. If, after hearing the individual's response and making such further investigation as is warranted, the disinterested Members determine he or she has failed to make a required disclosure, the disinterested Members shall take appropriate corrective and/or disciplinary action.

ARTICLE IV: RECORDS OF PROCEEDINGS

The minutes of a Meeting shall contain:

1. The names of the persons who disclosed or otherwise were found to be Interested Persons with respect to a matter, the nature of the interest, any action taken to determine whether such persons were Interested Persons, and the disinterested Members' determination.

2. The names of the persons who were present for discussions and votes relating to the matter, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

ARTICLE V: ANNUAL STATEMENTS

Each Member, officer and employee shall sign, upon appointment or election and by January 31 of each year thereafter, a statement in the form appended to this Policy which affirms that such person:

a. Has received a copy of the Policy;

b. Has read and understands the Policy; and

c. Has agreed to comply with the Policy.

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KANSAS SPORTS FACILITIES AUTHORITY
CONFLICT OF INTEREST POLICY ANNUAL STATEMENT

All Members, officers, and employees of the Kansas Sports Facilities Authority (the "***Authority***") are subject to the Authority's Conflict of Interest Policy, to which this Annual Statement is appended (the "***Policy***"). Article V of the Policy provides that each Member, officer, and employee of the Authority shall sign a statement affirming certain commitments to the Policy. In order to protect the interests of the Authority, the undersigned is delivering this Annual Statement.

The undersigned, in his or her capacity as a duly appointed Member or duly elected officer of the Authority, and/or as an employee of the Authority, does hereby affirm as follows:

1. I have received a copy of the Policy;

2. I have read and understand the Policy; and

3. I have agreed to comply with the Policy.

* * * *

Date: _____

Signature: _____

Print Name: _____

Title: _____