RESOLUTIONS
OF THE
KANSAS SPORTS FACILITIES AUTHORITY

Adopted at the Organizational Meeting Held November 18, 2026

The following resolutions were duly adopted by the Kansas Sports Facilities Authority (the "**Authority**") at a meeting of the Authority duly called and held on November 18, 2026, at which a quorum was present and acting throughout.

1. **Organization of the Meeting; Notice and Quorum**.

WHEREAS, the Authority is established as a body corporate and politic and a political subdivision of the State of Kansas pursuant to the Kansas Sports Facilities Authority Act, 2026 House Bill No. 2466, and amendments thereto (the "**Act**"), which took effect upon its publication in the Kansas Register on April 30, 2026; and

WHEREAS, each voting member of the Authority (each, a "**Member**") has been duly appointed by the applicable appointing authority in accordance with Section 3(b) or 3(d) of the Act, as applicable; and

WHEREAS, Section 3(n) of the Act provides that the Authority shall be subject to the Kansas Open Meetings Act, K.S.A. 75-4317 et seq., and amendments thereto (the "**Kansas Open Meetings Act**"), and the Kansas Open Records Act, K.S.A. 45-215 et seq., and amendments thereto (the "**Kansas Open Records Act**"); and

WHEREAS, Section 3(m) of the Act provides that any seven Members shall constitute a quorum for the conduct of business, and that action may be taken upon the vote of a majority of Members present at a meeting duly called and held.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby confirms that notice of this meeting was given in accordance with the Kansas Open Meetings Act and all other applicable law, and that this meeting has been duly called and convened; and be it

FURTHER RESOLVED, that the roll having been called and 11 Members being present, a quorum is present and the Authority may proceed to the transaction of business; and be it

FURTHER RESOLVED, that David C. Toland is hereby elected to preside at this meeting as temporary presiding officer (the "**Temporary Presiding Officer**") and is hereby appointed to serve as secretary of this meeting and to prepare the minutes hereof, such service to terminate upon the election of a Chairperson and Secretary of the Authority, respectively.

2. **Member Credentials and Qualifications**.

WHEREAS, Section 3(b) of the Act provides that the Authority shall consist of up to eleven Members, including nine Members who are legal residents of the State of Kansas and have relative education, training and experience related to facility administration, accounting, law, marketing or other pertinent fields; and

WHEREAS, Section 3(d) of the Act provides that the mayors of up to two cities where a sports facility of the Authority is located may each appoint a Member if the conditions set forth therein are met; and

WHEREAS, as of the date of this meeting, the mayor of one such city is eligible to appoint a Member and has made such appointment; and

WHEREAS, Section 3(a)(2) of the Act provides that, before the appointment of any person as a Member, the appointing authority shall require such person to be fingerprinted and to submit to a state and national criminal history record check in accordance with K.S.A. 2025 Supp. 22-4714, and amendments thereto; and

WHEREAS, each appointing authority has confirmed to the Authority that the requirements of Section 3(a)(2) of the Act have been satisfied with respect to the Member appointed by such appointing authority, and each Member has confirmed that such Member satisfies the qualifications applicable to such Member under the Act.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby acknowledges receipt of such confirmations; and be it

FURTHER RESOLVED, that no objection having been made to the appointment or qualification of any Member, each Member is hereby confirmed as duly appointed and qualified to serve.

3. **Adoption of Bylaws**.

WHEREAS, Section 3(h) of the Act provides that the Authority shall adopt bylaws to establish rules of procedure, the powers and duties of its officers and other matters relating to the governance of the Authority and the exercise of its powers; and

WHEREAS, a form of Bylaws of the Kansas Sports Facilities Authority (the "**Bylaws**") has been presented to and reviewed by the Members.

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws, in the form presented to this meeting, are hereby adopted as the Bylaws of the Authority, effective immediately; and be it

FURTHER RESOLVED, that all business transacted at this meeting following the adoption of the Bylaws shall be conducted in accordance with the Bylaws, and the election of the Temporary Presiding Officer pursuant to Resolution 1 is hereby ratified and confirmed as consistent with Section 3.07 of the Bylaws; and be it

FURTHER RESOLVED, that the Secretary, promptly following the Secretary's election pursuant to Resolution 5, is authorized and directed to execute the Certificate of Adoption appended to the Bylaws, and an executed copy of the Bylaws shall be filed with the records of the Authority and posted on the Authority's website as required by Section 3(l) of the Act.

4. **Election of Chairperson**.

WHEREAS, Section 3(f) of the Act provides that the Chairperson shall be elected by a majority of the Members of the Authority for a four-year term, shall preside at all meetings of the Authority, if present, and shall perform all other assigned duties and functions.

NOW, THEREFORE, BE IT RESOLVED, that David C. Toland is hereby elected Chairperson of the Authority, by the affirmative vote of a majority of the Members of the Authority, to serve for a term of four years and otherwise in accordance with the Act and the Bylaws; and be it

FURTHER RESOLVED, that upon the Chairperson taking office, the service of the Temporary Presiding Officer shall terminate and all actions heretofore taken by the Temporary Presiding Officer are hereby ratified, confirmed and approved in all respects.

5. **Election of Other Officers**.

WHEREAS, Section 3(f) of the Act provides that the Authority may appoint from among its Members a vice chairperson and any other officers the Authority determines are necessary or convenient; and

WHEREAS, Article V of the Bylaws provides for the offices of Vice Chairperson, Secretary and Treasurer.

NOW, THEREFORE, BE IT RESOLVED, that the following persons are hereby elected to the offices set forth opposite their respective names, in each case to serve at the pleasure of the Authority and otherwise in accordance with the Act and the Bylaws:

Vice Chairperson: Marty Cornejo

Secretary: Alise Martiny

Treasurer: Kurt Eck.

FURTHER RESOLVED, that each officer shall have the powers and duties set forth in the Act and the Bylaws and such other powers and duties as the Authority may from time to time assign; and be it

FURTHER RESOLVED, that upon the Secretary taking office, the service of David C. Toland as secretary of this meeting shall terminate, except that David C. Toland shall complete and deliver to the Secretary the minutes of this meeting, and that the Secretary is hereby designated as the official custodian of the records of the Authority for purposes of the Kansas Open Records Act.

6. **Retention of Legal Counsel**.

WHEREAS, Section 5(d)(1) of the Act provides that the Authority may employ persons, contract for services, including legal services, and utilize employees and consultants retained by other governmental entities as necessary to carry out the Authority's functions.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby engages Irwin Raij of Sidley Austin LLP as outside counsel to the Authority; and be it

FURTHER RESOLVED, that the Authority acknowledges that it has been advised of, and has considered, the actual and potential conflicts of interest disclosed by such counsel, including any prior and/or concurrent representation of the State of Kansas or the Kansas Department of Commerce, and hereby consents to such engagement; and be it

FURTHER RESOLVED, that the Chairperson is authorized to negotiate, execute and deliver on behalf of the Authority an engagement agreement with such counsel for a period of one-year that can be extended and on terms acceptable to the Chairperson, such acceptance to be conclusively evidenced by execution and delivery; and be it

FURTHER RESOLVED, that the Chairperson is authorized to engage such additional counsel as the Chairperson determines necessary or convenient, including bond counsel, special counsel, litigation counsel and local counsel, subject to the Act, the Bylaws and any budget approved by the Authority, and to report each such engagement to the Authority at its next regular meeting.

7. **Settlement Authorization**.

WHEREAS, the Unified Government of Wyandotte County and Kansas City, Kansas (the "UG") filed a Petition for Declaratory and Injunctive Relief against the Authority and the Secretary of Commerce in the District Court of Wyandotte County, Kansas, Case No. WY-2026-CV-000864 (the "Lawsuit"), challenging provisions of the Act; and

WHEREAS, on October 26, 2026, the UG dismissed the Lawsuit to work towards a cooperative resolution; and

NOW, THEREFORE, BE IT RESOLVED, that the Chairperson is authorized to execute and deliver on behalf of the Authority, a settlement agreement on terms acceptable to the Chairperson and the Kansas Attorney General, such acceptance to be conclusively evidenced by execution and delivery.

8. **General Authority; Ratification of Prior Acts**.

RESOLVED, that each officer of the Authority is hereby authorized and directed, in the name and on behalf of the Authority, to do all such acts and things, to execute and deliver all such agreements, certificates, instruments and documents, to make such filings and to pay such fees and expenses as may be necessary, appropriate or desirable to carry out the intent and purpose of the resolutions adopted at this meeting, whether adopted before or after this resolution, and to conduct the ordinary affairs of the Authority, including to engage an independent auditor for each fiscal year, to obtain all registrations, identification numbers and tax exemption certificates necessary to the Authority's affairs, to procure insurance covering the Authority and its Members, officers, employees and agents without waiver of any immunity or defense, and to establish and maintain the Authority's public website at https://www.kssportsauthority.gov/, with the Kansas Department

of Commerce as administrator and (785) 296-7198 and ksfa@ks.gov as the public comment telephone number and email address; and be it

FURTHER RESOLVED, that any and all actions heretofore taken or caused to be taken by any Member, officer, employee, agent or representative of the Authority, or by the Kansas Department of Commerce for the benefit of or on behalf of the Authority, prior to the date hereof and consistent with the intent and purpose of the resolutions adopted at this meeting, are hereby ratified, confirmed and approved in all respects; and be it

FURTHER RESOLVED, that, as provided in Section 8(a) of the Act, no power of the Authority shall be exercised, and no authority granted by the resolutions adopted at this meeting shall be exercised, in a way that conflicts with the terms and conditions set forth in the STAR Bond Agreement; and be it

FURTHER RESOLVED, that any reference in the resolutions adopted at this meeting to any agreement, instrument or document shall be deemed to refer to such agreement, instrument or document as it may be amended, restated, supplemented or otherwise modified from time to time.

9. **Designation of Official Depository and Authorized Signatories**.

WHEREAS, Section 5(j) of the Act authorizes the Authority to receive, hold and expend moneys and to deposit such moneys into a depository authorized to receive such deposits.

NOW, THEREFORE, BE IT RESOLVED, that U.S. Bank is hereby designated as an official depository of the Authority, and the Chairperson and Treasurer are each authorized to designate such additional depositories as they determine necessary or convenient; and be it

FURTHER RESOLVED, that the Chairperson and Treasurer are each authorized to open, maintain and close accounts in the name of the Authority at any depository so designated, and to execute and deliver all account agreements, signature cards, depository resolutions in the form required by any such depository, treasury management agreements and related documents; and be it

FURTHER RESOLVED, that the Chairperson and Treasurer are each designated as an authorized signatory on all accounts of the Authority, and that any check, draft, wire transfer or other order for the payment of money in an amount of $50,000 or less may be signed or initiated by any one authorized signatory, and any such payment in excess of $50,000 shall require two authorized signatories.

10. **Adoption of Conflict of Interest Policy**.

WHEREAS, Section 9.02 of the Bylaws authorizes the Authority to adopt a conflict of interest, ethics and/or conduct policy governing Members, officers and employees; and

WHEREAS, a form of Conflict of Interest Policy of the Kansas Sports Facilities Authority (the "**Conflict of Interest Policy**") has been presented to and reviewed by the Members.

NOW, THEREFORE, BE IT RESOLVED, that the Conflict of Interest Policy, in the form presented to this meeting, is hereby adopted as the Conflict of Interest Policy of the Authority, effective immediately; and be it

FURTHER RESOLVED, that all business transacted at this meeting following the adoption of the Conflict of Interest Policy shall be conducted in accordance with the Conflict of Interest Policy; and be it

FURTHER RESOLVED, that each Member shall deliver an executed Conflict of Interest Policy Annual Statement at or promptly following this meeting; and be it

FURTHER RESOLVED, that each executed Conflict of Interest Policy Annual Statement delivered by a Member, officer or employee shall be maintained with the records of the Authority by the Secretary or the official custodian of records.

11. **Engagement of Owner's Representative**.

WHEREAS, the Authority anticipates serving as the Government Owner contemplated by the STAR bond agreement dated December 22, 2025 and executed by the Kansas City Chiefs Football Club, Inc. and the State of Kansas (the "**STAR Bond Agreement**"), and in such capacity holding approval and oversight rights with respect to the construction of the Stadium Development and the Team Headquarters and Practice Facility (as defined in the STAR Bond Agreement); and

WHEREAS, the Authority desires to engage an owner's representative to advise and assist the Authority in the exercise of such rights and in the oversight of the design, construction, equipping and completion of the sports facility and sports facility infrastructure; and

WHEREAS, Brailsford & Dunlavey has been identified as a candidate to serve as the Authority's owner's representative (the "**Owner's Representative**"), and the Members have been presented with a summary of the selection process undertaken, the project proposal submitted by the Owner's Representative, the qualifications of the Owner's Representative and the proposed scope of services and compensation.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby determines that the process by which the Owner's Representative was identified and selected utilized competition among qualified firms to the extent reasonable and practicable under the circumstances, consistent with Section 5(c)(2) of the Act and Section 7.02 of the Bylaws; and be it

FURTHER RESOLVED, that Brailsford & Dunlavey is selected and engaged as the Owner's Representative, subject to execution of a written engagement agreement as provided below; and be it

FURTHER RESOLVED, that the Chairperson is authorized to negotiate, execute and deliver on behalf of the Authority an engagement agreement with the Owner's Representative (the "**Owner's Representative Agreement**") on terms consistent with the scope of services and compensation presented to this meeting and otherwise acceptable to the executing officer upon advice of counsel, such acceptance to be conclusively evidenced by execution and delivery; and be it

FURTHER RESOLVED, that the Owner's Representative shall report to the Authority at each regular meeting and at such other times as the Authority may require, and shall serve at the pleasure of the Authority; and be it

FURTHER RESOLVED, that any and all actions heretofore taken by the Owner's Representative, or by any Member, officer or agent of the Authority or by the Kansas Department of Commerce in connection with the identification, selection or engagement of the Owner's Representative, are hereby ratified, confirmed and approved in all respects.

12. **Authorization of Owner's Representative**.

WHEREAS, Section 7.03 of the Bylaws authorizes the Authority to delegate certain responsibilities to Authorized Representatives.

NOW, THEREFORE, BE IT RESOLVED, that, effective upon execution and delivery of the Owner's Representative Agreement, the Owner's Representative shall be an Authorized Representative under Section 7.03 of the Bylaws and is authorized, on behalf of the Authority and in accordance with the Owner's Representative Agreement, to represent the Authority in the oversight of the design and construction of the Stadium Development and to take all actions and make all approvals and disapprovals incidental thereto; and be it

FURTHER RESOLVED, that the Owner's Representative shall not amend, waive or terminate any of the definitive agreements contemplated by the STAR Bond Agreement, declare a default or exercise any remedy, or bind the Authority to any contract, liability or expenditure except as provided above; shall act under the direction of the Chairperson; and shall notify the Chairperson immediately of any threatened default, projected Cost Overrun, material delay or claim; and be it

FURTHER RESOLVED, that this delegation continues until final completion of the Stadium Development or termination of the Owner's Representative Agreement and may be modified or revoked by the Authority at any time.

13. **Definitive Documents**.

WHEREAS, the Authority anticipates serving as the Government Owner contemplated by the STAR Bond Agreement, and in such capacity holding approval and oversight rights with respect to the construction of the Stadium Development, the Team Headquarters and Practice Facility and the entity contemplated to execute certain Definitive Documents (as defined in the STAR Bond Agreement).

WHEREAS, the following documents have been presented and reviewed by the Members: the Construction Coordination Agreement, which includes a Land Transfer Agreement, the Stadium Management Agreement, the Stadium Non Relocation Agreement, the Club Guarantee Agreement, the Team Headquarters and Practice Facility Construction Coordination Agreement, which includes a Land Transfer Agreement, the Community Impact Agreement, the Team Headquarters and Practice Facility Management Agreement, and the Team Headquarters and Practice Facility Non-Relocation Agreement (collectively, the "Definitive Documents").

NOW, THEREFORE, BE IT RESOLVED, that the foregoing Definitive Documents, in substantially the form presented at this meeting, are hereby approved by the Authority, effective immediately; and be it

FURTHER RESOLVED, that the Chairperson is authorized to execute and deliver on behalf of the Authority, the Definitive Documents in substantially the form presented at this meeting on terms acceptable to the Chairperson, such acceptance to be conclusively evidenced by execution and delivery; and be it

FURTHER RESOLVED, that the Chairperson is authorized to do all such acts and things, to execute and deliver all such agreements, certificates, instruments and other documents as may be necessary, appropriate or desirable to carry out the intent and the purposes of this Resolution 13; and be it

FURTHER RESOLVED, that all business with respect to the construction, operation and management of the Stadium Development and Team Headquarters and Practice Facility transacted by the Authority following the execution of the Definitive Documents shall be conducted in accordance with the Definitive Documents.