

RESOLUTION

CAPITAL IMPROVEMENT BOARD OF MANAGERS OF MARION COUNTY, INDIANA

WHEREAS, the Capital Improvement Board of Marion County, Indiana (the "CIB") is authorized by its enabling statute, Indiana Code § 36-10-9, to finance, construct, equip, operate and maintain any capital facilities or improvements of general public benefit or welfare which promote and serve the commercial, industrial and cultural interests of Indiana and its citizens;

WHEREAS, the CIB is authorized pursuant to Indiana Code § 36-10-9-6(12) to make and enter into all contracts and agreements necessary or incidental to the performance of its duties and the execution of its powers under said enabling statute;

WHEREAS, after lengthy negotiations between representatives of the CIB and Pacers Basketball, LLC ("PBLLC"), the CIB and PBLLC have reached agreement as to the terms, conditions, and provisions of an Amended and Restated Fieldhouse Operating Agreement ("Amended and Restated Operating Agreement") and an Amended and Restated Virginia Avenue Parking Garage Parking Agreement ("Amended and Restated Parking Agreement" and with the Amended and Restated Operating Agreement the "Amended and Restated Agreements") which amend and restate the terms, conditions, and provisions of the Conseco Fieldhouse Operating Agreement ("Operating Agreement") by and among the Marion County Convention and Recreational Facilities Authority ("Authority"), the CIB, PBLLC, and Melvin and Herbert Simon, the Conseco Fieldhouse Financial Agreement by and between the CIB and PBLLC, the Virginia Avenue Parking Garage Parking Agreement by and between the CIB and PBLLC, the Understanding of Defined Terms by and among the CIB, the Authority, PBLLC, and Melvin and Herbert Simon, the Amendment to Conseco Fieldhouse Complex Documents by and among the Authority, the CIB, PBLLC, Herbert Simon and The Herbert Simon Revocable Trust under that certain Restatement of The Herbert Simon Revocable Trust Agreement dated December 19, 2008, as amended, modified or restated from time to time (the "Trust"), and the Second Amendment to Fieldhouse Complex Documents by and among the Authority, the CIB, PBLLC, Herbert Simon and the Trust (collectively referred to as the "Fieldhouse Complex Documents");

WHEREAS, the CIB believes it would be in the best interest of the CIB, the Authority, the City of Indianapolis, Marion County, the State of Indiana and the citizens thereof to amend and restate the Fieldhouse Complex Documents to include the terms, conditions, and provisions of the Amended and Restated Agreements; and

WHEREAS, the CIB desires to approve and execute the Amended and Restated Agreements.

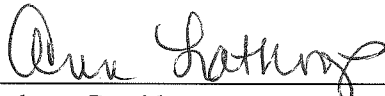
NOW, THEREFORE, BE IT RESOLVED BY THE CAPITAL IMPROVEMENT BOARD OF MANAGERS OF MARION COUNTY, INDIANA AS FOLLOWS:

1. It is in the best interests of the CIB, the Authority, the City of Indianapolis, Marion County, the State of Indiana and the citizens thereof that the Fieldhouse Complex Documents be amended and restated by entering into the Amended and Restated Agreements, the forms of which have been presented. The CIB approves the Amended and Restated Agreements and requests that the Authority approve and enter into the Amended and Restated Operating Agreement.

2. The President or Vice President and each of them is hereby authorized to execute the Amended and Restated Agreements in the forms presented and with such changes as are approved by the President or Vice President, and to take all such actions and execute all such instruments as are desirable to carry out the transactions contemplated by or resulting from the Amended and Restated Agreements and this Resolution, in such forms as the President or Vice President executing the same shall deem proper, to be conclusively evidenced by the execution thereof.

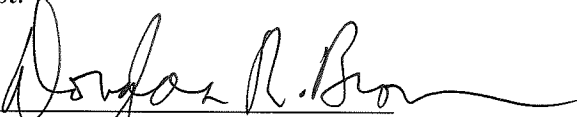
Adopted this 14th day of April, 2014.

CAPITAL IMPROVEMENT BOARD OF
MANAGERS OF MARION COUNTY



Ann Lathrop, President

Attest:



Douglas R. Brown, Secretary