

RESOLUTION NO. 31236

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHATTANOOGA, TENNESSEE, AUTHORIZING THE CREATION AND APPOINTING THE DIRECTORS OF THE SPORTS AUTHORITY OF THE COUNTY OF HAMILTON AND THE CITY OF CHATTANOOGA, TENNESSEE.

WHEREAS, the City Council (the “Council”) of the City of Chattanooga, Tennessee (the “City”), has met pursuant to proper notice; and

WHEREAS, Title 7, Chapter 67, Tennessee Code Annotated, as amended (the “Act”), provides for the creation of joint sports authorities; and

WHEREAS, it is determined that the creation of a joint sports authority will be in the public interest of the citizens of the City and the County of Hamilton, Tennessee (the “County”), and will encourage and promote the public participation and enjoyment of professional and amateur sports, fitness, health, and recreational activities; and

WHEREAS, an application has been filed with the Council and the Hamilton County Board of Commissioners (the “Commission”) for permission to apply for the incorporation of a joint sports authority to be known as “The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee” (the “Authority”), the application of which is attached hereto and incorporated herein as “Exhibit A”; and

WHEREAS, pursuant to the proposed Charter of the Authority, attached hereto and incorporated herein as “Exhibit B,” the Authority shall be governed by a board of seven (7) directors, all of whom shall be duly qualified voters and taxpayers in the City and/or the County, and each director must be jointly appointed by the Council and the Commission; and

WHEREAS, pursuant to the Act, the Council desires to appoint, subject to the concurrence of the Commission, the initial directors of the Authority.

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHATTANOOGA:

SECTION 1: The Council finds and determines that it is wise, expedient, necessary, and advisable that a public non-profit corporation be formed as “The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee.”

SECTION 2: The Council hereby authorizes the Applicants to proceed to form the Authority in the manner authorized by the provisions of the Act; provided, however, that the Applicants shall have also received the joint authorization to proceed from the Commission.

SECTION 3: The Council hereby approves the proposed Charter of the Authority, attached hereto and incorporated herein as “Exhibit B.”

SECTION 4: The Council hereby appoints the persons listed on “Exhibit C,” attached hereto and incorporated herein, as the initial directors of the Authority for the terms of office opposite their respective names, commencing on the first meeting of the directors of the Authority; provided, however, such appointments shall be contingent upon the joint approval of the Commission.

SECTION 5: This Resolution shall take effect from and after its passage, the welfare of the City of Chattanooga requiring it.

ADOPTED: August 9, 2022

Exhibit A

Application for The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee

APPLICATION FOR THE ESTABLISHMENT OF
THE SPORTS AUTHORITY OF THE COUNTY OF HAMILTON
AND THE CITY OF CHATTANOOGA, TENNESSEE

To the Members of the Board of County Commissioners of Hamilton County, Tennessee and to the Members of the City Council of the City of Chattanooga, Tennessee:

We, the undersigned duly qualified voters and taxpayers in the City of Chattanooga and/or Hamilton County, Tennessee, hereby seek permission to apply, pursuant to the provisions of Chapter 67, Title 7, Tennessee Code Annotated, for the incorporation of a public non-profit corporation that will be a joint sports authority to be known as "The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee." The proposed Charter of The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee is attached hereto and incorporated herein. We request that you, the Board of Commissioners of Hamilton County and the City Council of the City of Chattanooga, as the governing bodies of Hamilton County and the City of Chattanooga, respectively, by appropriate resolution duly adopted, find and determine that it is wise, expedient, necessary and advisable that the corporation be formed, approve the form of the attached proposed Charter, and authorize us to proceed to form such corporation.

Respectfully submitted, this 3 day of AUGUST, 2022.


Jim Coppinger


Tim Kelly

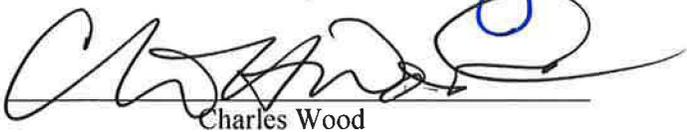

Charles Wood

Exhibit B

Charter of The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee

**CHARTER OF THE SPORTS AUTHORITY OF THE COUNTY
OF HAMILTON AND THE CITY OF CHATTANOOGA, TENNESSEE**

We, the undersigned natural persons, desiring to form a public, nonprofit corporation under, and pursuant to, the provisions of the laws of the State of Tennessee, and particularly the provisions of Chapter 67, Title 7, Tennessee Code Annotated, as amended (the "Act"), do hereby certify as follows:

ARTICLE I

Each of us is a qualified voter and a taxpayer in the City of Chattanooga and/or Hamilton County, Tennessee, and our respective names and residences are as follows:

<u>NAME</u>	<u>RESIDENCE (INCLUDING ZIP CODE)</u>
Jim Coppinger	212 Masters Road, Hixson, TN 37343
Tim Kelly	915 Vine Street, Chattanooga, TN 37403
Charles Wood	200 Manufacturers Road #231, Chattanooga, TN 37405

ARTICLE II

The name of this corporation shall be "The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee" (hereinafter "Sports Authority").

ARTICLE III

This corporation is a public benefit corporation and shall not have members.

ARTICLE IV

Permission to organize this Sports Authority has been granted by a resolution duly adopted by the City Council of the City of Chattanooga, Tennessee on the 9th day of August, 2022 and by a resolution duly adopted by the Board of Commissioners of Hamilton County, Tennessee on the 3rd day of August, 2022.

ARTICLE V

The location of the principal office of this Sports Authority shall be 100 East 11th Street, Suite 200, Chattanooga, Tennessee 37402. The initial registered agent of this Sports Authority will be Phillip A. Noblett, located in Chattanooga, Tennessee at 100 East 11th Street, Suite 200, Chattanooga, Tennessee 37402.

ARTICLE VI

The purposes for which the Sports Authority is organized are (i) to plan, promote, finance, construct, acquire, renovate, equip and enlarge and operate sports complexes, stadiums, arenas, structures and facilities for public participation and enjoyment of professional and amateur sports, fitness, health and recreational activities, and (ii) to do what is reasonable and necessary to attract professional sports franchises to the City of Chattanooga and Hamilton County thereby promoting economic development and prosperity.

ARTICLE VII

The Sports Authority shall be governed by a board of directors, having seven (7) directors, all of whom shall be duly qualified voters and taxpayers in the City of Chattanooga and/or Hamilton County, Tennessee. Each director will be jointly appointed by the Commission of Hamilton County, Tennessee and the Council of the City of Chattanooga, Tennessee. The qualification, terms of office, and duties of such directors shall be as provided in Chapter 67, Title 7, Tennessee Code Annotated.

ARTICLE VIII

The Sports Authority shall have perpetual existence.

ARTICLE IX

The Sports Authority shall have all the powers authorized by applicable statutes, and particularly the Act, including amendments thereto heretofore or hereafter adopted, and all powers incidental thereto or necessary for the performance thereof.

ARTICLE X

The Sports Authority shall be a public nonprofit corporation as provided in the Act, and shall constitute a public instrumentality of the City of Chattanooga and Hamilton County, Tennessee, but shall have no power to obligate the City of Chattanooga or Hamilton County, Tennessee in any way, all as provided in said Act.

ARTICLE XI

In the event of dissolution of the Sports Authority, the title to all funds and properties owned by the Sports Authority at the time of such dissolution shall jointly vest in and be delivered to the City of Chattanooga, Tennessee and Hamilton County, Tennessee.

ARTICLE XII

The board of directors of the Sports Authority shall adopt a policy addressing actual or potential conflicts of interest by members of the board of directors of the Sports Authority and shall submit such policy for approval to the Council of the City of Chattanooga, Tennessee and the Commission of Hamilton County, Tennessee, which policy shall, at a minimum, require disclosure of any such conflicts of interest and recusal by any member of the board of directors from voting or any matter to which the member has a conflict of interest.

ARTICLE XIII

This charter may at any time and from time to time be amended in a manner prescribed by the Act.

WE, THE UNDERSIGNED, apply to the State of Tennessee for a Certificate of Incorporation for the purposes declared in the foregoing instrument.

Executed effective this 3 day of August, 2022.

Tim Kelly
Incorporator



STATE OF TENNESSEE)

COUNTY OF HAMILTON)

Personally appeared before me, Julia Bursch, a Notary Public in and for said county and state, Tim Kelly, with whom I am personally acquainted, and who acknowledged that he/she executed the within Charter of The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee for the purposes therein contained and expressed.

WITNESS my hand and Official Seal at office, this the 4th day of August, 2022.


Notary Public

My Commission expires: 6/16/24




Jim Coppinger
Incorporator

STATE OF TENNESSEE)

COUNTY OF HAMILTON)

Personally appeared before me, **JENNIFER SMITH**_____, a Notary Public in and for said county and state, Jim Coppinger, with whom I am personally acquainted, and who acknowledged that he/she executed the within Charter of The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee for the purposes therein contained and expressed.

WITNESS my hand and Official Seal at office, this the 3 day of August, 2022.


Notary Public

My Commission expires: 07-12-2025



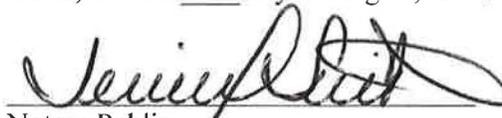

Charles Wood
Incorporator

STATE OF TENNESSEE)

COUNTY OF HAMILTON)

Personally appeared before me, JENNIFER SMITH, a Notary Public in and for said county and state, Charles Wood, with whom I am personally acquainted, and who acknowledged that he/she executed the within Charter of The Sports Authority of the County of Hamilton and the City of Chattanooga, Tennessee for the purposes therein contained and expressed.

WITNESS my hand and Official Seal at office, this the 3 day of August, 2022.


Notary Public

My Commission expires: 07-12-2025



Exhibit C

List of Directors

<u>Board of Directors</u>	<u>Length of Term</u>
Randy Smith	2 years
Matt Patterson	2 years
John Shearburn	4 years
Mitch Patel	4 years
Rudolph Foster	6 years
Edna Varner	6 years
Ann Weeks	6 years

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