

RESOLUTION NO. A-_____

1 WHEREAS, pursuant to the Second Management Agreement (“Agreement”)
2 dated August 5, 2016, between the City and SMG, the City engaged SMG to serve as
3 manager of the Facilities as defined in the Agreement.

4 WHEREAS, pursuant to the Agreement at Section 33.1, the City may expressly
5 approve an assignment of the Agreement by reason of a “merger, consolidation, sale,
6 transfer of assets, or otherwise” with respect to SMG.

7 WHEREAS, SMG is a general partnership, whose partners are wholly-owned
8 and controlled by SMG Holdings, Inc. The Shareholders of SMG Holdings, Inc. have
9 entered into a merger agreement whereby SMG Holdings, Inc. will be acquired by an
10 entity controlled by Onex Corporation (“Transaction”). The Transaction, expected to
11 close in January 2018, will not result in any change in the management and operations
12 of SMG, and SMG will remain the manager under the Agreement.

13 NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of
14 Lincoln, Nebraska that the Consent to Assignment attached hereto as Attachment “A”
15 and incorporated herein by this reference between the City of Lincoln, Nebraska (“City”)
16 and SMG is hereby approved and the Mayor is authorized to execute the same on
17 behalf of the City of Lincoln, Nebraska.

18 The City Clerk is directed to return an executed copy of the Consent to
19 Assignment to Chris Connolly, Chief Assistant City Attorney, for transmittal to SMG.

Introduced by:

Approved as to Form & Legality:

City Attorney

Approved this ____ day of _____, 2018:

Mayor