

United States Bankruptcy Court
District of Utah

In re The Falls at St. George, LLC

Debtor(s)

Case No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Brooks Pickering**, declare under penalty of perjury that I am the **Manager** of **The Falls at St. George, LLC**, and that the company executed a *Consent of Sole Member of the Falls at St. George, LLC* on the 16th day of July, 2018. The consent states in relevant part:

The Falls Event Center LLC being the sole member of THE FALLS AT ST. GEORGE, LLC, a Utah limited liability company (the "Company"), hereby consents to the following resolutions pertaining to actions to be taken by the Company:

RESOLVED, that Steven L. Down and John Neubauer be immediately replaced as the managers of the Company and Brooks Pickering be, and the same hereby is, appointed instead with effect from this 16th day of July 2018; and

RESOLVED, to withdraw, revoke, terminate and rescind all powers granted to Steven L. Down and John Neubauer to act on behalf of, or to represent, the Company as a manager, officer or in any other capacity to exercise actual or apparent authority to act in any manner whatsoever on behalf of the Company; and

RESOLVED, to grant all powers to Brooks Pickering to act on behalf of, or to represent the Company as a manager, officer or in any other capacity to exercise actual or apparent authority to act in any manner whatsoever on behalf of the Company; and

RESOLVED, that Brooks Pickering, as the Manager of the Company, is authorized, in the event the Manager deems it appropriate in the Manager's sole discretion, to sign and file on behalf of the Company a petition for relief under Chapter 11 of Title 11 of the United States Code with the United States Bankruptcy Court for the District of Utah, as well as all related papers that are necessary or appropriate in connection with the bankruptcy petition.

Date 09/06/2018

Signed Brooks E. Pickering

Brooks Pickering

Digitally signed by Brooks E. Pickering
Date: 2018.09.06 14:15:55 -07'00'