

United States Bankruptcy Court
District of Utah

In re The Falls at McMinnville, 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 McMinnville, LLC**, and that company executed a *Consent of the Sole Member of The Falls at McMinnville, LLC* on the 16th day of July, 2018. The consent states in relevant part:

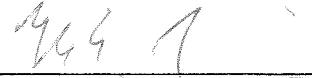
The Falls Event Center LLC being the sole member of THE FALLS AT McMINNVILLE, LLC, a Utah limited liability company (the "Company"), hereby consents to the following resolutions pertaining to actions to be taken by the Company:

RESOLVED, that Brooks Pickering, as the Manager of the Company, is authorized to engage and pay a retainer to Ray Quinney & Nebeker as legal counsel to assist the Company and its affiliates in evaluating the restructuring options of the Company and its affiliates, to assist in preparing the Company and its affiliates for a possible bankruptcy filing, and to serve as the Company's and its affiliates' general restructuring consultant and general bankruptcy counsel, respectively, in the event of a Chapter 11 filing; and

RESOLVED, that Brooks Pickering, as the Manager of the Company, is authorized to engage such other estate professionals as he deems appropriate in his sole discretion to further assist the Company and/or its affiliates in evaluating the restructuring options of the Company and/or its affiliates and to assist with the restructuring of the Company's and/or its affiliates' obligations in the event of a Chapter 11 filing; 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 07-25-18

Signed 
Brooks Pickering