

**RESOLUTION
OF THE MEMBERS OF THE
MCPHERSON IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY**

**EXTENSION OF AGREEMENT/ENGAGEMENT WITH THE INDEPENDENT
AUDITOR PREVIOUSLY SELECTED BY THE MEMBERS OF THE MCPHERSON
IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY**

A meeting of the members (the "Members") of the McPherson Implementing Local Redevelopment Authority (the "Authority") was held on the 16th day of June, 2016. A quorum was present and voting throughout the aforementioned meeting. Upon motion duly made and seconded, the following resolutions were adopted by the Members of the Authority at such meeting: For all purposes hereof, this resolution, as a whole, shall be referred to as the "Resolution."

WHEREAS, the Authority previously selected Banks, Finley, White, & Co., Certified Public Accountants ("MILRA's Auditor") as its independent auditor for the performance of financial audits in connection with fiscal years 2012, 2013, 2014 and 2015, as well as the preparation of the related audited financial statements of the Authority; and

WHEREAS, after consultation with senior staff and deliberation by the Members, it has been determined that it is in the best interest of the Authority to retain MILRA's Auditor for three (3) more fiscal years and to waive any procurement policies concerning the solicitation of a replacement individual or firm to perform the services of independent auditor for the Authority; and

WHEREAS, the Members of the Authority have determined that it is advisable and in the best interests of the Authority to modify the existing engagement letter (the "Agreement") with MILRA's Auditor to reflect the contract extension contemplated in this Resolution, subject to the limitation on the annual fee set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Chair, Vice Chair or the Executive Director, be and they hereby are, authorized and empowered, for and on behalf of the Authority to: (i) negotiate, execute and deliver a modification, amendment or supplement to the Agreement in such form as may be approved by the Chair, Vice Chair or the Executive Director executing same, after consultation with counsel to the Authority (subject, however, to the limitation on annual compensation set forth in this Resolution); and (ii) do any and all acts and things that any one or more of such officer(s) of the Authority deem(s), in the exercise of his or her or their discretion, necessary, desirable, or appropriate in connection with this Resolution. Notwithstanding anything herein to the contrary, the Chair, Vice Chair or the Executive Director are expressly authorized to use the services of any other officer, consultant or agent of the Authority in connection with the negotiation of the final terms of the modification, amendment or supplement to the Agreement contemplated hereby, and the execution and delivery of the modification, amendment or supplement to the Agreement by the Chair, Vice Chair or the Executive Director shall be conclusive evidence of the appropriateness thereof and the approvals contemplated by this Resolution. The Secretary (or his or her designee) is further authorized to attest any of the

foregoing signatures and to affix the seal of the Authority to the modification, amendment or supplement to the Agreement.

FURTHER RESOLVED, that the annual compensation paid to MILRA's Auditor in any renewal year shall not exceed \$12,500 (for fiscal year 2016), \$12,825 (for fiscal year 2017) and \$13,250 (for fiscal year 2018) without additional approval of the Members.

FURTHER RESOLVED, that all other acts and doings of the officers, employees or agents of the Authority whether done before, on or after the date of adoption of this Resolution which are in conformity with the purposes and intent of this Resolution, and in the furtherance of the execution, delivery, filing and performance of the matters contemplated herein shall be, and the same hereby are, in all respects approved, ratified and confirmed.

FURTHER RESOLVED, that if any one or more of the provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separate from the remaining agreements and provisions and shall in no way effect the validity of any of the other agreements and provisions hereof.

FURTHER RESOLVED, that the actions provided for in the foregoing resolutions be commenced as soon as practicable.


FURTHER RESOLVED, that this Resolution shall take effect immediately upon its adoption by the Members, any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded or repealed (as and to the extent of any such conflict), and any procurement policies previously adopted by the Members which are in conflict with the actions taken in this Resolution are hereby waived.

FURTHER RESOLVED, that the Secretary of the Authority is hereby directed to file a copy of this Resolution with the minutes of the proceedings of the Authority.

[SIGNATURE PAGE TO FOLLOW]

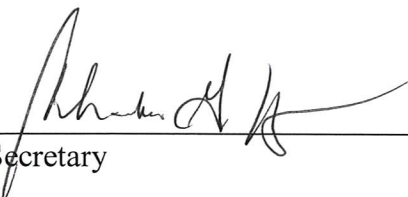
Adopted and approved this 16th day of June, 2016.

**MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY**

By:  _____
Felker Ward, Chair

(SEAL)

ATTEST

By:  _____
Secretary

**Signature Page to Resolution Re: Extension of Independent Auditors' Agreement with
MILRA (June 2016)**

CERTIFICATE OF SECRETARY

The undersigned Secretary of **MCPHERSON IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY** (the "Authority") **DOES HEREBY CERTIFY** (i) that the foregoing pages of typewritten matter constitute a true and correct copy of the Resolution of the Authority (the "Resolution") adopted on the 16th day of June, 2016, by the Members of the Authority in Regular Session, as part of a meeting duly called and held, at which a quorum was present and acting throughout, and (ii) that the original of the Resolution appears of record in the Minute Book of the Authority, which is in my custody and control and will be made available for public inspection.

Given under my hand and the corporate seal of the Authority, this 16th day of June 2016.


Secretary

EXHIBIT A