

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

**MEMORANDUM OF UNDERSTANDING FOR THE PROVISION OF A HOMELESS
SERVICES PROGRAM WITH AN ALLIANCE OF PROVIDERS**

A meeting of the members (the "Members") of the McPherson Implementing Local Redevelopment Authority (the "Authority") was held on the 18th day of August, 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, as a condition of the sale of ownership from the Army to the Authority, the Authority received approval from the US Department of HUD of its proposal for the Alliance organizations to plan, develop, and operate certain homeless housing and services to be located in designated buildings and locations in Fort McPherson ("specific parcels"), (collectively the HUD Requirement); and,

WHEREAS, as time has passed economic and other conditions outside of the control of the parties have changed from the assumptions being made when the original planning was being done; and

WHEREAS, to address some of these conditions and changes an group of providers have come together, consisting of Progressive Redevelopment, Inc., Hope Atlanta, Inc., Mercy Care of Atlanta, Inc., and Community Advanced Practice Nurses, Inc., (collectively, the "Alliance") to address the needs of the Authority and community; and

WHEREAS, it is in the best interest of the Authority and the Alliance for the nonprofit providers to work together to plan a coordinated and comprehensive homeless services program, originally consisting of 325 housing units based a dormitory style housing configuration and supportive services, and to raise funding for such; and

WHEREAS, the descriptions and approvals of these projects and services were compiled in a Legally Binding Agreements ("LBA") drafted and ready for signatures, to which the parties have indicated intent to renegotiate; and

WHEREAS, the Authority wishes to transfer specific parcels to the respective nonprofit in accordance with the original allocations upon certain milestones being met as set forth in a Memorandum of Understanding ("MOU") between the Alliance and the Authority.

WHEREAS, the Members of the Authority have determined that it is advisable and in the best interests of the Authority to enter into the MOU, in substabtially similar form as attached hereto, with the Alliance, .

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 MOU in substantially similar such form as attached hereto as may be approved by the Chair, Vice Chair or the Executive Director executing same, after consultation with counsel to the Authority ; 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 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 18th day of June, 2016.

**MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY**

By: 
Felker Ward, Chair

(SEAL)

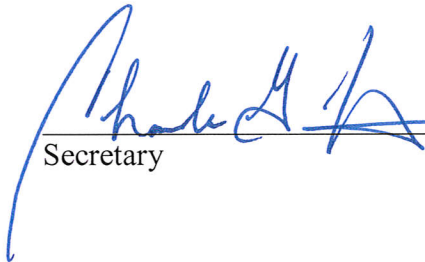
ATTEST

By: 
Secretary

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 18th day of August, 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 18th day of August 2016.


Secretary