

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

EXECUTION, DELIVERY AND CONSUMMATION OF PURCHASE AND SALE AGREEMENT DATED DECEMBER 12, 2018 (AS THE SAME MAY BE AMENDED FROM TIME TO TIME, THE “AGREEMENT”), A COPY OF WHICH IS ATTACHED HERETO AS EXHIBIT A, BY AND BETWEEN MCPHERSON IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY, A PUBLIC BODY CORPORATE AND POLITIC CREATED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA AND EGP 1777 ATLANTA LLC, A DELAWARE LIMITED LIABILITY COMPANY (THE “PURCHASER”), RELATING TO THE DISPOSITION OF PROPERTY REFERRED TO AS THE FORMER FORSCOM HEADQUARTERS BUILDING AND ADJACENT PROPERTY CONSISTING OF APPROXIMATELY 9.44 ACRES IN THE AGGREGATE AND LOCATED AT 1777 HARDEE AVENUE, ATLANTA, GEORGIA (THE “PROPERTY”); AND TAKING OF CERTAIN OTHER RELATED ACTIONS AND THE EXECUTION AND DELIVERY OF CLOSING AND RELATED DOCUMENTS, CERTIFICATES, INSTRUMENTS AND AGREEMENTS IN CONNECTION WITH THE CLOSING OF THE TRANSACTION SET FORTH ABOVE (THE “SALES TRANSACTION”).

A meeting of the members (the “Board of Directors”) of the McPherson Implementing Local Redevelopment Authority (the “Authority” or “Fort Mac LRA”) was held on the 26th day of August, 2019. A quorum was present and voting throughout the aforementioned meeting. Upon motion duly made and seconded, the following resolutions were adopted by the Board of Directors at such meeting: For all purposes hereof, this resolution, as a whole, shall be referred to as the “Resolution.”

WHEREAS, the Authority operates a portion of the former Fort McPherson military installation (“Fort McPherson”) and is charged with redeveloping same which rests inside the territorial limits of the City of Atlanta; and

WHEREAS, the Authority has the sole responsibility for the redevelopment of the former Fort McPherson; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority and long-term redevelopment of Fort McPherson to sell the Property pursuant to the Agreement; and

WHEREAS, pursuant to the Agreement, the Property shall consist of the former FORSCOM Headquarters Building and adjacent real property consisting of approximately 9.44 acres in the aggregate, which Property has been subdivided from a larger parcel in the manner more particularly described in, and in accordance with, the Agreement; and

WHEREAS, the Board of Directors wishes for the staff of the Authority to move forward with the sale of the Property in accordance with and pursuant to the Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Chair, Vice Chair or the Interim Executive Director be and they hereby are, authorized and empowered, for and on behalf of the Authority, as the case may be, to negotiate, execute and deliver (a) any and all documents, instruments and agreements necessary or desirable to consummate the Sales Transaction as contemplated in the

Agreement, including, without limitation, (i) a Quitclaim Deed, (ii) a Quitclaim Bill of Sale, (iii) an Assignment and Assumption of Contracts, (iv) a Closing Statement, (v) a Declaration of Protective Covenants, Easements and Restrictions, and (v) certain documents required by applicable law including state and local transfer tax and other filings, and (b) such further agreements, instruments, easements, documents, plats, surveys and other items relating to the Sales Transaction as contemplated in the Agreement or as the parties shall deem necessary or appropriate ((a) – (b) are hereinafter collectively referred to as the “Transaction Documents”); and (d) pay all closing and related costs and expenses (including, without limitation, any brokers’ fees or commissions, or attorneys’ fees) of the Authority with respect to the Sales Transaction from the proceeds of the sale of the Property, and do any and all acts and things that any one or more of the officers of the Authority deems, in the exercise of his or her discretion, necessary, desirable, or appropriate in connection with or to advance the purposes and intent of this Resolution. Notwithstanding anything herein to the contrary, the Chair, the Vice Chair or the Interim Executive Director are authorized to enter into and make such amendments, modifications and changes, and to fill in such blanks in the Transaction Documents as may be necessary or appropriate, and the execution and delivery of the Transaction Documents and any documents, agreements, instruments, assignments, irrevocable instructions or certificates (as the case may be) relating to the matters contemplated in or implementing the purposes and intent of the Transaction Documents 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 any documents, certificates, instruments or agreements, as and to the extent necessary or convenient.

FURTHER RESOLVED, that the Authority may use the proceeds from the Sales Transaction remaining after payment of all expenses and fees incurred by the Authority with respect to the Sales Transaction (such remaining proceeds being hereinafter referred to as the “Net Proceeds”) to (i) pay any and all debt of the Authority, including, by way of illustration and not limitation, any amounts owed by the Authority to the City of Atlanta, Georgia, the United States Army or any other third party, (ii) pay any or all fees, charges, payments, expenses or other outstanding obligations of the Authority under any agreement now or hereafter existing, including, by way of illustration and not limitation, any deposits, fees (including attorneys’ fees), expenses, charges or commissions (including brokers’ fees or commissions) incurred, due or to become due and payable under such agreements, and (iii) invest in any low-risk investment instrument (such as, by way of illustration and not limitation, a certificate of deposit), or in real estate projects at the former Fort McPherson designed to activate and spur the continued redevelopment efforts and projects of the Authority, including, without limitation, infrastructure improvements, all as may be more particularly provided and approved by the Board of Directors in the approved budget for the Authority.

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 all acts and doings of the officers, employees, attorneys or agents of the Authority whether done before, on or after the date of adoption of this Resolution, including the actions taken by such parties relating to the matters contemplated in this Resolution, and which are in furtherance of the performance of the matters contemplated herein shall be, and the same hereby are, in all respects approved, ratified and confirmed.

FURTHER RESOLVED, that the actions provided for in the foregoing resolutions, as and to the extent not already taken, be commenced as soon as practicable.


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]

This Resolution shall take effect immediately upon its adoption by the Board of Directors and 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).

Adopted and approved this 26th day of August, 2019.

**MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY**

By: 
Cassius F. Butts, Chair

(SEAL)

ATTEST

By: 
Annelise R. Johnson, 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 26th day of August, 2019, by the Board of Directors 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 26th day of August, 2019.


_____, Secretary

EXHIBIT A

**Purchase and Sale Agreement
and
First Amendment to Purchase and Sale Agreement
(attached hereto)**