

**RESOLUTION  
OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE MCPHERSON  
IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY (THE "AUTHORITY")**

**CONCERNING APPROVAL OF THE AMENDMENT OF THE LEASE BY AND  
BETWEEN THE AUTHORITY AND THE WE ONLY LIVE FOR (W.O.L.F.) IDEA  
GROUP, INCORPORATED ("TENANT") DATED AUGUST 1, 2018.**

A meeting of the Members of the Board of Directors (the "Members ") of the Authority was held on the 26th day of August, 2019 at which meeting a quorum was present and voting throughout. Upon motion duly made and seconded, the following resolution was adopted by the Members at such meeting. For all purposes hereof, this resolution, as a whole, shall be referred to as the "Resolution."

**WHEREAS**, the Authority, as landlord, and Tenant, as tenant, are parties to that certain Lease dated August 1, 2018 (the "Lease") for certain Premises as more particularly described in the Lease; and

**WHEREAS**, the Authority and the Tenant desire to amend the Lease to relocate the parking area available to, and for use by, the Tenant (including its invitees and guests), in accordance with that certain First Amendment to Lease of even date herewith (the "First Amendment");

**NOW THEREFORE, BE IT RESOLVED**, by the Members, and it is hereby resolved by the authority of the same as follows:

Section 1. **Incorporation of Recitals; Authorized Purpose.** The foregoing recitals are hereby incorporated herein by this reference. The entering into, execution, delivery and consummation of the First Amendment as described herein will further the purposes for which the Authority was created.

Section 2. **Authorization of Offer to Sell.** The entering into, execution and delivery of the First Amendment by the Authority is hereby authorized, subject to the terms and provisions set forth herein.

Section 3. **Execution and Delivery of the First Amendment; Binding Effect.** The Members hereby acknowledge and approve negotiation, execution, delivery and performance of, and the taking of all necessary or appropriate actions in connection with the consummation of the First Amendment in accordance with its terms, including, without limitation, the execution and delivery of all instruments or other documents necessary or convenient for the orderly and efficient consummation of the First Amendment.

**BE IT FURTHER 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 execute and deliver the First Amendment substantially in the form attached hereto and incorporated herein as **Exhibit A**, 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. 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 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, as and to the extent not taken, be commenced as soon as practicable, and any and all actions heretofore taken by the officers, agents and employees of the Authority and the Members in connection with the negotiation, execution or delivery of the First Amendment are hereby approved, ratified and affirmed.

**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 after the execution and delivery of the First Amendment.

[AUTHORITY SIGNATURE PAGE ON NEXT PAGE]

This Resolution shall take effect immediately upon its adoption by the Members 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 26<sup>th</sup> day of August, 2019.

**MCPHERSON IMPLEMENTING LOCAL  
REDEVELOPMENT AUTHORITY**

By:  \_\_\_\_\_  
Chair

(SEAL)

ATTEST

By:  \_\_\_\_\_  
Secretary

ATL 20481621v5

## CERTIFICATE SECRETARY

The undersigned Secretary of the 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 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 26th day of August, 2019.

  
Secretary