

**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 SERVICES
AGREEMENT BY AND BETWEEN THE AUTHORITY AND POND AND COMPANY
("CONTRACTOR") DATED DECEMBER 7, 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, Contractor, are parties to that certain Services Agreement dated December 1, 2018 (the "Agreement") for certain services to be provided by Contractor more particularly described in the Agreement; and

WHEREAS, the Authority and the Contractor desire to amend the Agreement to modify the services to be provided under Exhibit "A" to the Agreement, to include assistance in responding to an RFP issued by ARC for construction funding for transportation projects, to increase the total compensation in an amount not to exceed \$8,000 in new money under the Agreement and to ratify the extension of the Agreement until December 30, 2019 (the "First Amendment");

NOW THEREFORE, BE IT RESOLVED, by the Members, and it is hereby resolved by the authority of the same 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, to include the new scope, a not to exceed amount of \$8,000 in nw money and extend the term until December 31, 2019 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.

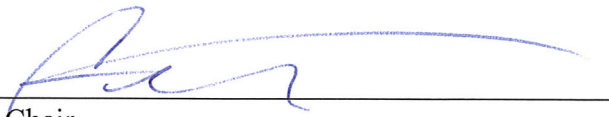
FURTHER RESOLVED, that the Secretary of the Authority is hereby directed to file a copy of this Resolution with the minutes of the proceedings of the Authority after the execution and delivery of the First Amendment.

[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 26th 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

EXHIBIT A – FIRST AMENDMENT TO AGREEMENT
