

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

**AGREEMENT BETWEEN MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY AND RED ROCK GLOBAL LLC FOR
GROUNDS KEEPING SERVICES**

A meeting of the members the Executive Committee ("Executive Committee") of the Authority") of the McPherson Implementing Local Redevelopment Authority (the "Authority" or "MILRA") was held on the 15th day of June, 2017. 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 and is charged with redeveloping same which rests inside the territorial limits of the City of Atlanta; and

WHEREAS, Red Rock Global LLC ("Red Rock") provides grounds keeping services; and

WHEREAS, MILRA is responsible for maintaining the grounds keeping on its portion of the property; and

WHEREAS, after soliciting proposals, the MILRA staff selected and have recommended that the Authority enter into a services agreement with Red Rock for Grounds Keeping Services; and

WHEREAS, MILRA desires to enter an Agreement with Red Rock, in substantially the form attached hereto as Exhibit "A" (the "Services Agreement"), in an amount not to exceed \$156,000 dollars per year; and

WHEREAS, the Executive Committee of the Authority has determined that it is advisable and in the best interests of the Authority to enter into the Services Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Chair, Vice Chair or the Executive Director and any other officer of the Authority, or any one or more of them, be and they hereby are, authorized and empowered, for and on behalf of the Authority to: (i) negotiate, execute and deliver the Services Agreement in substantially the form attached hereto as **Exhibit A**; and (ii) 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 this Resolution (excluding, without limitation, executing such other documents, agreements, instruments and certificates relating to the consummation of the transactions contemplated hereby). Notwithstanding anything herein to the contrary, the Chair, Vice Chair or the Executive Director are authorized to make such modifications and changes, and to fill in such blanks in the Services Agreement as may be necessary or appropriate, and the execution and delivery of the

Services Agreement and any other documents, agreements, instruments or certificates (as the case may be) 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 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 total amount of the Services Agreement shall not exceed One Hundred Fifty-Six Thousand Dollars (\$156,000) per year without additional approval of the Board of Directors.

FURTHER RESOLVED, that the actions provided for in the foregoing resolutions 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 Executive Committee 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 15th day of June, 2017.

**MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY**

By:  _____
Felker Ward, Chair

(SEAL)

ATTEST


By:  _____
Secretary

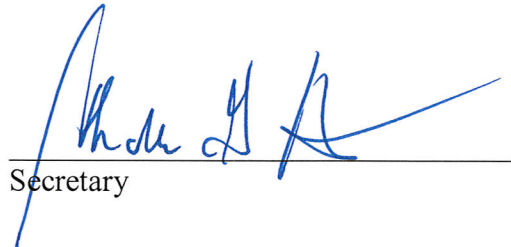
EXHIBIT A

(See Attached)

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 15th day of June, 2017 by the Executive Committee 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 15th day of June, 2017.


Secretary