

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

**APPROVING A LEASE AGREEMENT WITH eCBI FORT MAC, LLC RELATING TO  
THE PROVISION OF A FIBER-TO-PREMISES NETWORK REFERRED TO AS THE  
"FORT MAC FIBERNET" AND OTHER OFFICIAL ACTIONS**

A meeting of the Members (the "Members of the Authority") of the McPherson Implementing Local Redevelopment Authority (the "Authority") was held on the 26<sup>th</sup> day of April, 2018, at which meeting a quorum was present and voting throughout. 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**, the Authority previously issued a Request for Proposals (the "FTTP RFP") for an Open Access Carrier to implement a fiber-to-the-premise network (referred to as the "Fort Mac FiberNet") that will (a) provide enhanced broadband connectivity to all premises within the Fort McPherson campus and (b) serve as a pilot for a number of neighboring communities.

**WHEREAS**, the overarching goal of the Authority, as expressed in the FTTP RFP was, and remains, to leverage fiber connectivity to help stimulate economic development while improving the community's socio-economic condition.

**WHEREAS**, the Fort Mac FiberNet project has a total budget of up to \$800,000, which is expected to be funded in part by a grant from The Atlanta Development Authority ("Invest Atlanta"), in an amount of approximately \$400,000 (the "Invest Atlanta Grant"), with the balance funded by the selected fiber-to-premises network/telecommunications provider (the "FTTP Provider").

**WHEREAS**, after substantial discussion, and upon the recommendation of the senior staff of the Authority, the Members of the Authority have determined that it is in the best interest of the Authority to approve (a) the selection of eCBI Fort MAC, LLC ("eCBI") as the FTTP Provider and (b) the final negotiation, execution and delivery of a Lease Agreement between eCBI and the Authority (the "FiberNet Lease"), in substantially similar form as attached hereto in order to advance the Fort Mac FiberNet project with eCBI.

**NOW, THEREFORE, BE IT RESOLVED, BY THE MEMBERS OF THE AUTHORITY**, that the Chair, Vice Chair or the Executive Director, be and they hereby are, authorized and empowered, whether acting singularly or together, for and on behalf of the Authority to: (i) negotiate, execute and deliver the FiberNet Lease in substantially similar form as attached hereto as **Exhibit A**, with such changes as may be approved by the Chair, Vice Chair or the Executive Director executing same, after consultation with counsel to the Authority (provided that the budget set forth in the form of the FiberNet Lease attached hereto (\$623,248) is not exceeded); (ii) negotiate and accept, or otherwise receive, the Invest Atlanta Grant; and (iii) 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, employee, consultant or agent of the Authority in connection with the negotiation of the final terms of the FiberNet Lease and the Invest Atlanta Grant, and the performance of the obligations placed upon the Authority under such documents and agreements, and the execution and delivery of such FiberNet Lease and acceptance or receipt of the Invest Atlanta Grant, as the case may be, 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 FiberNet Lease and any documents or agreements relating to the Invest Atlanta Grant.

**FURTHER RESOLVED**, that notwithstanding anything herein to the contrary, the FiberNet Lease shall not be executed or delivered by the Authority unless and until the Authority has received, or Invest Atlanta is contractually obligated to provide, the Invest Atlanta Grant.

**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 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 this Resolution shall take effect immediately upon its adoption by the Members of the Authority, 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 policy of the Authority, to the extent inconsistent herewith, is hereby waived as and to the extent of any such inconsistency.

**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.

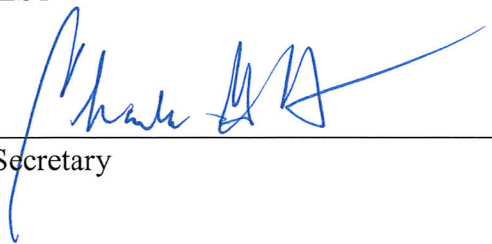
Adopted and approved this 26<sup>th</sup> day of April, 2016.

**MCPHERSON IMPLEMENTING LOCAL  
REDEVELOPMENT AUTHORITY**

By:   
Chair

(SEAL)

ATTEST

By:   
Secretary

[SIGNATURE PAGE TO RESOLUTION AUTHORIZING THE  
FOTP PROVIDER LEASE AGREEMENT]

**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 26<sup>th</sup> day of April, 2018 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 26<sup>th</sup> day of April, 2018.

  
Secretary