

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

**CONCERNING APPROVAL OF THE MEMORANDUM OF UNDERSTANDING  
RELATING TO THE DISPOSITION OF A PORTION OF FORT MCPHERSON**

A meeting of the Members (the "Members of the Authority") of the McPherson Implementing Local Redevelopment Authority (the "Authority") was held on the 8<sup>th</sup> day of August, 2014, 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 has been continuously in negotiations with the United States Department of the Army (the "Army") relating to the economic development conveyance of a portion of the former military base known as Fort McPherson ("Fort McPherson"), and +/- 475 acres of Fort McPherson (the "EDC Property") remains the subject of an Economic Development Conveyance application by MILRA to the Army; and

**WHEREAS**, pending the Authority's final agreement on the terms and conditions of the purchase, by the Authority, and the sale, by the Army, of the EDC Property, the Authority, after substantial investigation and negotiation, has determined that the sale of a significant portion of the EDC Property to Tyler Perry Studios, LLC or its designee (the "Buyer"), on the terms and at the price discussed by the Members of the Authority in Executive Session (the "Price and Terms Parameters") is to the best advantage to the Authority under the prevailing market and economic conditions impacting upon Fort McPherson and its surrounding neighborhoods; and

**WHEREAS**, after being given the opportunity to review the proposed transaction with the staff of the Authority and counsel to the Authority, the Members of the Authority have determined that it is advisable and in the best interests of the Authority, the City of Atlanta, the City of East Point, Fulton County, Georgia and the State of Georgia, to authorize the proper officers of the Authority to enter into a memorandum of understanding with the Buyer, a form of which is attached hereto as Exhibit A and by this reference made a part hereof (the "MOU"), and to otherwise carry-out the requirements contained in the MOU.

**NOW, THEREFORE, BE IT RESOLVED**, that the Members of the Authority hereby ratify, confirm and approve in all respects, the negotiation, execution and delivery of the MOU, subject to such modifications and changes, subject to the limitations set forth herein.

**FURTHER 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, as the case may be, to: (i) negotiate, execute and deliver the MOU in substantially similar form as Exhibit A attached hereto; 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 or to advance the purposes and intent of this Resolution (excluding, the execution of a final purchase and sale agreement with the Buyer, which shall be subject to the approval of the Members of the Authority). Notwithstanding anything herein to the contrary, the Chair or the Vice Chair are authorized to make such modifications and changes, and to fill in such blanks in the MOU as may be necessary or appropriate, and the execution and delivery of the MOU and any documents, agreements, instruments or certificates (as the case may be) relating to the matters contemplated in the MOU (other than the final purchase and sale agreement) shall be conclusive evidence of the appropriateness thereof and the approvals contemplated by this Resolution; provided, however, that such modifications or changes do not alter the purchase price and related payment provisions or the acreage which are included within the Price and Terms Parameters presented to the Members of the Authority in Executive Session. 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, attorneys 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 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.

[AUTHORITY (MILRA) SIGNATURE PAGE ON NEXT PAGE]

This Resolution shall take effect immediately upon its adoption by the Members of the Authority 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 8<sup>th</sup> day of August, 2014.

**MCPHERSON IMPLEMENTING LOCAL  
REDEVELOPMENT AUTHORITY**

By:   
Chair

(SEAL)

ATTEST

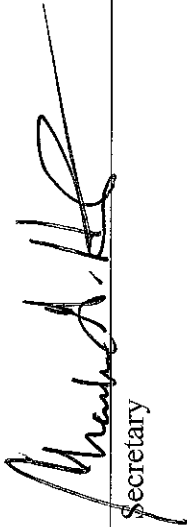
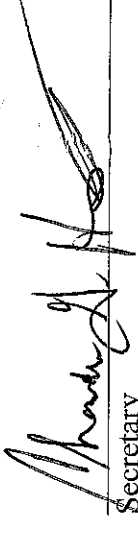
By:   
Secretary

EXHIBIT A - FORM OF MEMORANDUM OF UNDERSTANDING

**CERTIFICATE SECRETARY**

The undersigned Secretary of the MCPHERSON IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY ("MILRA") DOES HEREBY CERTIFY (i) that the foregoing pages of typewritten matter constitute a true and correct copy of the Resolution of the MILRA (the "Resolution") adopted on the 8th day of August, 2014 by the Members of the MILRA 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 MILRA, which is in my custody and control and will be made available for public inspection; ***provided, however, that the form of the MOU shall not be subject to release to the public pursuant to an applicable exemption under the Georgia Open Records Act, until the abandonment or consummation of the transaction.***

Given under my hand and the corporate seal of the MILRA, this 8th day of August, 2014.

  
Secretary