

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

**APPROVAL OF EXECUTION AND DELIVERY OF A TERM SHEET BY AND BETWEEN T.D. JAKES REAL ESTATE VENTURES, LLC, A TEXAS LIMITED LIABILITY COMPANY (THE "TENANT") AND THE AUTHORITY (THE "TERM SHEET") RELATING TO THE LEASE OF BUILDINGS 22, 27, AND 28 AT THE FORMER FORT MCPHERSON ARMY BASE; AND TAKING OF CERTAIN OTHER RELATED ACTIONS IN CONNECTION WITH THE TRANSACTION SET FORTH ABOVE**

A meeting of the members (the "Board of Directors") of the McPherson Implementing Local Redevelopment Authority (the "Authority" or "Fort Mac LRA") was held on the 21<sup>st</sup> day of April, 2022. 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 the same, which rests inside the territorial limits of the City of Atlanta; and

**WHEREAS**, the Authority has the sole responsibility for the redevelopment of the former base; and

**WHEREAS**, the Authority has entered into that certain Purchase and Sale Agreement dated August 3, 2021 by and between Tenant, as purchaser and Authority, as seller, as amended by that certain First Amendment to Purchase and Sale Agreement dated December 16, 2021 (as amended, the "PSA"); and

**WHEREAS**, pursuant to the terms of the PSA, the Authority has determined that it is in the best interest of the Authority and long term redevelopment of the property to lease a portion of the property consisting of Buildings 22, 27, and 28 of the former Fort McPherson Army Base, as more particularly set forth in the Term Sheet (the "Property"); and

**WHEREAS**, the Board of Directors wishes for the staff of the Authority to move forward with the lease of the Property to Tenant for the valuable consideration described in the Term Sheet and in the PSA; and

**WHEREAS**, the Board of Directors wishes to approve the Term Sheet.

**NOW, THEREFORE, BE IT RESOLVED**, that the Chair, Vice Chair or the 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 Term Sheet, 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 execution and delivery of the Term Sheet and any documents, agreements, instruments, assignments, irrevocable instructions or certificates (as the case may be) relating to the matters contemplated in or implementing the purposes and intent thereof 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 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.

**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 Board of Directors 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).

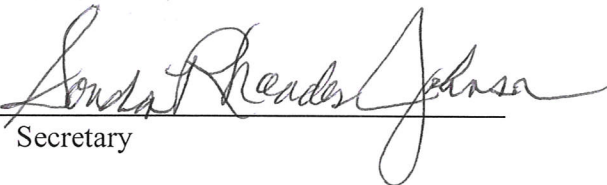
Adopted and approved this 21<sup>st</sup> day of April, 2022.

**MCPHERSON IMPLEMENTING LOCAL  
REDEVELOPMENT AUTHORITY**

By:   
Cassius Butts, Chair

(SEAL)

ATTEST

By:   
Secretary

## 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 21<sup>st</sup> day of April, 2022, by the Board of Directors 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 21<sup>st</sup> day of April, 2022.

  
Secretary

**EXHIBIT A**

TERM SHEET

[ATTACHED]