

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

APPROVAL OF FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT BY AND BETWEEN T.D. JAKES REAL ESTATE VENTURES, LLC, A TEXAS LIMITED LIABILITY COMPANY (THE "BUYER") AND THE AUTHORITY (THE "FIRST AMENDMENT") RELATING TO THE ACQUISITION AND REDEVELOPMENT OF APPROXIMATELY 94 ACRES AT THE FORMER FORT MACPHERSON ARMY BASE PURSUANT TO THAT CERTAIN PURCHASE AND SALE AGREEMENT DATED AS OF AUGUST 3, 2021, BY AND BETWEEN BUYER AND THE AUTHORITY (THE "PURCHASE AND SALE AGREEMENT"); 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 16th day of December, 2021. 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, the Authority has the sole responsibility for the redevelopment of the former base; and

WHEREAS, the Authority has previously determined that it is in the best interest of the Authority and long term redevelopment of the property to sell a portion of the property consisting of approximately 94 acres as more particularly set forth in the Purchase and Sale Agreement (the "Property"); and

WHEREAS, Buyer has requested that the parties amend the Purchase Agreement to provide that (a) Buyer will have until March 31, 2022 to obtain either (i) an update of the existing survey or (ii) a new ALTA survey of the Real Property, and (b) the Due Diligence Period be extended until May 31, 2022 and, provided that Buyer has submitted its final (or any interim) Master Development Plan to the U.S. Department of Defense (the "DOD") and Georgia Environmental Protection Division (the "GAEPD") for approval thereof and not received approval thereof from DOD and/or the GAEPD (as applicable), the Due Diligence Period shall be automatically further extended until December 31, 2022. A copy of proposed First Amendment is attached hereto as **Exhibit A**; and

WHEREAS, the Board of Directors wishes to approve the First Amendment; and

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 First Amendment, 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 First Amendment 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 16th day of December, 2021.

**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 16th day of December, 2021, 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 16th day of December, 2021.


Secretary

EXHIBIT A

FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT

[ATTACHED]