

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

EXECUTION AND DELIVERY OF A PURCHASE AND SALE AGREEMENT WITH T.D. JAKES REAL ESTATE VENTURES, LLC, (THE "BUYER") RELATING TO THE DISPOSITION OF APPROXIMATELY 94 ACRES; AND TAKING OF CERTAIN OTHER RELATED ACTIONS AND THE ENTERING INTO OF RELATED DOCUMENTS, CERTIFICATES, INSTRUMENTS AND AGREEMENTS 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 17th day of June 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 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 Exhibit "A" (the "Property"); and

WHEREAS, the Board of Directors wishes for the staff of the Authority to move forward with the sale of the Property for Twenty Nine Million One Hundred Twenty Eight Thousand One Hundred Dollars (\$29,128,190) and other valuable consideration to T.D. Jakes Real Estate Ventures, LLC.

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: (i) negotiate, execute and deliver a Purchase and Sales Agreement in substantially similar form as **Exhibit B** attached hereto; (ii) negotiate, execute and deliver the Amended Declaration of Easements, Restrictions and Covenants (the "Declaration") (as required under the PSA); and (iii) pay all closing and related costs and expenses of the Authority 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, including without limitation, the purchase of environmental insurance, property and casualty insurance, title insurance and other insurance policies required under the below referenced Transaction Documents, the delivery of a quitclaim

deed to the Buyer as required under the PSA. Notwithstanding anything herein to the contrary, the Chair, the Vice Chair or the Executive Director are authorized to make such modifications and changes, and to fill in such blanks in the PSA, the Amended Declaration and Quitclaim Deed (collectively, the "Transaction Documents") as may be necessary or appropriate, and the execution and delivery of the Transaction Documents 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 of the Transaction Documents 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 and documented in PSA attached to the 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 17th day of June 2021.

**MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY**

By: 
Cassius Butts, Chair

(SEAL)

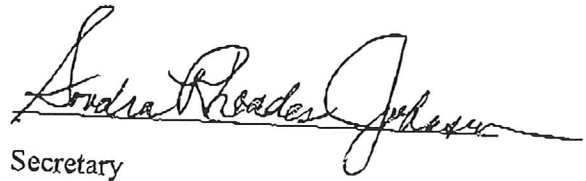
ATTEST

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 17th day of June, 2021 by the Members of the Board of Directors 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 17th day of June, 2021.


Secretary