

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

EXECUTION AND DELIVERY OF OVERHEAD DISTRIBUTION CONSTRUCTION AGREEMENT, EASEMENT AND UNDERGROUND DISTRIBUTION CONSTRUCTION AGREEMENT BETWEEN MCPHERSON IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY AND GEORGIA POWER RELATING TO THE ASSOCIATED CREDIT UNION PROPERTY AND FORT MAC CREDIT UNION PROPERTY

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 21st day of October, 2021 at which a quorum was present and voting throughout. 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 is under contract to sell a portion of the property to Fort TPS Properties, LLC, a Georgia limited liability company, pursuant to that certain Sale and Purchase Agreement dated as of October 1, 2021 (the "Sale and Purchase Agreement"); and

WHEREAS, pursuant to the terms of the Sale and Purchase Agreement, the Authority is responsible for providing the necessary easements to allow for the provision of alternative power to the Associated Credit Union Property and the Fort Mac Credit Union Property (collectively, the "Credit Union Properties"); and

WHEREAS, in order to provide such alternative power to the Credit Union Properties Georgia Power needs to install certain overhead distribution lines, underground distribution lines and power poles on, beneath and across a portion of the Authority property (in the locations as shown in the Georgia Power Easement Documents and Agreements attached to hereto as **Exhibit A** (the "Georgia Power Easement Documents and Agreements"); and

WHEREAS, in order to provide the power to the Credit Union Properties, it is necessary to re-route the power as more particularly shown and described in the Georgia Power Easement Documents and Agreements; and

WHEREAS, re-routing the power to the Credit Union Properties will require the installation of overhead distribution lines, underground distribution lines and power poles on the Authority property and adjacent property, and will require a permanent easement on the Authority property, but will benefit the long term development of the former base; and

WHEREAS, Fort Mac LRA recommends the Authority authorize the execution of the Georgia Power Easement Documents and Agreements; and

WHEREAS, the Board of Directors of the Authority has determined that it is advisable and in the best interests of the Authority to authorize the Georgia Power Easement Documents and Agreements.

NOW, THEREFORE, BE IT 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 to: (i) negotiate, execute and deliver the Georgia Power Easement Documents and Agreements in substantially the form attached hereto as **Exhibit A**; 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 this Resolution (including, without limitation, executing such other documents, agreements, instruments and certificates relating to the consummation of the transactions contemplated hereby). Notwithstanding anything herein to the contrary, the Chair, Vice Chair or the Executive Director are authorized to make such modifications and changes, and to fill in such blanks in the Easement as may be necessary or appropriate, and the execution and delivery of the Georgia Power Easement Documents and Agreements and any other documents, agreements, instruments or certificates (as the case may be) 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 all other acts and doings of the officers, employees 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.

[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 21st day of October, 2021.

**MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY**

By: 

(SEAL)

ATTEST

By: 
Secretary

ATL 20967107v2

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 21st day of October, 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 21st day of October, 2021.

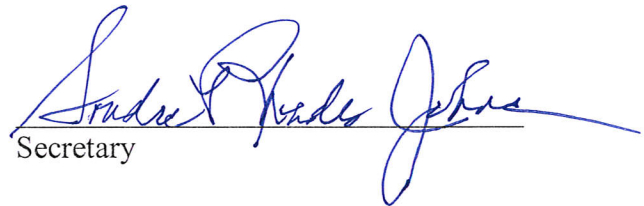

Secretary

EXHIBIT A

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