

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
MEMPHIS CENTER CITY REVENUE FINANCE CORPORATION**

(240 Madison & 251 Court)

WHEREAS, an Application has been submitted to this Corporation by Walk Off Properties, LLC ("Lessee") for a payment in lieu of tax (PILOT) in connection with the renovation and construction of a mixed-use facility including office, residential, retail and parking uses, located at 240 Madison and 251 Court, Memphis, Tennessee (the "Project");

NOW, THEREFORE, be it resolved by this Board of Directors of Memphis Center City Revenue Finance Corporation as follows:

1. A PILOT for the Project, being found to be in furtherance of the public purposes of this Corporation, including without limitation those set forth in T.C.A. Section 7-53-305, is hereby approved, such PILOT to provide a freeze on the taxes due on the real property constituting part of the Project, with such tax freeze to be for a period of ___ years..
2. The fees of this Corporation provided in Policies and Procedures of this Corporation shall be payable at closing of the PILOT lease.
3. The approval by this Corporation is subject to approval of the plans and specifications for the Project by the Design Review Board.
4. Each of the officers of this Corporation be, and hereby is, authorized and directed to execute and deliver a PILOT lease in the form thereof authorized by such officer, the execution and delivery thereof to be conclusive evidence of the approval by this Corporation and this Board of Directors of the terms and conditions thereof.
5. Each of the officers of this Corporation be, and hereby is, authorized and directed to do any and all other acts, including without limitation, the execution and delivery of any of the documents necessary and desirable to make effective these Resolutions, and the execution, delivery and performance thereof by such officer or officers of this Corporation shall be deemed to be conclusive evidence of the approval by this Corporation to the terms and conditions and appropriateness thereof.

ADOPTED this 14th day of March, 2017.

**MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION**

By: _____

Its: _____