

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

(251 Court)

WHEREAS, this Corporation has granted Navin Partners, LLC (“Lessee”) 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 (through its affiliate Walk-Off Properties, LLC) and 251 Court, Memphis, Tennessee (the “Project”) and the Corporation is party to a certain PILOT lease concerning the 251 Court portion of the Project, of record as Instrument 17054985 in the Office of the Shelby County Register of Deeds (the “PILOT Lease”); and

WHEREAS, the Lessee has requested that the PILOT Lease be amended to add additional land (the “Additional Property”), municipally known as 236 Madison, that will be used for the benefit of the Project.

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

1. The amendment of the Lease to add the Additional Property is hereby approved.
2. Each of the officers of this Corporation be, and hereby is, authorized and directed to execute and deliver an amendment to the 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.
3. 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 10th day of July, 2018.

**MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION**

By: _____

Its: _____