

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

(Brinkley Plaza)

WHEREAS, pursuant to a payment in lieu of tax (PILOT) lease agreement dated as of December 31, 1984 (the "Lease"), by and between this Corporation, as lessor, and Joseph Larkey/Memphis Associates, a Tennessee limited partnership, predecessor in interest to Olymbec USA LLC, as lessee (the "Lessee"), this Corporation leased to the Lessee certain real property located at 80 Monroe Avenue, in Memphis, Tennessee (the "Project"); and

WHEREAS, Lessee proposes to refinance the indebtedness secured by the Property and the Garage with CitiBank (the "Lender"); and

WHEREAS, Lender, as a condition to providing such refinancing, required that this Corporation execute deeds of trust encumbering the Property in favor of Lender to secure such indebtedness and certain amendments to the Lease.

NOW, THEREFORE, this Board of Directors of Memphis Center City Revenue Finance Corporation hereby resolves that:

1. This Corporation hereby authorizes and approves the execution of deeds of trust encumbering the Property and any other collateral documents associated with the proposed financing, in favor of the Lender.

4. This Corporation hereby consents to the execution by Lessee of leasehold deeds of trust and any other collateral documents associated with the proposed financing, in favor of the Lender, and encumbering the Lessee's leasehold interest in the Property and the amendment and restatement of the Lease.

5. Each of the officers of this Corporation be, and hereby is, authorized and directed to execute and deliver deeds of trust in favor of the Lender and an amendment and restatement of the Lease in the form thereof approved 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.

6. Each of the officers of this Corporation be, and hereby is, authorized and directed to do any and all acts, including without limitation the execution and delivery of all of the documents necessary and desirable to make effective these resolutions including an amendment to the Lease, and the execution, delivery and performance thereof by any one of such officer(s) of this Corporation shall be conclusive evidence of the approval by this Corporation of the terms and conditions and appropriateness thereof.

ADOPTED this 13th day of February, 2018.

**MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION**

By: _____

Title: _____