

**“A RESOLUTION AUTHORIZING THE AMENDMENT OF CERTAIN
LEASES AND OTHER RELATED DOCUMENTS AND MATTERS.”**

(AUTOZONE PARK)

WHEREAS, the City of Memphis (the “City”) currently owns a minor league baseball and general use stadium facility in the City currently known as AutoZone Park (the “Stadium”) and the real property on and adjacent to which the stadium is located (the “Site”); and

WHEREAS, (i) the City leases a minor league baseball and general use stadium facility in the City currently known as AutoZone Park (the “Stadium”) and the real property on and adjacent to which the stadium is located (the “Site”) (collectively, the “Leased Property”) to Memphis Center City Revenue Finance Corporation (the “Corporation”) pursuant to an Initial Lease (“Initial Lease”), (ii) this Corporation subleases the Leased Property to the City pursuant to a Sublease Agreement (the “City Lease”), and (iii) the City sub-subleases the Leased Property to Memphis Redbirds, LLC pursuant to a Ballpark Lease Agreement (the “Team Lease”), which Team Lease is evidenced of record in the Shelby County Register’s Office by a certain Memorandum of Lease (the “Memorandum of Lease”); and

WHEREAS, it is proposed that the Initial Lease, City Lease, Team Lease and Memorandum of Lease be amended to delete certain real property, municipally known as 236 Madison Avenue from such leases (the “Surplus Property”); and

NOW, THEREFORE, Be It Resolved by the Board of Directors of the Memphis Center City Revenue Finance Corporation, as follows:

Section 1. The amendment of the Initial Lease and City Lease to delete the Surplus Property is hereby approved.

Section 2. The President or any other officers of this Corporation (individually or collectively, “Authorized Officers”) are hereby authorized to execute and deliver amendments to the Initial Lease and City Lease, in substantially the form of the drafts thereof presented to this meeting, with such changes as shall be approved by one or more Authorized Officers, execution thereof by one or more Authorized Officers to be conclusive evidence of such approval.

Section 3. The Authorized Officers be, and each of them hereby is, authorized in the name of and on behalf of this Corporation to take all such other actions and to execute and deliver all such other documents, instruments and agreements and such supplements, amendments and additions to such documents, instruments and agreements as such Authorized Officer shall, in his or her sole discretion, consider necessary, advisable, or appropriate in connection with the documents, instruments and agreements for the execution or the consummation of the transactions contemplated thereby and by these resolutions.

Section 4. All acts of the officials of this Corporation which are in conformity with

the purposes and intent of this Resolution be, and the same hereby are, in all respects, ratified, approved and confirmed in all respects.

Adopted July 10, 2018.

MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION

BY: _____
ITS: _____