

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

(50 North Front Street)

WHEREAS, pursuant to a payment in lieu of tax (PILOT) lease agreement dated December 27, 1984 by and between this Corporation, as Lessor, and One Court Square Investors Limited Partners, as "Original Lessee," this Corporation leased to the Lessee certain real property located at 50 North Front, Memphis, Tennessee; and

WHEREAS, Parkway Properties LP acquired the Original Lessee's leasehold interest in the Lease; and

WHEREAS, the Assignor has requested that this Corporation consent to the assignment of the Lease to Raymond James Tower, LLC (the "Assignee").

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

1. This Corporation hereby consents to the assignment of the Lease to Assignee.
2. This Corporation hereby authorizes, ratifies and approves the execution of fee deeds of trust and any other collateral documents associated with financing of the acquisition by Assignee.
3. This Corporation hereby consents to the execution by Assignee of leasehold deeds of trust and any other collateral documents associated with financing encumbering the Lessee's leasehold interest in the Property.
4. 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 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.

ADOPTED this 13th day of January, 2015.

**MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION**

By: _____

Its: _____