

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

(Hunt Phelan Inn)

WHEREAS, pursuant to a payment in lieu of tax (PILOT) lease agreement dated November 8, 2004, as amended by Amendment to Lease Agreement dated as of October 9, 2007 (as so amended, the "Lease"), by and between this Corporation, as lessor, and Hunt-Phelan, LLC, as lessee (the "Lessee"), this Corporation leased to the Lessee certain real property located at 505 Beale, 533 Beale, and 231-237 Lauderdale, and also known as the Hunt Phelan Inn, Memphis, Tennessee; and

WHEREAS, Hunt-Phelan, LLC has requested that this Corporation consent to the assignment of all membership interest in Lessee to Hunt Phelan Events, 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 rights as lessee under the Lease from the Assignor to Assignee, and agrees that such assignment shall relieve the Assignor of liability or obligations under the Lease; provided, however, that the Assignor shall not be relieved of and shall continue to be obligated for any obligations incurred under the Lease and any claims arising under the Lease and any obligation to indemnify and defend this Corporation with regard to any such claim to the extent such obligation or claim was incurred on or prior to the date of the assignment of the Lease to Assignee.

2. The consent of this Corporation is further conditioned upon payment to this Corporation of a fee equal to one percent (1%) of the value of the Property.

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

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

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 estoppel agreement 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 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 10th day of November, 2015.

**MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION**

By: _____

Title: _____