

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

(Residence Inn – 110 Monroe Avenue)

WHEREAS, pursuant to a payment in lieu of tax (PILOT) lease agreement dated as of December 31, 1984, as amended (the "Lease"), by and between this Corporation, as lessor, and Paddlewheel Properties VI, Ltd., as lessee (the "Original Lessee"), this Corporation leased to the Original Lessee certain real property located at 110 Monroe Avenue, in Memphis, Tennessee (the "Project");

WHEREAS, RI Downtown Hotel Partners, L.P. (the "Lessee") has succeeded to the interest as Original Lessee under the Lease;

WHEREAS, the assignor has requested that this Corporation consent to the assignment of the Lease to Memphis Hotel Propco LLC, an affiliate of Garrison Real Estate Fund III (the "Assignee"); and

WHEREAS, it is proposed that the Assignee sublease the Project to Memphis Hotel Opco LLC (the "Sublessee"), as operating tenant.

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 and the sublease of the Project to Sublessee.
2. The consent of this Corporation is subject to payment to this Corporation of a fee equal to one percent (1%) of the value of the property transferred to Assignee.
3. This Corporation hereby authorizes and approves the execution of fee deeds of trust and any other collateral documents associated with financing of the acquisition by Assignee.
4. 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.
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 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 12th day of January, 2016.

**MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION**

By: _____

Title: _____