

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

**(COURT SQUARE CENTER)
(60 North Main, 66 North Main)**

WHEREAS, this Corporation and Court Square Center, LLC ("Lessee") entered into a payment in lieu of tax (PILOT) leases (collectively, the "Lease") in connection with the renovation and construction of property located at 60 North Main and 66 North Main Street, Memphis, Tennessee into a multi-use facility, including apartment and commercial space, known as Court Square Center (the "Project");

WHEREAS, the Lessee provides that an assignment of more than 20% of the ownership in the lessee thereunder shall require the consent of the Lessor; and

WHEREAS, LHU Capital Region LLC, a New York limited liability company, requested that this Corporation consent to the assignment of the Lease to Knox1845 Holdings LLC (the "Assignee") of 100% on the membership in Lessee.

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. 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 9th day of March 2021.

**MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION**

By: _____

Title: _____