

**RESOLUTION OF
DOWNTOWN MOBILITY AUTHORITY
(PARKING GARAGE FINANCING – SNUFF DISTRICT GARAGE)**

WHEREAS, by Resolution adopted December 16, 1997, Memphis Center City Revenue Finance Corporation (“CCRFC”) authorized and approved the execution and delivery of a Collateral Trust Indenture (the “Collateral Trust Indenture”) with First Tennessee Bank National Association, as trustee (the “Collateral Trustee”), pursuant to which CCRFC agreed to pledge all rents to be received under certain payment in lieu of tax leases (the “PILOT Leases”) to form a collateral pool (the “PILOT Extension Fund”);

WHEREAS, US Bank National Association has succeeded to the interest of First Tennessee Bank National Association as trustee under the Collateral Trust Indenture;

WHEREAS, all revenues received by the Collateral Trustee from the PILOT Leases have been pledged to US Bank National Association, as Master Trustee (the “Master Trustee”), under Master Trust Indenture as previously supplemented and amended (as so supplemented and amended, the “Master Indenture”) between CCRFC and the Master Trustee;

WHEREAS, under the terms of the Master Indenture, the Master Trustee is authorized enter into financings under the Master Indenture and to release certain funds to CCRFC;

WHEREAS, the Snuff District is approximately 65 acres of historic structures, industrial buildings and vacant land, the buildings on which generally date from 1912 to 1952 and are vacant or dilapidated (the “Snuff District”);

WHEREAS, Wolf River Harbor Holdings, LLC or affiliates thereof (the “Snuff District Developer”), propose to redevelop the Snuff District into a mixed use development including multi-family housing, commercial, retail, office parking and recreational uses with a development budget approximately \$205,000,000;

WHEREAS, the redevelopment of the Snuff District would remedy blight, create jobs, increase surrounding property values, provide needed housing and help attract new citizens to Memphis;

WHEREAS, to make the Snuff District project economically possible and to provide public parking for the Snuff District, it is proposed that this Corporation construct all or part of an approximately 480 space parking garage constituting a part of the Snuff District project (the “Snuff District Parking Garage”);

WHEREAS, it is further proposed that CCRFC loan this Corporation up to \$3,500,000 from the PILOT Extension Fund or from a loan funded from the PILOT Extension Fund (the “Snuff District Loan”) for the construction of the Snuff District Garage;

WHEREAS, it is further proposed that CCRFC will lease the Snuff District Parking Garage to this Corporation pursuant to a lease agreement (the “Snuff District Lease”) and that this Corporation will sublease the Snuff District Parking Garage to the Snuff District Developer

pursuant to a capital lease (the “Snuff District Sublease”) under which the Snuff District Developer will construct the Snuff District Parking Garage on behalf of this Corporation;

WHEREAS, the Snuff District Loan will be evidenced by a Promissory Note (the “Snuff District Note”) from this Corporation to CCRFC and a Loan Agreement (the “Snuff District Loan Agreement”) by and between this CCRFC and this Corporation;

WHEREAS, the Snuff District Loan will be secured by a Tennessee Leasehold and Fee Deeds of Trust with Security Agreement and Assignment of Rents and Leases from this Corporation encumbering the its interest in the Snuff District Garage and encumbering the fee interest in the Snuff District Garage (collectively, the “Snuff District Deeds of Trust”); and

WHEREAS, the approval of the Mayor of the City of Memphis, the Mayor of Shelby County, the Memphis City Council and the Shelby County Commission is required for CCRFC to use the PILOT Extension Fund to fund the Snuff District Loan and the Snuff District Garage.

NOW, THEREFORE, BE IT RESOLVED by this Board of Directors as follows:

1. This Corporation acknowledges that the approvals of the Mayor of the City of Memphis, the Mayor of Shelby County, the Memphis City Council and the Shelby County Commission (the “Governmental Approvals”) are required for CCRFC to use up to Three Million Five Hundred Thousand Dollars (\$3,500,000) from the PILOT Extension Fund, including proceeds of any financing under the Master Indenture, to fund the Snuff District Loan, and the Snuff District Garage, and this Corporation hereby authorizes the President or any other officer of this Corporation to request such approvals.

2. Contingent upon the Governmental Approvals of the use of up to Three Million Five Hundred Thousand Dollars (\$3,500,000) from the PILOT Extension Fund, including proceeds of any financing under the Master Indenture, for the Snuff District Loan and the Snuff District Garage are hereby authorized and approved in all respects.

3. This Corporation hereby authorizes and approves the execution by its President or any of its other officers and the delivery of the Snuff District Loan Agreement, pursuant to which this Corporation will make the Snuff District Loan. Such Loan Agreement shall be in the form approved by the President or other officer of this Corporation executing the same with such execution to constitute conclusive evidence of such officer’s approval and this Corporation’s approval of the form, terms and provisions of each such Loan Agreement. From and after the execution and delivery of each such Loan Agreement, the officers, agents and employees of this Corporation are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of each such Loan Agreement, as executed.

4. This Corporation hereby authorizes and approves the execution by its President or any of its other officers and the delivery of the Snuff District Note, the Snuff District Deeds of Trust, the Snuff District Lease and the Snuff District Sublease, the Snuff District Note, the Snuff District Deeds of Trust, the Snuff District Lease and the Snuff District Sublease to be in the form thereof approved by the President or other officer of this Corporation executing the same with such execution to constitute conclusive evidence of such officer’s approval and this Corporation’s approval of the form, terms and provisions thereof.

5. Each of the officers of this Corporation be, and hereby is, authorized and directed to do any and all other acts, including without limitation, the execution and delivery of any of the documents necessary and desirable to make effective these Resolutions, and the execution, delivery and performance thereof by such officer or officers of this Corporation shall be deemed to be conclusive evidence of the approval by this Corporation to the terms and conditions and appropriateness thereof.

6. The Secretary or any other officer of this Corporation is hereby authorized to certify to the due adoption of this Resolution and to provide certified copies of this Resolution and any other Resolutions to any party in connection with the transactions contemplated by this Resolution and to attest the execution of any document or instrument by any other officer on behalf of this Corporation.

Adopted this 17th day of March, 2021.

PARKING AUTHORITY OF THE CITY OF
MEMPHIS AND COUNTY OF SHELBY,
TENNESSEE d/b/a DOWNTOWN MOBILITY
AUTHORITY

By: _____
Its: _____