

**RESOLUTION OF THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY OF FOREST PARK ACKNOWLEDGING AND APPROVING, INTER ALIA, THE ASSIGNMENT OF A LEASEHOLD INTEREST IN A CERTAIN PROJECT AND THE ASSUMPTION OF ALL THE OBLIGATIONS AND RESPONSIBILITIES TO THE ISSUER OF THE ASSIGNOR BY THE ASSIGNEE, AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS IN CONNECTION THEREWITH**

**WHEREAS**, the Downtown Development Authority of the City of Forest Park (the “**Issuer**”) has heretofore authorized the issuance of its Economic Development Revenue Bond (Gillem Logistics Center Building 1200, LLC Project), Series 2021 (the “**Bonds**”), in an aggregate principal amount not to exceed \$20,000,000, to provide financing for a capital project in Clayton County, Georgia (the “**Project**”), as more fully described in the below-defined Lease, for the benefit of Gillem Logistics Center Building 1200, LLC, a Georgia limited liability company (the “**Original Company**”);

**WHEREAS**, in consideration of the issuance of the Bonds by the Issuer, the Original Company and the Issuer entered into a Lease Agreement, dated as of December 1, 2021, and a related Memorandum Lease Agreement, dated as of December 1, 2020, and recorded on March 18, 2022, in the Clayton County, Georgia real estate records (the “**Records**”) in Deed Book 12887, page 637 (collectively, the “**Lease**”), pursuant to the terms of which the Issuer agreed to use the proceeds of the sale of the Bonds to finance the costs of the Project and to lease the Project to the Original Company (*capitalized terms used herein and not otherwise defined shall have the definitions set forth in the Lease*);

**WHEREAS**, Section 8.01 of the Lease provides that the Original Company may assign its interest in the Lease to an assignee meeting the requirements set forth therein, and specifically including the Current Company (hereinafter defined), without the prior written consent of the Issuer;

**WHEREAS**, pursuant to an Assignment of Bonds, Lease and Other Bond Documents between the Original Company and DPIF4 GA 7 GLC I, LLC, a Delaware limited liability company (the “**Current Company**”), dated as of March 13, 2024, and recorded in the Records (the “**Assignment**”), the Original Company assigned its right, title and interest in the Bond Documents (as defined in the Assignment) to the Current Company, and the Current Company has assumed all obligations and responsibilities to the Issuer of the Original Company under the Bond Documents;

**WHEREAS**, pursuant to a Memorandum and Confirmation of the Assignment of Bonds, Lease and Other Bond Documents between the Original Company and the Current Company, to be acknowledged, agreed to and consented to by the Issuer (the “**Memorandum**”), the proposed form of which is attached hereto as Exhibit A, the Issuer desires to acknowledge, agree and consent to the Assignment and to facilitate the approval of such agreements and other instruments as reasonably necessary to evidence the Assignment.

**NOW, THEREFORE, BE IT RESOLVED** by the Issuer, and it is hereby resolved by the authority of same as follows:

**1. Acknowledgment and Approval of Assignment of the Leasehold Interest in the Project; Transfer and Assignment of Bonds.** The assignment of the leasehold interest in the Project by the Original Company to the Current Company is hereby acknowledged and approved. The transfer and assignment of the Bonds by the Original Company to the Current Company is hereby acknowledged and approved. The Chairman of the Issuer and counsel to the Issuer are hereby authorized and directed to review all documents in connection with the assignment of the Original Company's leasehold interest in the Project and the transfer and assignment of the Bonds in order to ensure that the Current Company has assumed all duties and responsibilities of the Current Company to the Issuer under the Bond and the Bond Documents.

**2. Authorization of Memorandum.** The form, terms and provisions of the Memorandum presented to this meeting are hereby approved, and all of the terms and provisions thereof are hereby incorporated herein by this reference as if the Memorandum was set out in this Resolution in its entirety. The Chairman and Secretary of the Issuer are hereby authorized, empowered and directed to execute, acknowledge and deliver the Memorandum. The Memorandum is to be in substantially the form now before this meeting and hereby approved, or with such changes therein as may be deemed necessary by the persons executing the same, upon advice of counsel, to accomplish the purposes of the transaction contemplated therein and in this Resolution and as shall not be inconsistent with or contrary to such purposes. The execution of the Memorandum shall constitute conclusive evidence that the Memorandum and any and all changes thereto have been approved by the persons executing the Memorandum.

**3. Leasehold Mortgage; Superior Security Document.** Any Leasehold Mortgage or Superior Security Document contemplated pursuant to Section 3.08 of the Lease that requires the signature of the Issuer shall be subject to review and approval by the Chairman and Issuer's counsel.

**4. No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the documents hereinabove authorized shall be deemed to be a stipulation, obligation or agreement of any director, officer, member, agent or employee of the Issuer in his or her individual capacity, and no such officer, member, director, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

**5. General Authority.** From and after the execution and delivery of the documents hereinabove authorized, the Chairman and Secretary of the Issuer and the proper officers, agents and employees of the Issuer 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 said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the execution and delivery of the documents hereinabove authorized and to document compliance with any laws.

In the event that the Chairman or the Secretary of the Issuer is not available to review and/or execute the documents herein authorized, the Vice Chairman and the Assistant Secretary, if any, are hereby authorized to execute such documents.

**6. Actions Ratified, Approved and Confirmed.** All acts and doings of the officers of the Issuer which are in conformity with the purposes and intents of this Resolution and in the furtherance of the assignment of the Original Company's leasehold interest in the Project to the Current Company and the execution, delivery and performance of the documents hereinabove authorized shall be, and the same hereby are, in all respects ratified, approved and confirmed.

**7. Severability of Invalid Provisions.** If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof.

**8. Repealing Clause.** All resolutions or parts thereof of the Issuer in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

**9. Effective Date.** This Resolution shall take effect immediately upon its adoption.

**10. Reporting.** A copy of this resolution may be furnished to the Current Company and any Lender or any other party as evidence of the acknowledgement by and consent of the Issuer of the assignment of the Original Company's leasehold interest in the Project to the Current Company and the approval of the related documents.

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**ADOPTED** this \_\_\_\_ day of \_\_\_\_\_ 2024.

**DOWNTOWN DEVELOPMENT AUTHORITY  
OF THE CITY OF FOREST PARK**

By: \_\_\_\_\_  
Chairman

ATTEST:

\_\_\_\_\_  
Secretary

[SEAL]

**EXHIBIT A**

**FORM OF  
MEMORANDUM**

**(ATTACHED)**

**SECRETARY’S CERTIFICATE**

The undersigned Secretary of the Downtown Development Authority of the City of Forest Park (the “**Issuer**”), **DOES HEREBY CERTIFY** that the foregoing pages constitute a true and correct copy of the Resolution adopted by the Issuer at an open public meeting at which a quorum was present, duly called and lawfully assembled at \_\_\_\_ a.m./p.m., on the 24th day of October, 2024, the original of such Resolution being duly recorded in the Minute Book of the Issuer, which Minute Book is in my custody and control.

I do hereby further certify that all members of the Issuer were present at said meeting except the following members who were absent:

\_\_\_\_\_

and that the Resolution was duly adopted by the following vote:

The following voted “Aye”: \_\_\_\_\_  
\_\_\_\_\_;

The following voted “Nay”: \_\_\_\_\_  
\_\_\_\_\_;

The following Did Not Vote: \_\_\_\_\_  
\_\_\_\_\_.

**WITNESS** my hand and the official seal of the Downtown Development Authority of the City of Forest Park, this the \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Secretary

[SEAL]