

BOND RESOLUTION

A RESOLUTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY AUTHORIZING, *INTER ALIA*, THE ISSUANCE OF A DEVELOPMENT AUTHORITY OF FULTON COUNTY REVENUE BOND (ATLANTA INTERNATIONAL SCHOOL, INC. PROJECT), SERIES 2023, IN A MAXIMUM PRINCIPAL AMOUNT OF \$7,350,000

Adopted September 26, 2023

Exhibit “A” – Form of Financing Agreement

Exhibit “B” – Form of Series 2023 Promissory Note and Endorsement

Exhibit “C” – Form of Third Amended and Restated Deed to Secure Debt and Assignment of Rents and Leases

Exhibit “D” – Form of Third Amended and Restated Leasehold Deed to Secure Debt and Assignment of Rents and Leases

Exhibit “E” – Form of Assignment and Security Agreement

BOND RESOLUTION

WHEREAS, the Development Authority of Fulton County (the “Issuer”) is a public body corporate and politic duly created and validly existing under and pursuant to an act entitled the “Development Authorities Law,” codified as Chapter 62 of Title 36 of the Official Code of Georgia Annotated, as amended (the “Act”); and

WHEREAS, the governing body of Fulton County has, by proper resolution, declared that there is a need for the Issuer to function in Fulton County, as required by the terms of the Act, the Issuer has been duly created and activated pursuant to the terms of the Act, and its directors have been appointed as provided therein and are currently acting in that capacity; and

WHEREAS, the Act authorizes the Issuer to borrow money and issue its revenue bonds and to extend credit or make loans to any corporation for the planning, design, construction, acquisition, or carrying out of any “project,” which includes the acquisition, construction, installation, modification, renovation or rehabilitation of land, interests in land, buildings, structures, facilities or other improvements and the acquisition, installation, modification, renovation, rehabilitation or furnishing of fixtures, machinery, equipment, furniture or other property of any nature whatsoever used on, in, or in connection with any such land, interest in land, building, structure, facility or other improvement, all for the essential public purpose of the development of trade, commerce, industry and employment opportunities, which project may be for any industrial, commercial, business, office, parking, public or other use, provided that a majority of the members of the Issuer determines, by a duly adopted resolution, that the project and such use thereof would further the public purpose of the Act, or for the purpose of refunding any such bonds theretofore issued; and

WHEREAS, the Issuer is authorized and empowered under and pursuant to the provisions of Article 3 of Chapter 82 of Title 36 of the Official Code of Georgia Annotated, entitled the “Revenue Bond Law,” as amended, to issue revenue bonds to finance, in whole or in part, the cost of the acquisition, construction, reconstruction, improvement, betterment or extension of any “undertaking,” which includes the erection and construction of buildings to be used for educational purposes, and to refund or refinance, in whole or in part, all outstanding obligations or debt of any nature, including outstanding revenue bonds, against any existing undertaking or combination thereof or its anticipated revenue; and

WHEREAS, the Act provides that such credit or loans shall be secured by loan agreements, mortgages, security agreements, contracts and all other instruments, fees or charges, upon such terms and conditions as the Issuer shall determine reasonable in connection with such loans, and that the Issuer may require the inclusion in any contract, loan agreement, security agreement or other instrument of such provisions for guaranty, insurance, construction, use, operation, maintenance and financing of a project as the Issuer may deem necessary or desirable; and

WHEREAS, the Act also authorizes the Issuer (1) to acquire, accept or retain equitable interests, security interests or other interests in any property, real or personal, by mortgage, assignment, security agreement, pledge, conveyance, contract, lien, loan agreement or other consensual transfer, in order to secure the repayment of any moneys loaned or credit extended by the Issuer, and (2) to pledge, mortgage, convey, assign, hypothecate or otherwise encumber any property,

real or personal, of the Issuer as security for repayment of its obligations and to execute any security agreement containing any provisions not in conflict with law; and

WHEREAS, in furtherance of the purposes of the Act, the Issuer proposes to issue, sell and deliver its Revenue Bond (Atlanta International School, Inc. Project), Series 2023 (the “Bond”) in the original face amount of up to \$7,350,000 for the purpose of loaning the proceeds thereof to Atlanta International School, Inc. (the “Borrower”), a nonprofit corporation duly organized, existing and in good standing under and by virtue of the laws of the State of Georgia, to (1) finance, and/or refinance the Issuer’s Revenue Bond (Atlanta International School, Inc. Project), Series 2016, issued on October 26, 2016, in the original principal amount of \$12,600,000 (the “Prior Bond”), which Prior Bond was issued to finance, the costs associated with constructing, improving and equipping school facilities and other similar facilities located at the campus of Atlanta International School, Inc. at 2890 North Fulton Drive, N.E., Atlanta, Fulton County, Georgia 30305-3155; and (2) pay for the costs of issuing the Bond; and

WHEREAS, to accomplish the foregoing financing or refinancing of the Project (as defined in the Financing Agreement, as hereafter defined), the Issuer, the Borrower and Regions Capital Advantage, Inc., a Tennessee corporation (“Regions”), propose to enter into a Financing Agreement (the “Financing Agreement”), to be dated as of October 1, 2023, pursuant to the terms of which the Issuer will loan the proceeds from the sale of the Bond to the Borrower and pursuant to which the Borrower will pay to the Issuer such loan repayments at such times and in such amounts as will be required to pay the principal of, premium (if any) and interest on the Bond, as and when the same become due and payable; and

WHEREAS, to evidence its obligations to make periodic loan repayments under the Financing Agreement, the Borrower proposes to execute and deliver to the Issuer its Series 2023 Promissory Note (the “Note”), to be dated the date of its execution and delivery, providing for payments at such times and in such amounts as will be required to pay the principal of, premium (if any) and interest on the Bond, as and when the same become due and payable; and

WHEREAS, to secure its obligations under the Financing Agreement and the Note and certain other obligations of the Borrower to the Issuer, the Borrower (1) proposes to grant to the Issuer a first lien on and first security title to certain real property constituting the Project and proposes to assign and pledge to the Issuer the Borrower’s interest in certain rents and leases derived from the Project, pursuant to a Third Amended and Restated Deed to Secure Debt and Assignment of Rents and Leases (the “Security Deed”), to be dated as of October 1, 2023, and a Third Amended and Restated Leasehold Deed to Secure Debt and Assignment of Rents and Leases (the “Leasehold Security Deed”), to be dated as of October 1, 2023, from the Borrower to the Issuer; and

WHEREAS, to secure its obligation to pay principal of, premium (if any) and interest on the Bond, the Issuer (1) proposes to assign and pledge to Regions, as purchaser of the Bond, and grant a first priority security interest in, all of its right, title and interest in the Financing Agreement (except for the Unassigned Rights, as defined in the Financing Agreement), the Note, the Security Deed, the Leasehold Security Deed, and all revenues, payments, receipts and moneys to be received and held thereunder (except for Unassigned Rights), pursuant to an Assignment and Security Agreement (the

“Assignment”), to be dated as of October 1, 2023, between the Issuer and Regions, and (2) proposes to endorse the Note without recourse or warranty to the order of Regions; and

WHEREAS, in order to ensure the payment of the principal of, premium (if any) and interest on the Bond, the Borrower will enter into a Guaranty Agreement, to be dated as of October 1, 2023 (the “Guaranty”), for the benefit of Regions; and

WHEREAS, the Borrower has requested the Issuer to sell the Bond at a private sale, as permitted by the Act, to Regions pursuant to the Financing Agreement; and

WHEREAS, the Issuer hereby finds and determines that the Project is a “project” within the meaning of the Act and that the financing and refinancing of the Project will further the purposes of the Act; and

WHEREAS, the Board of Directors of the Issuer has determined that accomplishing the foregoing is in the best interests of the Issuer, and the Board of Directors of the Issuer has found and does hereby declare that such undertaking is for a lawful, valid and necessary public purpose which will develop and promote trade, commerce, industry and employment opportunities for the public good and the general welfare, will promote the general welfare of the State of Georgia, and will increase or maintain employment in the territorial area of the Issuer, all to the public benefit and good; and

WHEREAS, the Issuer has determined that it will not operate the Project in any manner and that the Borrower will own and operate the Project; and

WHEREAS, the Issuer desires to elect to waive the requirements of O.C.G.A. § 36-82-100, requiring a performance audit or performance review to be conducted with respect to the Bond, and in connection therewith, to include language in the Notice to the Public expressing that the performance audit or review will not be conducted; and

WHEREAS, copies of the forms of the following documents relating to the transactions described above have been submitted to the Issuer, are now on file with the Issuer, and are attached hereto as the following exhibits:

Exhibit “A” – Form of Financing Agreement,

Exhibit “B” – Form of Series 2023 Promissory Note,

Exhibit “C” – Form of Third Amended and Restated Deed to Secure Debt and Assignment of Rents and Leases

Exhibit “D” – Form of Third Amended and Restated Leasehold Deed to Secure Debt and Assignment of Rents and Leases, and

Exhibit “E” – Form of Assignment and Security Agreement

WHEREAS, a copy of the form of the Guaranty Agreement has been submitted to the Issuer and is now on file with the Issuer;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY AS FOLLOWS:

1. In order to further the public purposes of the Act, the Issuer is hereby authorized to issue the Bond to finance or refinance the costs of acquiring, constructing, renovating and installing the Project, and to finance a portion of the costs of issuing the Bond, and all such assistance previously provided is hereby ratified and approved. It is hereby found, ascertained, determined and declared that the Project constitutes a “project,” within the meaning of that term as defined in the Act, and that the financing or refinancing of the acquisition, construction, renovation and installation of the Project and the related costs is for a public purpose and is necessary to develop and promote trade, commerce, industry and employment opportunities for the public good and the general welfare, to promote the general welfare of the State of Georgia, and to increase or maintain employment in the territorial area of the Issuer, all to the public benefit and good.

2. For the purpose of financing or refinancing the costs, in whole or in part, of acquiring, constructing and installing the Project, and financing a portion of the costs of issuing the Bond, the issuance of a revenue bond of the Issuer to be known as “Development Authority of Fulton County Revenue Bond (Atlanta International School, Inc. Project), Series 2023” is hereby approved and authorized pursuant to the provisions of the Act.

3. The Bond shall be issued in the principal face amount of up to \$7,350,000, shall be dated the date of initial delivery, and shall be issuable as a fully-registered bond without coupons, and shall be numbered R-1. Interest on the Bond shall be payable monthly on the dates provided in the Financing Agreement. The Bond shall mature on or before December 31, 2030, unless earlier called for redemption. All unpaid principal with respect to the Bond shall be due and payable on or before December 31, 2030. Interest shall accrue on the outstanding principal amount of the Bond at the floating rate per annum as determined in the Financing Agreement (but which shall not in any event exceed the Maximum Rate, as defined in the Financing Agreement), on the basis of actual days elapsed over a 360-day year. The principal of and interest on the Bond payable in any bond year (October 2 - October 1) shall not in any event exceed a maximum amount of \$8,820,000. The Bond shall be substantially in the form set forth in the Financing Agreement hereinafter authorized and shall be subject to redemption, shall be payable in such medium of payment at such place or places, shall be of such tenor, and shall have such other terms and provisions as are provided in the Financing Agreement. The form of the Bond and the provisions for execution, delivery, payment, substitution, transfer, registration and redemption shall be as set forth in the Financing Agreement hereinafter authorized.

4. It is found, ascertained, determined and declared that the loan repayments to be received by the Issuer under the Financing Agreement, as represented by the Borrower, have been calculated to be sufficient to pay the principal of, premium (if any) and interest on the Bond as the same become due and payable, and all of such payments and other payments received under the Financing Agreement, the Note and all other revenues arising out of or in connection with the collateral pertaining to the Bond are hereby pledged for that purpose and in addition for such other

purposes as are more fully set forth and provided for in the Financing Agreement. The Bond shall be secured as provided in the Financing Agreement and the Assignment.

5. The Bond shall never constitute an indebtedness or general obligation of the State of Georgia, Fulton County, or any other political subdivision of the State of Georgia, within the meaning of any constitutional provision or statutory limitation whatsoever, nor a pledge of the faith and credit or taxing power of any of the foregoing, nor shall any of the foregoing be subject to any pecuniary liability thereon. The Issuer has no taxing power. The Bond shall not be payable from nor a charge upon any funds other than the revenues pledged to the payment thereof and shall be the limited or special obligation of the Issuer payable solely from the funds provided therefor in the Financing Agreement and the Assignment. No owner of the Bond shall ever have the right to compel the exercise of the taxing power of the State of Georgia, Fulton County, or any other political subdivision of the State of Georgia to pay the principal of the Bond or the interest or any premium thereon, or to enforce payment thereof against any property of the foregoing, nor shall the Bond constitute a charge, lien or encumbrance, legal or equitable, upon any property of the foregoing other than the revenues pledged to the payment thereof. Neither the members of the Board of Directors of the Issuer nor any person executing the Bond shall be liable personally on the Bond by reason of the issuance thereof.

6. The provisions for guaranty, insurance, construction, use, operation, maintenance and financing and refinancing of the Project shall be as provided in the Financing Agreement. The obligations of the Issuer with respect to the Pledged Estate (as defined in the Financing Agreement) shall be as provided in the Financing Agreement, the Security Deed, the Leasehold Security Deed and the Assignment.

7. The forms, terms and conditions and the execution, delivery and performance of the Financing Agreement, the Security Deed, the Leasehold Security Deed and the Assignment attached hereto as Exhibits A, C, D and E, respectively (collectively, the "Issuer Contracts"), are hereby approved and authorized. The Issuer Contracts shall be in substantially the forms submitted to the Board of Directors of the Issuer with such changes, corrections, deletions, insertions, variations, additions or omissions as may be approved by the Chairman or Vice Chairman of the Board of Directors of the Issuer, whose approval thereof shall be conclusively evidenced by the execution of each such instrument.

8. The form and substance of the Note, attached hereto as Exhibit B, is hereby approved, and the Issuer requires that such instrument be entered into by the Borrower in substantially the form submitted to the Board of Directors of the Issuer with such changes, corrections, insertions, deletions, variations, additions or omissions as may be approved in writing by the Chairman or Vice Chairman of the Board of Directors of the Issuer, whose approval thereof shall be conclusively evidenced by the execution of the endorsement thereon.

9. The form and substance of the Guaranty, which has been filed with the Issuer, is hereby approved, and the Guaranty will be executed by the Borrower for the benefit of Regions as security for the Bond in substantially the form submitted to the Board of Directors of the Issuer with such changes, corrections, insertions, deletions, variations, additions or omissions as may be approved by the parties thereto.

10. The execution and the sale and delivery of the Bond to Regions or its duly authorized attorney-in-fact, against receipt by the Issuer of the purchase price and upon the terms and conditions set forth in the Financing Agreement in payment therefor are hereby approved and authorized.

11. The Chairman or Vice Chairman of the Board of Directors of the Issuer is hereby authorized and directed to execute on behalf of the Issuer the Issuer Contracts, and the Secretary or Assistant Secretary of the Issuer is hereby authorized and directed to affix thereto and attest the seal of the Issuer, upon proper execution and delivery of the other parties thereto, provided that in no event shall any such attestation or affixation of the seal of the Issuer be required as a prerequisite to the effectiveness thereof, and the Chairman or Vice Chairman and Secretary or Assistant Secretary are authorized and directed to deliver the Issuer Contracts on behalf of the Issuer to the Borrower or Regions, as the case may be, and to execute and deliver all such other instruments, documents, affidavits or certificates and to do and perform all such things and acts as each shall deem necessary or appropriate in furtherance of the issuance of the Bond and the carrying out of the transactions authorized by this Bond Resolution or contemplated by the instruments and documents referred to in this Bond Resolution. The Chairman or Vice Chairman of the Board of Directors of the Issuer is hereby authorized and directed to accept the delivery of the Note from the Borrower and to endorse the Note without recourse on behalf of the Issuer to the order of Regions, and the Secretary or Assistant Secretary of the Issuer is hereby authorized and directed to affix thereto and attest the seal of the Issuer, provided that in no event shall any such attestation or affixation of the seal of the Issuer be required as a prerequisite to the effectiveness thereof. The Bond shall be executed on behalf of the Issuer by its Chairman or Vice Chairman by his manual or facsimile signature, and the official seal of the Issuer shall be impressed or reproduced thereon and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Issuer. All such facsimile signatures and the reproduction of the official seal of the Issuer on the Bond shall have the same force and effect as if such officers had manually signed the Bond and as if the official seal of the Issuer had been impressed on the Bond.

12. The Issuer hereby waives the performance audit and performance review requirements of O.C.G.A. § 36-82-100 and hereby directs that the Notice to the Public in connection with the validation of the Bond contains language giving notice that the Issuer is waiving such performance audit and performance review requirements, and further, that no performance audit or performance review with respect to the Bond will be conducted.

13. The Chairman or Vice Chairman of the Board of Directors of the Issuer is authorized and directed on behalf of the Issuer (i) to execute and deliver a certificate as to the reasonable expectations of the Issuer regarding the amount and use of the proceeds of the Bonds, such certificate to be based upon representations of the Borrower, (ii) to execute and file with the Internal Revenue Service Internal Revenue Service Form 8038, as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code"), and (iii) to execute and make all other certifications and filings required under Section 103 of Code and the applicable Treasury Regulations promulgated thereunder.

14. The Chairman or, in his absence or incapacity, the Vice Chairman of the Issuer is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the Issuer and to request said District Attorney commence validation proceedings in accordance with the requirements of Article 3 of Chapter 82 of Title 36 of the Official Code of Georgia Annotated, as amended. The Chairman or Vice Chairman and Secretary or Assistant Secretary are hereby authorized and directed to execute any pleadings in connection therewith, and to take all actions necessary to obtain an order of the Superior Court of Fulton County, Georgia validating and confirming the Bond and the security therefor.

15. This Bond Resolution and the Financing Agreement, the Note, the Security Deed, the Leasehold Security Deed, the Assignment and the Guaranty, as approved by this Bond Resolution, all of which are hereby incorporated in this Bond Resolution by this reference thereto, shall be placed on file at the office of the Issuer and made available for public inspection by any interested party immediately following the passage and approval of this Bond Resolution.

16. The Bond shall be issued only after public notice of and the conduct of a Public Hearing and the grant of Public Approval for the issuance of the Bond by Fulton County, in accordance with the requirements of Section 147(f) of the Code. The Issuer hereby appoints Arnall Golden Gregory LLP as its hearing officer to conduct the public hearing on the Bond and on the location and nature of the facility to be financed and refinanced with the proceeds of the Bond and authorizes and ratifies all actions taken by the hearing officer in that regard.

17. No representation, statement, covenant, stipulation, obligation or agreement herein contained, or contained in the Bond, the Issuer Contracts, the endorsement on the Note, or in any certificate or other instrument to be executed in connection with the issuance of the Bond, shall be deemed to be a representation, statement, covenant, stipulation, obligation or agreement of any director, member, officer, employee or agent of the Issuer in his individual capacity, and none of the foregoing persons nor any of the officers of the Issuer executing the Bond, the Issuer Contracts, the endorsement on the Note or any certificate or other instrument to be executed in connection with the issuance of the Bond shall be liable personally thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

18. Except as otherwise expressly provided herein or in the Bond, the Issuer Contracts, the endorsement on the Note or the Guaranty, nothing in this Bond Resolution or in the Bond, the Issuer Contracts, the endorsement on the Note or the Guaranty, express or implied, is intended or shall be construed to confer upon any person, firm, corporation or other organization, other than the Issuer, the Borrower, Regions and the owners from time to time of the Bond, any right, remedy or claim, legal or equitable, under and by reason of this Bond Resolution or any provision hereof, or of the Bond, the Issuer Contracts, the endorsement on the Note or the Guaranty, all provisions hereof and thereof being intended to be and being for the sole and exclusive benefit of the Issuer, the Borrower, Regions and the owners from time to time of the Bond.

19. All acts, conditions and things relating to the passage of this Bond Resolution, to the issuance, sale and delivery of the Bond, to the execution and delivery of the Issuer Contracts, to the endorsement without recourse of the Note to the order of Regions, and to the approval of the Guaranty, required by the Constitution or other laws of the State of Georgia to happen, exist and be performed precedent to the passage hereof, have happened, exist and have been performed as so required, with the exception of the validation proceedings referred to in paragraph 14 above.

20. The directors of the Issuer and its officers, members, attorneys, or other agents or employees are hereby authorized to do all acts and things required of them by this Bond Resolution, the Bond, the Issuer Contracts and the endorsement on the Note and to do all acts and things which are desirable and consistent with the requirements hereof or of the Bond, the Issuer Contracts and the endorsement on the Note, for the full, punctual and complete performance of all the terms, covenants and agreements contained herein or in the Bond, the Issuer Contracts and the endorsement on the Note.

21. The Issuer covenants and agrees that this Bond Resolution shall constitute a contract between the Issuer and the owners from time to time of the Bond, and that all covenants and agreements set forth herein and in the Bond, the Issuer Contracts and the endorsement on the Note to be performed by the Issuer shall be for the benefit and security of the owners from time to time of the Bond.

22. All motions, orders, ordinances, bylaws, resolutions and parts thereof in conflict herewith are hereby repealed to the extent only of such conflict. This repealer shall not be construed as reviving any motion, order, ordinance, bylaw, resolution or part thereof.

23. This Bond Resolution shall be immediately authenticated by the signature of the Secretary or Assistant Secretary of the Issuer and shall be recorded in the book kept by the Issuer for the recording of resolutions.

24. This Bond Resolution shall become effective immediately, and if any section, paragraph, clause or provision hereof shall for any reason be held invalid or unenforceable, the invalidity or unenforceability thereof shall not affect any of the remaining provisions hereof.

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PASSED, ADOPTED, SIGNED, APPROVED and EFFECTIVE this 26th day of September, 2023.

**DEVELOPMENT AUTHORITY OF
FULTON COUNTY**

By: _____
Chairman

(SEAL)

ATTEST:

Assistant Secretary

EXHIBIT "A"
FORM OF FINANCING AGREEMENT

EXHIBIT “B”

FORM OF SERIES 2023 PROMISSORY NOTE

EXHIBIT "C"

**FORM OF THIRD AMENDED AND RESTATED DEED TO SECURE DEBT AND
ASSIGNMENT OF RENTS AND LEASES**

EXHIBIT "D"

**FORM OF THIRD AMENDED AND RESTATED LEASEHOLD DEED TO SECURE
DEBT AND ASSIGNMENT OF RENTS AND LEASES**

EXHIBIT “E”

FORM OF ASSIGNMENT AND SECURITY AGREEMENT

SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Development Authority of Fulton County (the "Issuer"), **DOES HEREBY CERTIFY** that the foregoing pages of typewritten matter pertaining to the revenue bond designated "\$7,350,000 maximum principal amount Development Authority of Fulton County Revenue Bond (Atlanta International School, Inc. Project), Series 2023" constitute a true and correct copy of the Bond Resolution adopted on September 26, 2023 by the Board of Directors of the Issuer in a meeting duly called and assembled, after due and reasonable notice was given in accordance with the procedures of the Issuer and with applicable provisions of law, which was open to the public and at which a quorum was present and acting throughout, and that the original of such Bond Resolution appears of public record in the Minute Book of the Issuer which is in my custody and control.

The undersigned further certifies that such Bond Resolution was recorded in the book kept by the Issuer for the recordation of resolutions on September 26, 2023 and has not been rescinded, repealed or modified.

Given under my signature and seal of the Development Authority of Fulton County this 26th day of September, 2023.

**ASSISTANT SECRETARY,
DEVELOPMENT AUTHORITY OF
FULTON COUNTY**

(SEAL)

RESOLUTION

WHEREAS, **ATLANTA INTERNATIONAL SCHOOL, INC.** or an affiliate thereof, (the “School”) wishes to (i) finance or refinance the Development Authority of Fulton County Revenue Bond (Atlanta International School, Inc. Project), Series 2016, previously issued and used to finance costs associated with constructing, improving and equipping School facilities and other related facilities and property, both real and personal, located at the campus of the School at 2890 North Fulton Drive, N.E. in the City of Atlanta, Fulton County, Georgia; and (ii) finance all or a portion of the costs of issuing the bonds (collectively, the “Project”) and wishes to have the **DEVELOPMENT AUTHORITY OF FULTON COUNTY** (the “Authority”) issue its revenue bonds to provide financing for such purposes; and

WHEREAS, an Inducement Letter attached hereto has been presented to the Authority under the terms of which the Authority agrees, subject to the provisions of such Inducement Letter, to issue its revenue bonds for the aforementioned financing purpose.

NOW, THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT AUTHORITY OF FULTON COUNTY:

1. That the Chairman or Vice Chairman of the Authority is hereby authorized to execute an Inducement Letter with the School, in substantially the form attached hereto, or with such changes therein as shall be approved by the officers executing the same. The Authority expressly finds that the Project will further the Authority’s public purpose in furtherance of the development of trade, commerce, industry and employment opportunities as set forth in the Development Authorities Law of the State of Georgia (O.C.G.A. § 36-62-1, et seq.) and more specifically the Project is being approved under O.C.G.A. § 36-62-2(6)(N).

2. That the officers, employees and agents of the Authority are hereby authorized to take such further action as is necessary to carry out the intent and purpose of the Inducement Letter as executed and to cause its revenue bonds to be issued upon the terms and conditions stated in the Inducement Letter, which is hereby made a part of this Resolution.

3. That the Authority finds, considers and declares that the issuance and sale of such revenue bonds for the purpose set forth in this Resolution will be appropriate and consistent with the objectives of the laws of the State of Georgia, and that the adoption of this Resolution is and constitutes the Authority's declaration of “official intent” (within the meaning of Treasury Regulation Section 1.150-2) toward the issuance of the revenue bonds referred to above.

ADOPTED this 26th day of September, 2023.

DEVELOPMENT AUTHORITY OF FULTON COUNTY

[S E A L]

By: _____
Chairman

A T T E S T:

By: _____
Assistant Secretary

I hereby certify that I am the Assistant Secretary of the Development Authority of Fulton County, and that the foregoing is a true and correct copy of a Resolution duly adopted by said Authority at a duly held meeting.

This 26th day of September, 2023.

Assistant Secretary
Development Authority of Fulton County

RESOLUTION

WHEREAS, **YOUNG MEN’S CHRISTIAN ASSOCIATION OF METROPOLITAN ATLANTA, INC.**, or an affiliate thereof, (the “Company”) wishes to refinance a portion of an outstanding loan from a financial institution that refinanced various capital projects at the Carl E. Sanders Buckhead YMCA located at 1160 Moores Mill Road in the City of Atlanta, the Villages at Carver Family YMCA located at 1600 Pryor Road in the City of Atlanta, the Ed Isakson/Alpharetta Family YMCA located at 3655 Preston Ridge Road in the City of Alpharetta, and the Arthur M. Blank Family Youth YMCA located at 555 Luckie Street in the City of Atlanta, all located in Fulton County, Georgia, that were previously financed, refinanced and reimbursed, in whole or in part with the proceeds of (i) the Development Authority of Fulton County Revenue Bonds (Metro Atlanta YMCA Project), Series 2013, (ii) the Development Authority of Fulton County Revenue Bonds (Metro Atlanta YMCA Project), Series 2004, and (iii) the Development Authority of Fulton County Tax Exempt Adjustable Mode Revenue Bonds (Metro Atlanta YMCA Project), Series 1997 (the “Project”) and wishes to have the **DEVELOPMENT AUTHORITY OF FULTON COUNTY** (the “Authority”) issue its revenue bonds to provide financing for such purposes; and

WHEREAS, an Inducement Letter attached hereto has been presented to the Authority under the terms of which the Authority agrees, subject to the provisions of such Inducement Letter, to issue its revenue bonds for the aforementioned financing purpose.

NOW, THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT AUTHORITY OF FULTON COUNTY:

1. That the Executive Director, Chairman or Vice Chairman of the Authority is hereby authorized to execute an Inducement Letter with the Company, in substantially the form attached hereto, or with such changes therein as shall be approved by the officers executing the same. The Authority expressly finds that the Project will further the Authority’s public purpose in furtherance of the development of trade, commerce, industry and employment opportunities as set forth in the Development Authorities Law of the State of Georgia (O.C.G.A. § 36-62-1, et seq.) and more specifically the Project is being approved under O.C.G.A. § 36-62-2(6)(N).

2. That the officers, employees and agents of the Authority are hereby authorized to take such further action as is necessary to carry out the intent and purpose of the Inducement Letter as executed and to cause its revenue bonds to be issued upon the terms and conditions stated in the Inducement Letter, which is hereby made a part of this Resolution.

3. That the Authority finds, considers and declares that the issuance and sale of such revenue bonds for the purpose set forth in this Resolution will be appropriate and consistent with the objectives of the laws of the State of Georgia, and that the adoption of this Resolution is and constitutes the Authority's declaration of “official intent” (within the meaning of Treasury Regulation Section 1.150-2) toward the issuance of the revenue bonds referred to above.

ADOPTED this 26th day of September, 2023.

DEVELOPMENT AUTHORITY OF FULTON COUNTY

[S E A L]

By: _____
Chairman

A T T E S T:

By: _____
Assistant Secretary

I hereby certify that I am the Assistant Secretary of the Development Authority of Fulton County, and that the foregoing is a true and correct copy of a Resolution duly adopted by said Authority at a duly held meeting.

This 26th day of September, 2023.

Assistant Secretary
Development Authority of Fulton County

RESOLUTION

WHEREAS, **MAPLE MULTIFAMILY LAND SE, L.P.**, or an affiliate thereof, (the “Company”) wishes to finance the development of an approximately 245,000 square foot, five-story residential building consisting of approximately 230 residential units, including affordable housing units, to be located at 581, 591, and 593 Edgewood Avenue SE, 588 and 0 Ezzard Street SE, and 21 Cornelia Street SE in the City of Atlanta, Fulton County, Georgia (the “Project”) and wishes to have the **DEVELOPMENT AUTHORITY OF FULTON COUNTY** (the “Authority”) issue its taxable revenue bonds to provide financing for such purposes; and

WHEREAS, an Inducement Letter attached hereto has been presented to the Authority under the terms of which the Authority agrees, subject to the provisions of such Inducement Letter, to issue its revenue bonds for the aforementioned financing purpose.

NOW, THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT AUTHORITY OF FULTON COUNTY:

1. That the Executive Director, Chairman or Vice Chairman of the Authority is hereby authorized to execute an Inducement Letter with the Company, in substantially the form attached hereto, or with such changes therein as shall be approved by the officers executing the same. The Authority expressly finds that the Project will further the Authority’s public purpose in furtherance of the development of trade, commerce, industry and employment opportunities as set forth in the Development Authorities Law of the State of Georgia (O.C.G.A. § 36-62-1, et seq.) and more specifically the Project is being approved under O.C.G.A. § 36-62-2(6)(N).

2. That the officers, employees and agents of the Authority are hereby authorized to take such further action as is necessary to carry out the intent and purpose of the Inducement Letter as executed and to cause its taxable revenue bonds to be issued upon the terms and conditions stated in the Inducement Letter, which is hereby made a part of this Resolution.

3. That the Authority finds, considers and declares that the issuance and sale of such revenue bonds for the purpose set forth in this Resolution will be appropriate and consistent with the objectives of the laws of the State of Georgia, and that the adoption of this Resolution is and constitutes the Authority's declaration of “official intent” (within the meaning of Treasury Regulation Section 1.150-2) toward the issuance of the revenue bonds referred to above.

Inducement Resolution – *Maple Multifamily Land SE, L.P.*

ADOPTED this 26th day of September, 2023.

DEVELOPMENT AUTHORITY OF FULTON COUNTY

[S E A L]

By: _____
Chairman

A T T E S T:

By: _____
Assistant Secretary

I hereby certify that I am the Assistant Secretary of the Development Authority of Fulton County, and that the foregoing is a true and correct copy of a Resolution duly adopted by said Authority at a duly held meeting.

This 26th day of September, 2023.

Assistant Secretary
Development Authority of Fulton County

RESOLUTION

WHEREAS, **WOODFIELD ACQUISITIONS, LLC**, or an affiliate thereof, (the “Company”) wishes to finance the development of a mixed-use residential project consisting of (i) approximately 326 residential units, including affordable housing units, (ii) approximately 20,000 square feet of commercial space and (iii) approximately 1,500 square feet of coworking and community space, to be located at 840 Woodrow Street SW in the City of Atlanta, Fulton County, Georgia (the “Project”) and wishes to have the **DEVELOPMENT AUTHORITY OF FULTON COUNTY** (the “Authority”) issue its taxable revenue bonds to provide financing for such purposes; and

WHEREAS, an Inducement Letter attached hereto has been presented to the Authority under the terms of which the Authority agrees, subject to the provisions of such Inducement Letter, to issue its revenue bonds for the aforementioned financing purpose.

NOW, THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT AUTHORITY OF FULTON COUNTY:

1. That the Executive Director, Chairman or Vice Chairman of the Authority is hereby authorized to execute an Inducement Letter with the Company, in substantially the form attached hereto, or with such changes therein as shall be approved by the officers executing the same. The Authority expressly finds that the Project will further the Authority’s public purpose in furtherance of the development of trade, commerce, industry and employment opportunities as set forth in the Development Authorities Law of the State of Georgia (O.C.G.A. § 36-62-1, et seq.) and more specifically the Project is being approved under O.C.G.A. §§ 36-62-2(6)(N) and 36-80-25.

2. That the officers, employees and agents of the Authority are hereby authorized to take such further action as is necessary to carry out the intent and purpose of the Inducement Letter as executed and to cause its taxable revenue bonds to be issued upon the terms and conditions stated in the Inducement Letter, which is hereby made a part of this Resolution.

3. That the Authority finds, considers and declares that the issuance and sale of such revenue bonds for the purpose set forth in this Resolution will be appropriate and consistent with the objectives of the laws of the State of Georgia, and that the adoption of this Resolution is and constitutes the Authority's declaration of “official intent” (within the meaning of Treasury Regulation Section 1.150-2) toward the issuance of the revenue bonds referred to above.

ADOPTED this 26th day of September, 2023.

DEVELOPMENT AUTHORITY OF FULTON COUNTY

[S E A L]

By: _____
Chairman

A T T E S T:

By: _____
Assistant Secretary

I hereby certify that I am the Assistant Secretary of the Development Authority of Fulton County, and that the foregoing is a true and correct copy of a Resolution duly adopted by said Authority at a duly held meeting.

This 26th day of September, 2023.

Assistant Secretary
Development Authority of Fulton County

RESOLUTION

WHEREAS, **EDGED ATLANTA LLC, EDGED ATLANTA TILFORD II LLC, EDGED ATLANTA TILFORD III LLC AND TO-BE-NAMED TENANT**, or affiliates thereof, (each, an “Applicant” and together the “Applicant”) wishes to finance the construction and equipping of approximately three state-of-the-art, ultra-efficient, carbon neutral, waterless data center buildings with a combined footprint of approximately 895,000 square feet, to be located at 1968 Marietta Road Northwest in the City of Atlanta, Fulton County, Georgia to be developed in one or more phases over the next several years (collectively, the “Project”) and wishes to have the **DEVELOPMENT AUTHORITY OF FULTON COUNTY** (the “Authority”) issue its taxable revenue bonds to provide financing for such purposes; and

WHEREAS, an Inducement Letter attached hereto has been presented to the Authority under the terms of which the Authority agrees, subject to the provisions of such Inducement Letter, to issue its revenue bonds for the aforementioned financing purpose.

NOW, THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT AUTHORITY OF FULTON COUNTY:

1. That the Executive Director, Chairman or Vice Chairman of the Authority is hereby authorized to execute an Inducement Letter with the Applicant, in substantially the form attached hereto, or with such changes therein as shall be approved by the officers executing the same. The Authority expressly finds that the Project will further the Authority’s public purpose in furtherance of the development of trade, commerce, industry and employment opportunities as set forth in the Development Authorities Law of the State of Georgia (O.C.G.A. § 36-62-1, et seq.) and more specifically the Project is being approved under O.C.G.A. § 36-62-2(6)(N).

2. That the officers, employees and agents of the Authority are hereby authorized to take such further action as is necessary to carry out the intent and purpose of the Inducement Letter as executed and to cause its taxable revenue bonds to be issued upon the terms and conditions stated in the Inducement Letter, which is hereby made a part of this Resolution.

3. That the Authority finds, considers and declares that the issuance and sale of such revenue bonds for the purpose set forth in this Resolution will be appropriate and consistent with the objectives of the laws of the State of Georgia, and that the adoption of this Resolution is and constitutes the Authority's declaration of “official intent” (within the meaning of Treasury Regulation Section 1.150-2) toward the issuance of the revenue bonds referred to above.

Inducement Resolution – *Edged Atlanta LLC, Edged Atlanta Tilford II LLC, Edged Atlanta Tilford III LLC and To-Be-Named Tenant*

ADOPTED this 26th day of September, 2023.

DEVELOPMENT AUTHORITY OF FULTON COUNTY

[S E A L]

By: _____
Chairman

A T T E S T:

By: _____
Assistant Secretary

I hereby certify that I am the Assistant Secretary of the Development Authority of Fulton County, and that the foregoing is a true and correct copy of a Resolution duly adopted by said Authority at a duly held meeting.

This 26th day of September, 2023.

Assistant Secretary
Development Authority of Fulton County