

SUPPLEMENTAL BOND RESOLUTION

WHEREAS, the Development Authority of Fulton County (the “Issuer”) has heretofore adopted on October 24, 2023, a Bond Resolution (the “Bond Resolution”) for the benefit of Georgia Tech Athletic Association (the “Borrower”), authorizing the issuance and delivery of Development Authority of Fulton County Revenue Bonds (Georgia Tech Athletic Association Project), Series 2024 (the “Bonds”), in an aggregate principal amount of not to exceed \$40,000,000, for the purpose of financing (i) the costs of acquiring, equipping, installing, renovating and improving certain athletic and recreational facilities located on the campus of the Georgia Institute of Technology in Atlanta, Georgia (“Georgia Tech”) (the “Facilities”), (ii) capitalized interest during construction of the Facilities, and (iii) costs of issuance of the Bonds; and

WHEREAS, the Bond Resolution provided that prior to the issuance of the Bonds, the Issuer would adopt a supplemental resolution approving the final terms of the Bonds; and

WHEREAS, the Issuer desires to authorize the execution and delivery of a Bond Purchase Agreement (the “Bond Purchase Agreement”) among the Issuer, the Borrower and J.P. Morgan Securities LLC (the “Representative”), on behalf of itself and Wells Fargo Bank Association (collectively the “Underwriters”); and

WHEREAS, the Issuer desires to ratify the distribution of the Preliminary Official Statement, dated January 11, 2024 (the “Preliminary Official Statement”), relating to the Bonds; and

WHEREAS, the Issuer desires to authorize the execution, delivery and distribution of an Official Statement, dated the date hereof (the “Official Statement”), relating to the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE ISSUER, as follows:

Section 1. Approval of Final Aggregate Principal Amount, Interest Rates and Debt Service Schedule for the Bonds. The final aggregate principal amount of the Bonds and the interest rates and debt service schedule applicable thereto are set forth on Exhibit “A” attached hereto and are hereby approved.

Section 2. Ratification of Preliminary Official Statement and Authorization of Official Statement. The use and distribution of the Preliminary Official Statement, a copy of which has been presented at this meeting are hereby approved, ratified and confirmed. The use, execution and distribution of the Official Statement are hereby authorized and approved. The Official Statement shall be in substantially the same form as the Preliminary Official Statement, subject to such minor changes, insertions or omissions as may be approved by the Chairman or Vice Chairman, and the execution of the Official Statement by the Chairman or Vice Chairman as hereby authorized shall be conclusive evidence of any such approval.

Section 3. Authorization of the Bond Purchase Agreement. The execution, delivery and performance of the Bond Purchase Agreement providing for the sale of the Bonds,

by and among the Issuer, the Borrower and the Representative, are hereby authorized. The Bond Purchase Agreement shall be in substantially the form attached hereto as Exhibit “B,” subject to such minor changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the Issuer and the execution of the Bond Purchase Agreement by the Chairman or Vice Chairman of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 4. Actions Approved, Ratified and Confirmed. All acts and doings of the officers, directors, members, employees and agents of the Issuer which are in conformity with the purposes and intent of this Supplemental Bond Resolution and in furtherance of the issuance of the Bonds, including, but not limited to, the execution and delivery of any certificates, instruments and documents necessary in connection therewith, are hereby approved, ratified and confirmed.

Section 5. 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.

Section 6. Definitions. All capitalized, undefined terms used herein shall have the meanings ascribed to them in the Indenture.

Section 7. Confirmation of Bond Resolution. Except as provided in this Supplemental Bond Resolution, the Bond Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect as of the date hereof. The Issuer hereby ratifies and confirms all of the provisions of the Bond Resolution, as supplemented hereby.

Section 8. Effective Date. This Supplemental Bond Resolution shall take effect immediately upon its adoption.

ADOPTED this 23rd day of January, 2024.

**DEVELOPMENT AUTHORITY OF
FULTON COUNTY**

By: _____
Chairman

(SEAL)

ATTEST:

By: _____
Assistant Secretary

EXHIBIT A

**FINAL AGGREGATE PRINCIPAL AMOUNT,
INTEREST RATES AND PRICES
AND REDEMPTION**

\$ _____
**Development Authority of Fulton County
 Revenue Bonds (Georgia Tech Athletic Association Project), Series 2024**

Maturity (October 1)	Principal Amount	Interest Rate	Yield	Price
2024	\$	%	%	%
2025				
2026				
2027				
2028				
2029				
2030				
2031				
2032				
2033				
2034				
2035				
2036				
2037				
2038				
2039				
2040				
2041				
2042				
2043				
2044				

^c Priced to par call date of October 1, 20____.

Optional Redemption. The Bonds maturing on or after October 1, 20____, are subject to redemption prior to maturity by the Authority, at the direction of the Borrower, in whole or in part at any time on any date on or after October 1, 20____ at a redemption price equal to the principal amount of the Bonds to be redeemed plus accrued interest to the date of redemption.

Mandatory Redemption of Bonds.

(a) The Bonds maturing on October 1, 20____ are subject to mandatory sinking fund redemption prior to maturity in part, on October 1 of the years and in the amounts set forth below, at a redemption price equal to 100% of the principal amount thereof to be redeemed plus accrued interest to the redemption date:

<u>Year</u>	<u>Amount</u>
20__	\$
20__*	

* Final Maturity

(b) The Bonds maturing on October 1, 20____ are subject to mandatory sinking fund redemption prior to maturity in part, on October 1 of the years and in the amounts set forth below, at a redemption price equal to 100% of the principal amount thereof to be redeemed plus accrued interest to the redemption date:

<u>Year</u>	<u>Amount</u>
20__	\$
20__*	

* Final Maturity

EXHIBIT B

BOND PURCHASE AGREEMENT

ASSISTANT 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 Development Authority of Fulton County Revenue Bonds (Georgia Tech Athletic Association Project), Series 2024, constitute a true and correct copy of the Supplemental Bond Resolution duly adopted on January 23, 2024 by a majority of the directors of the Issuer in a meeting duly called and assembled, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of said Supplemental Bond Resolution appears of record in the Minute Book of the Issuer which is in the undersigned’s custody and control.

WITNESS my hand and the official seal of the Development Authority of Fulton County, this 23rd day of January, 2024.

Assistant Secretary
Development Authority of Fulton County

(SEAL)

RESOLUTION

WHEREAS, **X CORP., A NEVADA CORPORATION**, or an affiliate thereof, (the “Company”) wishes to finance the acquisition, installation and utilization of next-generation computer infrastructure to develop and train artificial intelligence products for the X Platform, including Large Language Models and Semantic Search to be located at 1025 Jefferson Street NW 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.

ADOPTED this 23rd day of January, 2024.

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 23rd day of January, 2024.

Assistant Secretary
Development Authority of Fulton County

BOND RESOLUTION

THE DEVELOPMENT AUTHORITY OF FULTON COUNTY AUTHORIZING, INTER ALIA, THE ISSUANCE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$700,000,000 OF DEVELOPMENT AUTHORITY OF FULTON COUNTY TAXABLE REVENUE BONDS (GENERATIVE AI EQUIPMENT PROJECT), SERIES 2024

Adopted January 23, 2024

- Exhibit "A" - Form of Lease Agreement;
- Exhibit "B" - Form of Indenture of Trust;
- Exhibit "C" - Form of Bond Purchase Agreement;
- Exhibit "D" - Form of Guaranty Agreement;
- Exhibit "E" - Form of Home Office Payment Agreement; and
- Exhibit "F" - Form of Memorandum of Agreement Regarding Lease Structure and Valuation of Leasehold Interest

BOND RESOLUTION

WHEREAS, the Development Authority of Fulton County, a public body corporate and politic (the “Issuer”) created and existing pursuant to the provisions of the Development Authorities Law of the State of Georgia (O.C.G.A. Section 36-62-1 et seq.), as amended (the “Act”), and an activating resolution of the Board of Commissioners of Fulton County, Georgia adopted on May 16, 1973, as amended, its directors have been appointed as provided therein and are currently acting in that capacity; and

WHEREAS, the Issuer has been created to develop and promote for the public good and general welfare, trade, commerce, industry and employment opportunities and to promote the general welfare of the State of Georgia; the Act empowers the Issuer to issue its revenue obligations, in accordance with the applicable provisions of the Revenue Bond Law of the State of Georgia (O.C.G.A. Sections 36-82-60 et seq.); as heretofore and hereafter amended, for the purpose of acquiring, constructing and installing any “project” (as defined in the Act) for lease or sale to prospective tenants or purchasers in furtherance of the public purpose for which it was created; and

WHEREAS, at the request of X Corp., a Nevada Corporation (the “Company”), the Issuer proposes to authorize the issuance of its Taxable Revenue Bonds (Generative AI Equipment Project), Series 2024 (the “Bonds”) in a total aggregate principal amount not to exceed \$700,000,000 in order to finance or refinance, directly or indirectly, in whole or in part, the acquisition, installation and utilization of next-generation computer infrastructure to develop and train artificial intelligence products for the X platform, including Large Language Models and Semantic Search to be located at 1025 Jefferson Street, NW, Atlanta, Fulton County, Georgia in order to promote economic development and job creation and to facilitate a property tax incentive for the Company (the “Project”); and

WHEREAS, in accordance with the applicable provisions of the Act, the Issuer, in furtherance of the public purpose for which it was created, proposes to enter into a Lease Agreement (the “Lease Agreement”), dated as of the date of issuance of the Bonds, with the Company, under the terms of which the Issuer agrees to finance or refinance the Project, all as is more fully set forth in the Lease Agreement, for the exclusive use and occupancy of the Company, and the Company agrees to pay to the Issuer specified rents and other payments which will be fully sufficient to pay the principal of, the redemption premium (if any) and the interest on the Bonds as the same become due and to pay certain administrative expenses in connection with the Bonds; and

WHEREAS, under the terms of the Lease Agreement the Issuer will receive specified rents and other payments from the Company, which said payments shall be assigned and pledged, together with the Lease Agreement itself, all rental payments and other payments to be received pursuant to the Lease Agreement, and all amounts on deposit from time to time in the

“Bond Fund” and the “Project Fund” (as such terms are defined in the Lease Agreement) as security for the payment of the principal of and the interest on, the Bonds; and

WHEREAS, it is necessary that all right, title and interest of the Issuer in the Lease Agreement, together with the Lease Agreement itself (except the Unassigned Rights, as defined in the Lease Agreement) be assigned to a corporate trustee under the terms of an Indenture of Trust (the “Indenture”), dated as of the date of issuance of the Bonds, to be entered into by and between the Issuer and Synovus Bank, as trustee (the “Trustee”); and

WHEREAS, the Trustee, the Issuer, the Company, as lessee under the Lease Agreement and in its capacity as purchaser of the Bonds (in such capacity, the “Purchaser”), propose to enter into a Home Office Payment Agreement (the “Home Office Payment Agreement”), pursuant to which the Company will agree, among other things, to pay directly to the Purchaser the moneys sufficient to provide for the payment of the debt service on the Bonds; and

WHEREAS, the Company, as guarantor, has agreed to enter into a Guaranty Agreement, dated as of the date of issuance of the Bonds (the “Guaranty Agreement”), pursuant to which the Company agrees to pay to the Trustee for the benefit of the owners from time to time of the Bonds, rental payments set forth under the Lease Agreement as the same become due together with other fees and expenses thereunder; and

WHEREAS, the leasehold interest of the Company shall be valued for ad valorem property taxes in accordance with a Memorandum of Agreement Regarding Lease Structure and Valuation of Leasehold Interest Tax (the “Tax Memorandum”), among the Issuer, the Company and the Fulton County Board of Assessors; and

WHEREAS, after careful study and investigation by the Issuer, it appears to be in the best interest of the citizens of Fulton County, Georgia (the “County”) that the Lease Agreement be entered into, and the Issuer has found and does hereby declare that the financing or refinancing the Project is a lawful and valid public purpose in that it will further the public purpose intended to be served by Section 36-62-2(6)(N) of the Act (and not as a “project” described in Section 36-62-2(6)(J) of the Act or in any other provision of the Act defining the term “project” or authorizing “projects”); the Project will develop and promote trade, commerce, industry and employment opportunities for the public good and the general welfare and promote the general welfare of the State of Georgia; that the issuance of the Bonds to acquire, directly or indirectly, in whole or in part, the Project and the leasing thereof to the Company will be in the public interest of the inhabitants of the County and of the State of Georgia; that the Project and the use thereof will further the public purposes of the Act for which the Issuer was created, and that the Project and the Bonds will be sound, feasible, and reasonable; and;

WHEREAS, the Issuer further finds and determines that (i) the adoption of this Bond Resolution and the subsequent issuance of the Bonds to acquire, directly or indirectly, in whole or in part, the Project does not constitute a “business loan” or confer any other “public benefit” within the meaning of Section 50-36-1 of the Act, and (ii) neither the Company nor any other

participant in the transaction involving the Bonds or the Project and their respective counsel constitute “an applicant for public benefits” within the meaning of Section 50-36-1 of the Act in connection with the issuance of the Bonds; therefore, such persons are not subject to Systematic Alien Verification and Entitlement pursuant to such code section in connection with the issuance of the Bonds; and

WHEREAS, the Issuer further finds and determines that the Project is not a public project and is therefore not subject to the Georgia Local Government Public Works Construction Law (Section 36-91-1, et seq. of the Act);

NOW, THEREFORE, BE IT RESOLVED, as follows:

Section 1. Authority for Bond Resolution. This Bond Resolution is adopted pursuant to the provisions of the Act.

Section 2. Findings. It is hereby ascertained, determined and declared that:

(a) the acquisition, installation and utilization of the Project (and the financing thereof as a “project” under Section 36-62-2(6)(N) of the Act) is a lawful and valid public purpose in that it will further the public purpose intended to be served by the Act including the development of trade, commerce, industry and employment opportunities in the County;

(b) the Project meets the requirements for a “Project” as such term is defined in Sections 36-62-2(6)(N) and 36-80-25 of the Act, in so far as a majority of the members of the Issuer hereby determine that the Project and the financing thereof by the Issuer is for the essential public purpose of the development of trade, commerce, industry and employment opportunities in the County;

(c) the specified rents and other payments to be received by the Issuer under the Lease Agreement will be fully sufficient to pay the principal of, and the interest on, the Bonds as the same become due and to pay certain administrative expenses in connection with the Bonds;

(d) the Company is required to maintain the Project therein described and to carry all property insurance with respect thereto at the expense of the Company and also to pay the Trustee’s annual fee for serving as Trustee and paying agent;

(e) the Bonds will constitute only limited obligations of the Issuer and will be payable solely from the revenues to be assigned and pledged to the payment thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or the County and will not directly, indirectly, or contingently obligate said State or said County to levy or to pledge any form of taxation whatever for the payment thereof and the Issuer has no taxing power; and

(f) the Project will be self-liquidating and the Issuer shall not operate the Project as a business other than as a lessor.

Section 3. Authorization of Acquisition and Installation of Project. The acquisition and installation of the Project as contemplated in the Lease Agreement is hereby authorized.

Section 4. Authorization of Bonds. For the purpose of paying the cost, in whole or in part, of financing or refinancing the Project, in order to promote economic development and job creation and to facilitate a property tax incentive for the Company, the issuance of a maximum of \$700,000,000 in aggregate principal amount of revenue bonds of the Issuer known as the “Development Authority of Fulton County Taxable Revenue Bonds (Generative AI Equipment Project), Series 2024” are hereby authorized. The Bonds shall be dated, mature, bear interest, be subject to redemption prior to maturity and be payable as set forth in Articles II and III of the Indenture. The Bonds shall be issued as registered Bonds without coupons in various denominations with such rights of exchangeability and transfer and shall be in the form and executed and authenticated in the manner provided in the Indenture. The term “Bonds” as used herein shall be deemed to mean and include the Bonds as initially issued and delivered and Bonds issued in exchange therefor or in exchange for Bonds previously issued.

Any Bonds hereafter issued in exchange for the Bonds initially issued and delivered pursuant to the Indenture shall be executed in accordance with the provisions of the Indenture and such execution by the Executive Director, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is instructed to execute such certificate of validation upon the written request of the Trustee or the Issuer, specifying that such Bond is being issued in exchange or for transfer of registration for one of the Bonds issued and delivered to the initial purchaser thereof or one of the Bonds previously issued in exchange therefor.

Section 5. Authorization of Lease Agreement. The execution, delivery and performance of the Lease Agreement by and between the Issuer and the Company be and the same are hereby authorized. The Lease Agreement shall be in substantially the form attached hereto as Exhibit “A,” subject to such minor changes, insertions or omissions as may be approved by the Executive Director, Chairman or Vice Chairman of the Issuer and the execution of the Lease Agreement by the Executive Director, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 6. Authorization of Indenture. In order to secure the payment of the principal of, and the interest on, the Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Bonds, the execution, delivery and performance of the Indenture by and between the Issuer and the Trustee be and the

same are hereby authorized. The Indenture shall be in substantially the form attached hereto as Exhibit “B,” subject to such minor changes, insertions or omissions as may be approved by the Executive Director, Chairman or Vice Chairman of the Issuer and the execution of the Indenture by the Executive Director, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 7. Authorization of Bond Purchase Agreement. The execution, delivery and performance of the Bond Purchase Agreement providing for the sale of the Bonds, by, between and among the Issuer and the Company, in its capacity as lessee and in its separate capacity as purchaser of the Bonds be and the same are hereby authorized. The Bond Purchase Agreement shall be in substantially the form attached hereto as Exhibit “C,” subject to such minor changes, insertions or omissions as may be approved by the Executive Director, Chairman or Vice Chairman of the Issuer and the execution of the Bond Purchase Agreement by the Executive Director, Chairman or Vice Chairman of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 8. Acknowledgment of Guaranty Agreement. The Guaranty Agreement to be entered into by and between the Company and the Trustee in connection with the issuance of the Bonds shall be in substantially the form attached hereto as Exhibit “D,” subject to such minor changes, insertions or omissions as may be approved by the Company and the Trustee prior to the execution and delivery thereof.

Section 9. Authorization of Home Office Payment Agreement. The execution, delivery and performance of the Home Office Payment Agreement among the Issuer, the Trustee, the Company and the Purchaser be and the same are hereby authorized. The Home Office Payment Agreement shall be in substantially the form attached hereto as Exhibit “E,” subject to such minor changes, insertions or omissions as may be approved by the Executive Director, Chairman or Vice Chairman of the Issuer and the execution of the Home Office Payment Agreement by the Executive Director, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 10. Authorization of Tax Memorandum. The execution, delivery and performance of the Tax Memorandum among the Issuer, the Company and the Fulton County Board of Assessors, be and the same are hereby authorized. The Tax Memorandum shall be in substantially the form attached hereto as Exhibit “F,” subject to such minor changes, insertions or omissions as may be approved by the Executive Director, Chairman or Vice Chairman of the Issuer and the execution of the Tax Memorandum by the Executive Director, Chairman or Vice Chairman of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 11. Designation of Trustee. Synovus Bank is hereby designated Trustee under the Indenture, Paying Agent and Bond Registrar for the Bonds.

Section 12. Execution of Bonds. The Bonds shall be executed in the manner provided in the Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the purchaser or purchasers thereof with instructions to that effect as provided in the Indenture. Anything herein or in the Indenture to the contrary notwithstanding, the Executive Director or Vice Chairman of the Issuer is hereby authorized to execute the Bonds in the event of the absence or incapacity of the Chairman of the Issuer, and the Assistant Secretary of the Issuer is hereby authorized to attest the Bonds in the absence or incapacity of the Secretary of the Issuer.

Section 13. Validation of Bonds. The Chairman or, in his absence or incapacity, the Executive Director or 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, to request such District Attorney to institute a proceeding to confirm and validate the Bonds and to pass upon the security therefor, and said Executive Director, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer are further authorized to acknowledge service and make answer in such proceeding.

Section 14. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Lease Agreement, the Indenture, the Home Office Payment Agreement and the Bond Purchase Agreement or any other documents related to the Project to which the Issuer is a party shall be deemed to be a stipulation, obligation or agreement of any officer, director, member, agent or employee of the Issuer in his individual capacity, and no such officer, director, member, agent or employee shall be personally liable on the Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 15. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, members, 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 intent of this Bond Resolution and 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 (e.g., lender documents and assignment documents) as may be necessary or desirable in connection with the issuance of the Bonds and the execution and delivery of the Indenture, the Lease Agreement, the Bond Purchase Agreement, the Home Office Payment Agreement and the Tax Memorandum.

The Executive Director, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer are hereby authorized and directed to prepare and furnish to the purchaser or purchasers, when the Bonds are issued, certified copies of all the proceedings and records of the Issuer relating to the Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Issuer as to the truth of all statements contained therein.

Section 16. Actions Approved and Confirmed. All acts and doings of the officers of the Issuer which are in conformity with the purposes and intents of this Bond Resolution and in the furtherance of the issuance of the Bonds and the execution, delivery and performance of the Indenture, the Lease Agreement, the Bond Purchase Agreement, the Home Office Payment Agreement and the Tax Memorandum shall be, and the same hereby are, in all respects approved and confirmed.

Section 17. 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 or of the Bonds authorized hereunder.

Section 18. 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.

Section 19. Performance Audit. The Issuer hereby waives the provisions of O.C.G.A. § 36-82-100 requiring that a performance audit or performance review be conducted with respect to the expenditure of the proceeds of the Bonds. The notice of the hearing to validate the Bonds shall contain a specific waiver expressly stating that no performance audit or performance review shall be conducted with respect to the expenditure of the proceeds of the Bonds.

Section 20. Effective Date. This Bond Resolution shall take effect immediately upon its adoption.

Section 21. City of Atlanta and Fulton County Ordinances. The Issuer hereby acknowledges that it is the responsibility of the Company to ensure compliance with any applicable City of Atlanta or Fulton County ordinances, including those set forth in Section 2.2(i) of the Lease Agreement.

ADOPTED this 23rd day of January, 2024.

DEVELOPMENT AUTHORITY OF
FULTON COUNTY

(CORPORATE SEAL)

By: _____
Chairman

Attest:

Assistant Secretary

Exhibit "A"

Form of Lease Agreement

Exhibit "B"

Form of Indenture of Trust

Exhibit "C"

Form of Bond Purchase Agreement

Exhibit "D"

Form of Guaranty Agreement

Exhibit "E"

Form of Home Office Payment Agreement

Exhibit "F"

Form of Memorandum of Agreement Regarding
Lease Structure and Valuation of Leasehold Interest

SECRETARY’S CERTIFICATE

I, the undersigned Assistant Secretary of the Development Authority of Fulton County (the “Issuer”), DO HEREBY CERTIFY, that the foregoing pages of typewritten matter pertaining to an aggregate principal amount not to exceed \$700,000,000 of Development Authority of Fulton County Taxable Revenue Bonds (Generative AI Equipment Project), Series 2024, constitute a true and correct copy of the Bond Resolution, adopted on January 23, 2024, by the directors of the Issuer in a meeting duly called and assembled which was open to the public and at which a quorum was present and acting throughout, and that the original of said Bond Resolution appears of record in the Minute Book of the Issuer which 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 the Bond Resolution was duly adopted by the following vote:

The following voted “Aye”: _____

The following voted “Nay”: _____

The following Did Note Vote: _____

WITNESS my hand and the official seal of the Development Authority of Fulton County, this 23rd day of January, 2024.

Assistant Secretary
Development Authority of Fulton County

(CORPORATE SEAL)