

INDUCEMENT RESOLUTION

RESOLUTION OF THE BOARD OF DIRECTORS OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY AUTHORIZING, *INTER ALIA*, THE EXECUTION OF A REBA GRANT MOU, A PERFORMANCE AND ACCOUNTABILITY AGREEMENT AND CERTAIN OTHER DOCUMENTS NECESSARY TO OBTAIN A REBA GRANT TO SUPPORT THE FUNDING OF A PROJECT TO BE UNDERTAKEN BY BRIAR PATCH HOLDINGS LLC; AND FOR OTHER RELATED PURPOSES

WHEREAS, the Development Authority of Fulton County (the "Authority") is duly constituted under the laws of Georgia; and

WHEREAS, in every case, it is the intention of the Authority to develop opportunities for the public good and the general welfare of the citizens of Fulton County and the State of Georgia; and

WHEREAS, Briar Patch Holdings LLC (the "Company"), has proposed to build a food processing plant for Batter Up Foods in unincorporated Fulton County, Georgia; and

WHEREAS, the Company has requested the Authority to apply for a REBA Grant from the State of Georgia in an amount of not to exceed **\$500,000** to finance the construction and acquisition of furniture, fixtures and equipment for a food processing plant for Batter Up Foods in unincorporated Fulton County, Georgia (the "Project"); and

WHEREAS, the Company expects that the Project will result in the addition of up to **162 new full-time employment positions** once the development of the Project is completed, and will involve a **private investment of up to \$23,225,000**; and

WHEREAS, in connection with such REBA Grant, the Authority will be required to enter into (i) a Georgia Project Development Finance Assistance Memorandum of Understanding among the Company, the Authority and the Georgia Department of Economic Development (the "REBA Grant MOU"), and (ii) a Performance and Accountability Agreement among the Authority, the Company and the Georgia Department of Community Affairs (the "Performance and Accountability Agreement"), and take title to such Project and to lease the Project to the Company; and

WHEREAS, the Project will create both new and expanded opportunities for the development of trade, commerce, industry and employment, and will promote the public good and general welfare of Fulton County and the State of Georgia; and

WHEREAS, by taking title to the Project, leasing the Project to the Company and applying for and distributing the proposed REBA Grant to finance the Project, the Authority will be acting in furtherance of its public purposes; and

WHEREAS, the financing of the Project by Authority pursuant to the REBA Grant is critical to inducing the Company to undertake and locate the Project within the territorial area of the Authority.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Authority, and it is hereby resolved by the authority of the same as follows:

Section 1. Authorization of REBA Grant MOU. The execution, delivery and performance of the Georgia Project Development Finance Assistance Memorandum of Understanding among the Company, the Authority and the Georgia Department of Economic Development (the "REBA Grant MOU") be and the same are hereby authorized, approved and directed. The REBA Grant MOU shall be in the form as may be approved by the Chairman or Vice Chairman of the Authority, and the execution of the REBA Grant MOU by the Chairman or Vice Chairman of the Authority as hereby authorized shall be conclusive evidence of any such approval.

Section 2. Authorization of Performance and Accountability Agreement. The execution, delivery and performance of the Performance and Accountability Agreement among the Authority, the Company and the Georgia Department of Community Affairs (the "Performance and Accountability Agreement") be and the same are hereby authorized, approved and directed. The Performance and Accountability Agreement shall be in the form as may be approved by the Chairman or Vice Chairman of the Authority, and the execution of the Performance and Accountability Agreement by the Chairman or Vice Chairman of the Authority as hereby authorized shall be conclusive evidence of any such approval.

Section 3. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the Chairman, the Vice Chairman and any other the proper officers, directors, members, agents and employees of the Authority 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 this Resolution, including, without limitation, the execution, delivery and performance of the REBA Grant MOU, the Performance and Accountability Agreement and the lease with the Company. Such other certificates, papers and documents shall be in such form and contain such terms and conditions as may be approved by any such officer, member, director, agent or employee of the Authority, and the execution of such other certificates, papers and documents by any such officer, member, director, agent or employee of the Authority as herein authorized shall be conclusive evidence of any such approval. The Secretary or any Assistant Secretary of the Authority is hereby authorized to attest the signature of the Chairman, the Vice Chairman or any other officer, director, agent or employee of the Authority and impress, imprint or otherwise affix the seal of the Authority on any of the certificates, papers and documents executed in connection with this Resolution, but shall not be obligated to do so, and the absence of the signature of the Secretary or Assistant Secretary of the Authority or the Authority's seal on any such other certificates, papers and documents shall not affect the validity or enforceability of the Authority's obligations thereunder.

Section 4. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the REBA Grant MOU or the Performance and Accountability Agreement shall be deemed to be a stipulation, obligation or agreement of any officer, member, director, agent or employee of the Authority in his or her individual capacity, and no such officer, member, director, agent or employee shall be personally liable or accountable thereunder.

Section 5. Actions Approved and Confirmed. All acts and doings of the officers of the Authority which are in conformity with the purposes and intents of this Resolution and in the furtherance of the execution, delivery and performance of the REBA Grant MOU and the

Performance and Accountability Agreement shall be, and the same hereby are, in all respects approved and confirmed.

Section 6. 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.

Section 7. Repealing Clause. All resolutions or parts thereof of the Authority in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

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

Adopted and approved this 19th day of May, 2020.

**DEVELOPMENT AUTHORITY OF
FULTON COUNTY**

By: _____
Chairman

Attest: _____
Assistant Secretary

RESOLUTION

WHEREAS, **LIDL US OPERATIONS, LLC**, or an affiliate thereof, (the “Company”) wishes to finance the redevelopment of a site containing a strip mall and a standalone restaurant into a free standing approximately 28,670 square foot retail grocery store with approximately 130 parking spaces to be located at 690 Holcomb Bridge Road in the City of Roswell, 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 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 19th day of May, 2020.

[S E A L]

DEVELOPMENT AUTHORITY OF FULTON COUNTY

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 via teleconference in accordance with O.C.G.A. Section 50-14-1 (g) due to the Coronavirus pandemic and the emergency declaration by Governor Brian Kemp.

This 19th day of May, 2020.

Assistant Secretary
Development Authority of Fulton County