

**PRELIMINARY RESOLUTION  
RELATED TO THE ISSUANCE OF  
REVENUE BONDS (100 NORTH MAIN PROJECT)  
BY MEMPHIS CENTER CITY REVENUE FINANCE CORPORATION**

**WHEREAS**, the Memphis Center City Revenue Finance Corporation (the “Issuer”), is a public, nonprofit company duly organized and existing under and by virtue of the laws of the State of Tennessee and is empowered and authorized by Sections 7-53-101 et seq., Tennessee Code Annotated (the “Act”), to issue bonds, notes and other evidences of indebtedness to finance Projects (as defined in the Act); and

**WHEREAS**, it is vital to the economic growth and development of the City of Memphis, Tennessee (the “City”) and the County of Shelby, Tennessee (the “County”) that vacant and underutilized real property be developed or redeveloped and placed into service; and

**WHEREAS**, the Parking Authority of the City of Memphis and County of Shelby, Tennessee d/b/a Downtown Mobility Authority (the “DMA”) owns the real property bounded on the north by Adams Avenue, on the east by Second Street, on the south by Jefferson Avenue and on the west by Main Street (the “Development Site”), including the 100 North Main building (“100 North Main”); and

**WHEREAS**, DMA, 100 North Main, LLC (the “Developer”), the City and this Corporation entered into Development Agreement dated as of November 1, 2023 (the “Development Agreement”) regarding the redevelopment of the Development Site, including 100 North Main; and

**WHEREAS**, the Developer proposes, itself or through affiliates thereof, to redevelop the Development Site, including 100 North Main, as a mixed-use development including residential, office, hotel, retail and parking uses (collectively, the “100 North Main Development”); and

**WHEREAS**, the renovation of 100 North Main, which is Phase I of the 100 North Main Development, is estimated to cost approximately Two Hundred Eighty Million Dollars (\$280,000,000); and

**WHEREAS**, the redevelopment of the Development Site, including 100 North Main, into a mixed-use development including residential, office, hotel, retail and parking would remedy blight, create jobs, increase surrounding property values, provide affordable and market-rate housing in the core of the City, assist to foster and sustain economic activity, and help to increase tourism and attract new citizens to the City; and

**WHEREAS**, the Local Tourism Development Zone Business Tax Act, Tenn. Code Ann. §§ 67-4-3001 et seq. (the “Surcharge Act”) authorizes the City to designate as a “Qualified Public Use Facility” a mixed-use development including a full-service hotel with not less than one hundred fifty (150) rooms and including retail, office, apartment, parking or other commercial or residential uses that is located in the portion of Downtown Memphis designated as a tourism development zone (the “Downtown TDZ”) pursuant to the Convention Center and Tourism

Development Financing Act of 1998, which is codified at Tenn. Code Ann. §§ 7-88-101 *et seq.*; and

**WHEREAS**, the Development Agreement also requires that the 100 North Main Development include a full-service hotel with not less than one hundred fifty (150) rooms as a part of a mixed-use development, including retail, office, apartment, parking, or other commercial or residential uses; and

**WHEREAS**, the Surcharge Act authorizes the City to levy a privilege tax (the “Tourism Surcharge”) on the sale of certain goods and services within such Qualified Public Use Facility and other related facilities, and to assign (or cause to be assigned) to the Issuer the revenues from such Tourism Surcharge that are paid, remitted or otherwise transferred to the City or the City Treasurer to pay or reimburse eligible costs incurred, or to pay debt service on indebtedness incurred to finance or refinance costs, in connection with the acquisition, construction, renovation, and equipping of such Qualified Public Use Facility and other related facilities;

**WHEREAS**, it is proposed that the Council of the City of Memphis, Tennessee (the “City Council”) approve a five percent (5%) 100 North Main Surcharge and allocate the revenues created by the Tourism Surcharge (the “Surcharge Revenues”) to the Issuer to pay debt service on any debt obligations issued to finance, in part, the 100 North Main Development; and

**WHEREAS**, it is proposed that contemporaneously with the issuance of the Series 2024 Bonds (as defined below), the Developer will convey 100 North Main, other than the parking garage included therein, to the Issuer and the Issuer shall lease such real property to the Developer or one or more affiliates thereof (such lease defined herein as, the “100 North Main PILOT Lease Agreement”); and

**WHEREAS**, contemporaneously with the issuance of the Series 2024 Bonds, the Developer will convey the portion of 100 North Main constituting the parking garage included therein (the “Parking Garage”) to the Issuer, and it is proposed that the Issuer proposes shall lease to the DMA which will sublease that Parking Garage to the Developer (such lease defined herein as, the “Parking Garage PILOT Lease Agreement”); and

**WHEREAS**, pursuant to Section 6-54-118 of the Tennessee Code Annotated, the City is authorized to make contributions to the Issuer from appropriated funds for the purpose of economic development, and pursuant to Section 7-53-315 of the Tennessee Code Annotated, the City is authorized to aid or otherwise provide assistance, including without limitation, granting, contributing or pledging to, or for the benefit of the Issuer, revenues derived from any source except revenues derived from ad valorem property taxes, for those projects, or portions thereof, that consist of public infrastructure, public improvements or other public facilities for such term or terms and upon such conditions as may be determined by the City Council; and

**WHEREAS**, it is proposed that contemporaneously with the issuance of the Series 2024 Bonds, the Issuer and the City will enter into a City Grant Contribution Agreement (the “City Grant Contribution Agreement”) pursuant to which the City shall agree, for the purpose of facilitating the financing of the development and construction of the Parking Garage, to make grant contributions equal to \$1.125% per \$100.00 of the local option sales tax collected from 100 North

Main during the term of the Series 2024 Bonds, or, if earlier, when the City's obligations under the City Grant Contribution Agreement have been fully performed and discharged and the lien of the Master Indenture (as hereinafter defined) shall have been discharged in accordance with the terms thereof (the "City Grant Contributions"); and

**WHEREAS**, it is proposed that the City will lease approximately 60,000 square feet of office space within 100 North Main (the "City Office Lease"); and

**WHEREAS**, the Act and the Surcharge Act empower the Issuer to issue its economic development bonds to finance and/or refinance certain development and construction costs in the 100 North Main Development and pay debt service on such bonds from the revenues it receives from the assignment to it of the City Grant Contributions, the Surcharge Payments and the rents received by the Developer from the City Office Lease (the "City Office Rents"), as more fully described in the Act, the Surcharge Act and herein; and

**WHEREAS**, the Issuer has determined that it is in the best interest of the Issuer, the City and the County to issue its economic development revenue bonds, in one or more series (the "Series 2024 Bonds"), for the purposes of (a) financing or refinancing certain eligible capital costs of the 100 North Main Development, (b) to the extent permitted, paying certain costs of issuance incurred in connection with the issuance and sale of the Series 2024 Bonds, (c) funding capitalized interest on the Series 2024 Bonds and (d) funding reserve funds and other reserve funds for the Series 2024 Bonds, if necessary; and

**WHEREAS**, in no event shall the aggregate par amount of Series 2024 Bonds issued hereunder exceed Seventy Five Million Dollars (\$75,000,000); and

**WHEREAS**, the Series 2024 Bonds shall be limited obligations of the Issuer payable solely from the City Grant Contributions, the Surcharge Payments, the City Lease Payments and other revenues payable by the City. No holder of any such Series 2024 Bonds shall have the right to compel any exercise of the taxing power of the State of Tennessee (the "State"), the City, the County or any political subdivision thereof, and such Series 2024 Bonds shall not constitute a debt, liability or obligation of the State, the City, the County, the Issuer or any political subdivision thereof; the Issuer has no taxing power; and

**WHEREAS**, in no event shall the Developer, or any affiliate thereof, have any obligation to provide for the payment of any debt service on the Series 2024 Bonds, and the issuance of the Series 2024 Bonds and the application of their proceeds to the purposes described above shall in no event constitute a loan to the Developer, or any affiliate thereof; and

**WHEREAS**, the Issuer proposes to authorize the issuance, sale and delivery of the Series 2024 Bonds pursuant to certain provisions of the Act and pursuant to a Master Trust Indenture (the "Master Indenture"), as amended and supplemented, from time to time, by certain Supplemental Master Trust Indentures (the "Supplemental Indentures"), from the Issuer to a trustee (the "Trustee"), for the purposes set forth above; and

**WHEREAS**, in connection with the sale of the Series 2024 Bonds, the Issuer shall enter into one or more Bond Purchase Agreements or Placement Agreements (the "Purchase

Agreements/Placement Agreements”) with one or more underwriters or placement agents (in such capacity, the “Underwriter/Placement Agent”); and

**WHEREAS**, in connection with the offering of the Series 2024 Bonds for sale, the Issuer desires to circulate one or more of a Preliminary Offering Statement and/or Preliminary Limited Offering Memorandum and an Offering Statement and/or Limited Offering Memorandum (together, the “Offering Memorandum”) related to the Series 2024 Bonds; and

**WHEREAS**, as required by Rule 15c2-12 of the Securities and Exchange Commission, the Issuer desires to enter into one or more Continuing Disclosure Agreements (the “Continuing Disclosure Agreement”) in connection with the issuance of the Series 2024 Bonds, providing for the disclosure of certain annual financial information and event notices relating to the Series 2024 Bonds; and

**WHEREAS**, prior to final approval of the issuance of the Series 2024 Bonds, there must be presented the following documents (collectively the “Financing Instruments”):

1. Master Indenture and Supplemental Indentures;
2. Purchase Agreement / Placement Agreement;
3. Official Statement / Limited Offering Memorandum; and
4. Continuing Disclosure Agreement.

**NOW, THEREFORE, BE IT RESOLVED**, by this Board of Directors of the Memphis Center City Revenue Finance Corporation, for and in consideration of the mutual promises and covenants contained herein, and for other good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, the parties herein hereby agree as follows:

1. The Issuer hereby authorizes the Chairman, the Vice Chairman, President & CEO, Secretary and Assistant Secretary of the Issuer, any one of whom may act (the “Authorized Officers”), to take such actions and work with the Underwriter and/or Placement Agent and the Developer and legal counsel as may be necessary to further develop the financing structure for the Series 2024 Bonds.

2. The Issuer hereby approves the preparation and distribution to potential investors of a Preliminary Official Statement and/or a Preliminary Limited Offering Memorandum describing the Series 2024 Bonds and the 100 North Main Development. The Authorized Officers, or any of them, are authorized, on behalf of the Issuer, to deem the Preliminary Official Statement and/or the Preliminary Limited Offering Memorandum in final form, within the meaning of Securities Exchange Act Rule 15c2-12(b)(1), except for the omission of certain pricing and other information allowed to be omitted pursuant to such Rule 15c2-12(b)(1).

3. Notwithstanding anything herein to the contrary, the Series 2024 Bonds may not be issued, nor shall the Authorized Officers have any authority to enter into the Purchase Agreement or Placement Agreement (or any other agreement binding the Issuer to the sale of the Series 2024

Bonds) until the Issuer has provided its final approval of (a) the issuance of the Series 2024 Bonds and (b) the execution and delivery of the Financing Instruments.

4. Nothing herein shall obligate the Issuer to incur any costs or expend any funds in preparation for the issuance of the Series 2024 Bonds.

5. That the officers of the Issuer are hereby authorized and directed to distribute certified copies of this Resolution, and to schedule, publish and hold a public TEFRA hearing in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended, regarding and in consideration of the proposed issuance by the Issuer of the Series 2024 Bonds for the 100 North Main Development.

6. All acts and doings of the officers of the Issuer that are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Series 2024 Bonds shall be and the same hereby are in all respects, approved and confined.

7. It is the intention of the Issuer that this resolution constitutes a declaration of “official intent” of the Issuer to reimburse eligible expenditures with the proceeds of Series 2024 Bonds, within the meaning of Treasury Regulations Section 1.150-2.

8. This Resolution shall be in immediate effect from and after its adoption.

Adopted this 12<sup>th</sup> day of March 2024.

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Its: \_\_\_\_\_