

**RESOLUTION OF THE MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY CONCERNING EXCUSED ABSENCES**

**A RESOLUTION OF THE MCPHERSON IMPLEMENTING LOCAL
REDEVELOPMENT AUTHORITY PROVIDING FOR AND EXCUSING THE
ABSENCE OF CERTAIN BOARD MEMBERS FROM ATTENDANCE AT THE
HEREIN REFERENCED BOARD MEETINGS; AND FOR OTHER RELATED
PURPOSES.**

WHEREAS, the McPherson Implementing Local Redevelopment Authority (the "Authority") was formed pursuant to the McPherson Implementing Local Redevelopment Authority Act (H.B. 817) (the "Act"), which became effective upon the execution of an Executive Order issued by the Governor of the State of Georgia on September 9, 2009; and

WHEREAS, under the provisions of Section 3(h) of the Act, the failure to attend three (3) consecutive regular meetings of the Authority, to the extent one or more such absences is not an excused absence, results in a vacancy in the seat of the absentee member of the Board of Directors; and

WHEREAS, Section 3(h) of the Act requires the Board of Directors of the Authority to excuse the absences of members of the Board of Directors by resolution of the Authority; and

WHEREAS, the staff of the Authority have discussed the absences of the members of the Board of Directors listed on Exhibit A hereto, and recommend that the Board of Directors excuse the absence of such Board members from past Authority meetings for good cause; and

WHEREAS, after consideration of the staff's recommendation and based upon the facts available to it, the Board of Directors has determined that it is in the best interest of the Authority to excuse the absence of each of the members of the Board of Directors listed on Exhibit A hereto.

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

Section 1. Authority for this Resolution. This Resolution is enacted pursuant to and in accordance with the Act, particularly, Section 3(h) of the Act.

Section 2. Absences Excused. The members of the Board of Directors listed on Exhibit A attached hereto and by this reference made a part hereof are hereby excused from attendance at one or more of the meetings held on March 15, 2011, May 17, 2011, June 21, 2011 and August 9, 2011. Consistent therewith, said absence shall not be counted against any of said members of the Board of Directors or otherwise deemed an "unexcused absence" for purposes of determining compliance with the attendance requirements set forth in or contemplated by Section 3(h) of the Act.

Section 3. General Authority. The Chairperson, Vice Chairperson or Executive Director of the Authority are each hereby authorized and directed on behalf of the Authority to execute and deliver any certificates, instruments, affidavits or other documents necessary to

reflect the excusal of the absences of the listed members of the Board of Directors as contemplated in this Resolution.

The Secretary (or his or her designee) of the Authority is hereby authorized and directed to attest and affix the Authority's seal to any such certificates, instruments, affidavits or documents, as and to the extent necessary or convenient.


Section 4. Applicable Provisions of Law. This Resolution shall be governed by and construed and enforced in accordance with the laws of the State of Georgia.

Section 5. Effective Date. This Resolution shall take effect immediately upon its adoption by the Board of Directors of the Authority and any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded or repealed (as and to the extent of any such conflict).

Adopted and approved this 7th day of September, 2011.

MCPHERSON IMPLEMENTING LOCAL REDEVELOPMENT AUTHORITY

By: 

(SEAL) 
my commission expires 5/17/2015
ATTEST

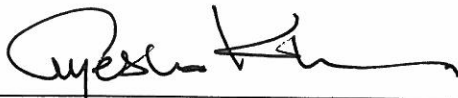
By: 
Secretary

EXHIBIT A
LIST OF EXCUSED BOARD MEMBERS

Richard Holmes, Board Member

Joe Macon, Board Member

John H. Eaves, Chairman, Fulton County Commission

David Todd, Board Member

T. Rogers Wade, Board Member

Chris Cummisky, Commissioner, GA EcD

Mark Williams, Commissioner, DNR

Vance Smith, Commissioner, DOT

Mark Butler, Commissioner, DOL

Henry Huckaby, Chancellor, Board of Regents, USG

Michael Beatty, Commissioner, Department of Community Affairs

Vincent Fort, State Senator District 39

Ralph A. Long, State House of Representatives

Joyce Sheperd, Atlanta City Councilmember

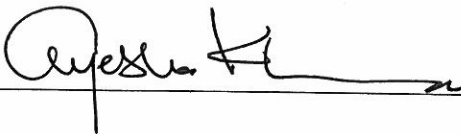
SECRETARY'S CERTIFICATE

STATE OF GEORGIA

FULTON COUNTY

I, the undersigned Secretary of the McPherson Implementing Local Redevelopment Authority (the "Authority") and keeper of the records and seal thereof, **DO HEREBY CERTIFY** that the foregoing pages of typewritten matter constitute a true and correct copy of the Resolution adopted by the Authority in a meeting duly called and assembled on the 7th day of September, 2011 which meeting was open to the public and at which a quorum was present and acting throughout, the original of which Resolution has been duly recorded in the Minute Book of the Authority which is in my custody and control.

WITNESS my official hand and seal of the Authority, this 7th day of September, 2011.


Secretary

(CORPORATE SEAL)

*Sandra Tenmyson
Commission Expires 5/17/2015*