

**RESOLUTION OF THE ATLANTA DEVELOPMENT AUTHORITY
D/B/A INVEST ATLANTA AUTHORIZING THE CREATION OF AN
AD HOC COMMITTEE TO CONDUCT AN INDEPENDENT REVIEW
OF PARTNERS FOR PROSPERITY, INC.; AND FOR OTHER
PURPOSES.**

WHEREAS, The Atlanta Development Authority d/b/a Invest Atlanta ("Invest Atlanta") has been duly created and is existing under and by virtue of the Constitution and the laws of the State of Georgia (the "State"), in particular, the Development Authorities Law of the State (O.C.G.A. §36-62-1 *et seq.*, as amended) and an activating resolution of the City Council of the City of Atlanta, Georgia (the "City"), duly adopted on February 17, 1997, and approved by the Mayor of the City on February 20, 1997, and is now existing and operating as a public body corporate and politic and an instrumentality of the State; and

WHEREAS, in accordance with the By-Laws of Invest Atlanta, committees may be established to discharge functions and to make reports as the Board shall direct; and

WHEREAS, the Board of Directors of Invest Atlanta wishes to create an ad hoc committee to conduct an independent review of Partners for Prosperity, Inc.

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

Section 1. **Authorization to Create Ad Hoc Committee.** That an ad hoc committee of the Board be and is hereby created to inquire into the activities of the Georgia non-profit corporation Partners for Prosperity, Inc., and to report its findings to the full Board. The members of the ad hoc committee are Chris Ahrenkiel, Julian Bene, Bill Bozarth, and Randy Hazleton.

Section 2. **General Authority.** It is hereby ratified and approved that the President/CEO, Executive Vice President/COO, General Counsel and any other proper officers, members, agents and employees of Invest Atlanta are hereby authorized, empowered and directed to do all such acts and things and to execute all such deeds, conveyances and other documents as may be necessary to carry out and comply with the provisions of this Resolution and are further authorized to take any and all further actions and execute and deliver any and all other certificates, papers and documents as may be necessary or desirable to effect the actions contemplated by this Resolution. Such other certificates, papers and documents shall be in such form and contain such terms and conditions as may be approved by the Chair, Vice Chair, President/CEO or Executive Vice President/COO of Invest Atlanta, and the execution of such other certificates, papers and documents by the Chair, Vice Chair, President/CEO or Executive Vice President/COO of Invest Atlanta as herein

authorized shall be conclusive evidence of any such approval. The Secretary or any Assistant Secretary of Invest Atlanta is hereby authorized to attest the signature of the Chair, Vice Chair, President/CEO, Executive Vice President/COO, or General Counsel of Invest Atlanta and impress, imprint or otherwise affix the seal of Invest Atlanta 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 or Invest Atlanta's seal on any such other certificates, papers and documents shall not affect the validity or enforceability of Invest Atlanta's obligations thereunder.

Section 3. **Actions Approved and Confirmed.** It is hereby ratified and approved that all acts and doings of the officers, employees or agents of Invest Atlanta whether done before, on or after the date of adoption of this Resolution which are in conformity with the purposes and intents of this Resolution shall be, and the same hereby are, in all respects approved, ratified and confirmed.

Section 4. **Partial Invalidity.** If any one or more of the 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 separate from the remaining agreements and provisions and shall in no way effect the validity of any of the other agreements and provisions hereof.

Section 5. **Conflicts.** All resolutions or parts thereof of Invest Atlanta in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 6. **Effective Date.** This Resolution shall take effect immediately upon its passage.

Adopted and approved this 19th day of April, 2018.

**THE ATLANTA DEVELOPMENT
AUTHORITY D/B/A INVEST ATLANTA**

By: _____
Chair

Attest:

Assistant Secretary

[SEAL]

SECRETARY'S CERTIFICATE

I, Rosalind Rubens Newell, the duly appointed, qualified and acting Assistant Secretary of The Atlanta Development Authority d/b/a Invest Atlanta do hereby certify that the foregoing pages of typewritten matter constitute a true and correct copy of a Resolution adopted on April 19, 2018 by the members of the Board of Directors of Invest Atlanta in a meeting duly called and assembled, after due and reasonable notice was given in accordance with applicable laws and with the procedures of Invest Atlanta, by a vote of a majority of the directors present and voting, which meeting was open to the public and at which a quorum was present and acting throughout and that the original of the foregoing Resolution appears of public record in the Minute Book of Invest Atlanta, which is in my custody and control.

Given under my signature and seal of Invest Atlanta, this 19th day of April, 2018.

Assistant Secretary

[SEAL]