PRELIMINARY RESOLUTION
RELATED TO THE ISSUANCE OF
TAX INCREMENT REVENUE BONDS (GRACELAND PROJECT)
BY THE ECONOMIC DEVELOPMENT GROWTH ENGINE
INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE

WHEREAS, the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (the "Issuer" or "EDGE"), is a 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, Graceland is an internationally known, National Historic Landmark, one of America's premier tourist destinations, a major employer in the Whitehaven community and a key economic driver of the City of Memphis (the "City") and Shelby County (the "County"); and

WHEREAS, Elvis Presley Enterprises, Inc., or an affiliate thereof (the "Owner"), owns or operates approximately 120 acres of property, including the Graceland Mansion (the "Graceland Campus"); and

WHEREAS, the Owner has undertaken, and proposes to further undertake a series of substantial projects to ensure the continued success of Graceland (the "Graceland Project"), including without limitation, the development of the approximately 450 room Guesthouse at Graceland hotel and conference center (the "Hotel") and an approximately 220,000 square foot exhibition, entertainment, retail, dining and other similar tourism related facilities ("Elvis Presley's Memphis"); and

WHEREAS, the continued success of Graceland will have a significant impact on the tourism industry and other related industries in City and the County; and

WHEREAS, the Convention Center and Tourism Development Financing Act of 1998, which is codified at TCA §7-88-101 et seq. (the "TDZ Act"), was enacted to provide a financing mechanism for the development of convention centers, tourist attractions, and other similar public use facilities that would attract and serve as major tourism destinations, thereby fostering economic benefits to the state, as well as to the hosting cities and counties; and

WHEREAS, in order to be eligible to receive certain allocations of state and local sales and use taxes (the "TDZ Revenues") as provided by the TDZ Act, and in accordance with TCA §7-88-103(10), the Memphis City Council designated the Graceland Campus as the Graceland Tourism Development Zone (the "Graceland TDZ"); and

WHEREAS, the Graceland Campus has been approved as a "Qualified Public Use Facility" within the meaning of the TDZ Act a codified at TCA § 7-88-103(7) by the State of Tennessee, as provided in the TDZ Act; and

WHEREAS, the TDZ Act contemplates the creation of a plan to ensure participation of statutorily defined minority-owned businesses in the financing, construction, leasing, equipping, renovation and acquisition, as applicable, of the qualified public use facility; and

WHEREAS, Graceland has a longstanding history of employing minority persons and contracting with minority owned businesses; and

WHEREAS, in compliance with the TDZ Statute and to further Graceland's history of minority participation, the City of Memphis and the State of Tennessee approved a minority-owned business participation plan as a part of the approval of the TDZ; and

WHEREAS, the City has allocated the TDZ Revenues to the Issuer to pay debt service on any debt obligations issued to finance the qualified public use facility and qualified associated developments to be located in the Graceland TDZ from time to time; and

WHEREAS, in addition to the TDZ Revenues, T.C.A. Section 67-4-3003 authorizes the City to charge a 5% Tourist Surcharge on goods and services used by visitors to the Graceland TDZ's qualified public use facility and other related facilities (the "Tourist Surcharge"); and

WHEREAS, the City has approved the Tourist Surcharge and has allocated the revenues created by the Tourism Surcharge (the "Surcharge Revenues") to the Issuer to pay debt service on any debt obligations issued to finance the qualified public use facility and qualified associated developments to be located in the Graceland TDZ from time to time; and

WHEREAS, pursuant to the Act, the Issuer approved and submitted an economic impact plan for the Graceland Campus (the "Graceland Economic Impact Plan") to the Memphis City Council and the Shelby County Commission that provides for distribution of incremental ad valorem property taxes to the Issuer to pay the Issuer's indebtedness incurred in connection with the area subject to the Graceland Economic Impact Plan; and

WHEREAS, the Memphis City Council, the Shelby County Commission and the State of Tennessee, to the extent required by the Act, have approved the Graceland Economic Impact Plan and the creation of a Tax Incentive Financing District covering the Graceland Campus (the "Graceland TIF District"); and

WHEREAS, the Economic Impact Plan provides that the revenues from the Graceland TIF (the "TIF Revenues") will be used to finance the Graceland Project;

WHEREAS, pursuant to a Master Trust Indenture, dated as of June 1, 2015 (the "Master Indenture"), between EDGE and U.S. Bank National Association, as Trustee (the "Trustee"), as supplemented by a certain Supplemental Master Indenture No. 1, dated as of June 1, 2015, EDGE issued its Direct Note Obligations 2015A (the "2015 Obligations") and granted the proceeds to the Owner to offset the capital costs of constructing the Hotel; and

WHEREAS, pursuant to the Master Indenture, as supplemented by a certain Supplemental Master Indenture Number 2 and a certain Supplemental Master Indenture Number 3, both dated as of May 1, 2016, EDGE issued its Direct Note Obligations, Series 2016A and Series 2016B (the "2016 Obligations") and granted the proceeds thereof to the Owner to offset the capital costs of constructing Elvis Presley's Memphis; and

WHEREAS, the Issuer has determined that it is in the best interest of the Issuer, the City and the County to issue its tax increment revenue bonds for the purpose of refunding all or a portion of the 2015 Obligations and the 2016 Obligations, for the purpose of reducing the Issuer's exposure to the variable rates of interest borne by the 2015 Obligations and the 2016 Obligations and thereby minimizing the diversion of incremental tax revenues to the payment of debt service thereon; and

WHEREAS, the Issuer has determined that it is in the best interest of the Issuer, the City and the County and in keeping with the purposes of the Act, the TDZ Act and the Graceland Economic Impact Plan for the Issuer to issue its tax increment revenue bonds for the purpose of making an additional grant to the Owner to offset certain additional costs of the construction of Hotel and Elvis Presley's Memphis; and

WHEREAS, the revenue bonds issued for such purposes shall consist of the Issuer's (a) Tax Increment Revenue Bonds Series 2017A (Graceland Project) (Tax-Exempt) (the "Series 2017A Obligations") and its (b) Tax Increment Revenue Bonds Series 2017B (Graceland Project) (Taxable) (the "Series 2017B Obligations" and, together with the Series 2017A Obligations, the "Series 2017 Obligations"); and

WHEREAS, the proceeds of the Series 2017 Obligations shall be applied to (a) the refunding of all or a portion of the 2015 Obligations and the 2016 Obligations, the (b) the making of a grant to the Owner to offset certain additional costs of the construction of Hotel and Elvis Presley's Memphis, and (d) the costs of issuing the Series 2017 Obligations, all as more fully set forth herein; and

WHEREAS, (a) the Series 2017A Obligations are to be payable from and secured by a pledge of the TDZ Revenues and the TIF Revenues, and (b) the Series 2017B Obligations are to be payable from and secured by (i) a pledge of any excess TDZ Revenues and the TIF Revenues, following the payment of the Series 2017A Obligations, and (ii) a pledge of the Surcharge Revenue; and

WHEREAS, in no event shall the Owner, or any affiliate thereof, have any obligation to provide for the payment of any debt service on the Series 2017 Obligations, and the issuance of the Series 2017 Obligations and the application of their proceeds to the purposes described above shall in no event constitute a loan to the Owner, or any affiliate thereof; and

WHEREAS, the Issuer proposes to authorize the issuance, sale and delivery pursuant to provisions of the Act of the Series 2017A Obligations under and pursuant to the Master Trust Indenture, as amended and supplemented by a certain Supplemental Master Trust Indenture No. 4 (the "Supplemental Indenture No. 4"), from the Issuer to the Trustee for the purposes set forth above; and

WHEREAS, the Issuer proposes to authorize the issuance, sale and delivery pursuant to provisions of the Act of the Series 2017B Obligations under and pursuant to the Master Indenture, as amended and supplemented by the Supplemental Indenture No. 4; and

WHEREAS, the Series 2017A Obligations are to be secured by and contain such terms and provisions as are set forth in the Master Indenture as amended and supplemented by the Supplemental Indenture No. 4, and the proceeds from the sale of the Series 2017A Obligations are to be deposited with the Trustee and disbursed as provided in Supplemental Indenture No. 4; and

WHEREAS, the Series 2017B Obligations are to be secured by and contain such terms and provisions as are set forth in the Master Indenture as amended and supplemented by the Supplemental Indenture No. 4, and the proceeds from the sale of the Series 2017B Obligations are to be deposited with the Trustee and disbursed as provided in Supplemental Indenture No. 4; and

WHEREAS, pursuant to the Master Indenture, the Issuer has assigned to the Trustee the TDZ Revenues, the Surcharge Revenues and the TIF Revenues (collectively, the "Incentive Revenues"), to be used in connection with the Graceland Project as provided in the Master Indenture as amended and supplemented from time to time; and

WHEREAS, to the extent the proceeds of the Series 2017 Obligations are used to make a grant to the Owner with respect to the 2017 Project, the Issuer and the Owner shall enter into a Grant Agreement (the "Grant Agreement") pursuant to which the Issuer will agree to grant the proceeds of such Obligations to the Owner for the purpose of offsetting the capital costs of the 2017 Project, and the Owner will agree to cause the completion of the 2017 Project; and

WHEREAS, in connection with the sale of the Series 2017 Obligations, the Issuer desires to enter into a Bond Placement Agreement (the "Placement Agreement") with KeyBanc Capital Markets Inc., as placement agent (the "Placement Agent"); and

WHEREAS, in connection with the offering of the Series 2017 Obligations for sale, the Issuer desires to circulate a Limited Offering Memorandum (the "Limited Offering Memorandum") related to the Series 2017 Obligations; and

WHEREAS, if and as required by Rule 15c2-12 of the Securities and Exchange Commission or otherwise determined by the Chair of the Issuer to be necessary to consummate the issuance of the Series 2017 Obligations, the Issuer desires to enter into a Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") in connection with the Series 2017 Obligations, providing for the disclosure of certain annual financial information and event notices relating to the Series 2017 Obligations and the Graceland Project; and

WHEREAS, prior to final approval of the issuance of the Series 2017 Obligations, there must be presented the following documents (collectively the "Financing Instruments"):

1. Supplemental Indenture No. 4;
2. Placement Agreement;
3. Limited Offering Memorandum; and
4. Continuing Disclosure Agreement; and

WHEREAS, in order to more fully structure the terms and conditions, and the use of proceeds, of the Series 2017 Obligations, the Issuer, the Owner, the Placement Agent and their legal and financial advisors must have the capacity to communicate with the rating agencies and potential investors;

NOW, THEREFORE, BE IT RESOLVED, by the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee as follows:

1. The Issuer hereby authorizes the Chairman, the Vice Chairman, President and Secretary of the Issuer, any one of whom may act (the "Authorized Officers"), to take such actions and work with the Placement Agent and the Owner and legal counsel as may be necessary to further develop the financing structure for the Series 2017 Obligations.

2. The Issuer hereby approves the preparation and distribution to potential investors of a Preliminary Limited Offering Memorandum describing the Series 2017 Obligations and the Graceland Project. The Authorized Officers, or any of them, are authorized, on behalf of the Issuer, to deem 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 2017 Obligations may not be issued, nor shall the Authorized Officers have any authority to enter into the Placement Agreement (or any other agreement binding the Issuer to the sale of the Series 2017 Obligations) until the Issuer has provided its final approval of (a) the issuance of the Series 2017 Obligations 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 2017 Obligations.

5. 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 2017 Obligations shall be and the same hereby are in all respects, approved and confined.

Adopted this 20th day of September, 2017.

Chairman

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