



ECONOMIC DEVELOPMENT  
**GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

**RESOLUTION AWARDING A PAYMENT-IN-LIEU-OF-TAX INCENTIVE TO  
AMAZON.COM.DEDC, LLC**

AMAZON.COM.DEDC, LLC, a Delaware limited liability company (the “Applicant”), has submitted to the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (the “Board”), an application for award of a Jobs payment-in-lieu-of-taxes (“PILOT”) incentive for certain real property and tangible personal property of the Applicant (the “Application”).

WITH RESPECT TO THE APPLICATION, the Board hereby resolves as follows.

1. Based on the representations set forth in the Application and the recommendation of the staff of the Board, as summarized in the attached Jobs PILOT term sheet which includes Local Business Participation obligations (the “Term Sheet”), which is incorporated herein by reference, the Applicant is hereby awarded a PILOT incentive on the real and tangible personal property described in the Term Sheet.

2. The Board Chairman and/or any other officer of the Board are authorized to execute any and all documents related to the transaction of the aforementioned award on behalf of the Board.