



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

**RESOLUTION AWARDING A PAYMENT-IN-LIEU-OF-TAX
INCENTIVE TO AGILENT TECHNOLOGIES, INC.**

Agilent Technologies, Inc. (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 Fast Track payment-in-lieu-of-taxes (“PILOT”) incentive for certain real and personal property located at 5050 Holmes Road, Memphis, Tennessee (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 Fast Track PILOT term sheet (the “Term Sheet”), which is incorporated herein by reference, the PILOT incentive described in the Term Sheet is approved.

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.

Approved: December 20, 2017