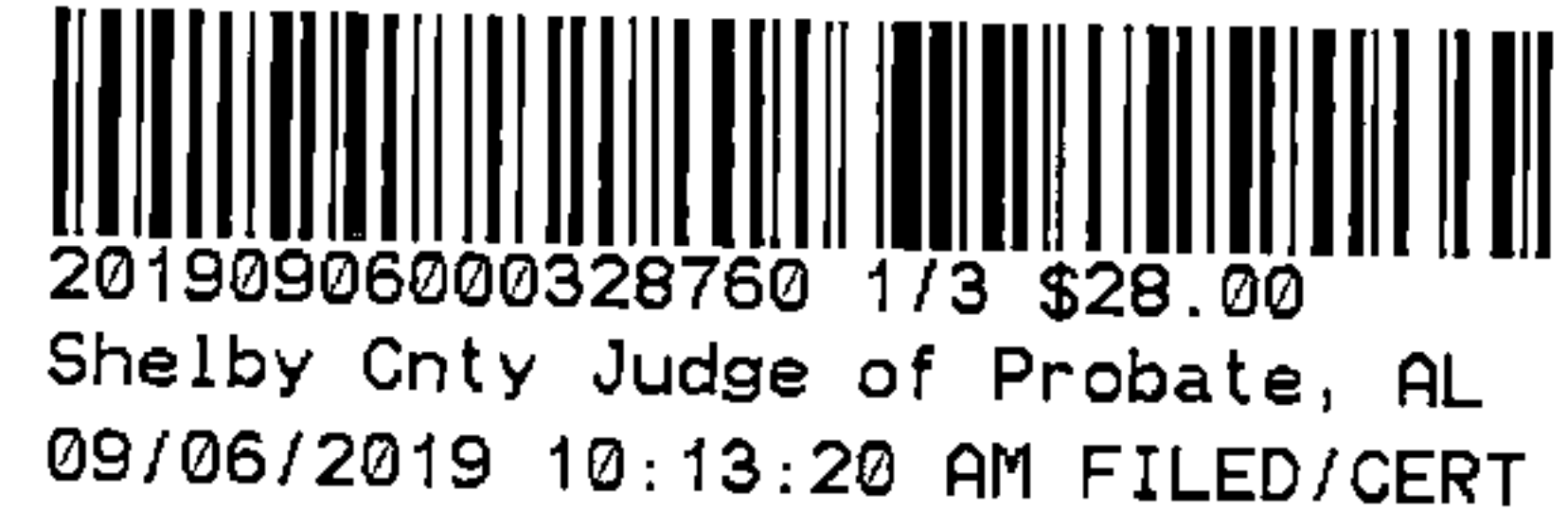


STATE OF ALABAMA )

SHELBY COUNTY )



**TERMINATION OF MEMORANDUM OF LEASE  
BY YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM AND  
SHELBY COUNTY PARK AND RECREATION AUTHORITY**

**Dated August 29, 2019**

**WHEREAS, THE SHELBY COUNTY PARK AND RECREATION AUTHORITY**, a public corporation organized under the laws of the State of Alabama (the "Authority"), the **YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM**, a nonprofit corporation organized under the laws of the State of Alabama (the "YMCA"), along with Compass Mortgage Corporation, have entered into Financing and Lease Agreement dated August 12, 2012, as amended by that certain First Amendment to Financing and Lease Agreement dated January 31, 2017 (as amended, the "Existing Financing Agreement"), pursuant to which the Authority leased to the YMCA facilities for the health and wellness of families and individuals (the "Facilities");

**WHEREAS**, pursuant to the authority of Section 35-4-51.1 of the Code of Alabama 1974 and in lieu of recording the Existing Financing Agreement, the Authority and the YMCA recorded that certain Memorandum of Lease, recorded as Instrument Number 20120905000334830 in the Office of the Judge of Probate of Shelby County (the "Memorandum of Lease");

**WHEREAS**, pursuant to the Existing Financing Agreement, the Authority issued its Revenue Bond (YMCA Project – Alabaster Branch), (the "Bond") and made the proceeds thereof available to the YMCA in order to refinance the Facilities, and the YMCA agreed to make rental payments to the Authority sufficient to pay, among other things, all debt service on the Bond;

**WHEREAS**, pursuant to that certain Financing Agreement dated August 29, 2019, by and among the YMCA, the Jefferson County Park and Recreation Board of Jefferson County (the "Park Board") and Regions Capital Advantage, Inc. and that certain Financing Agreement dated August 29, 2019, by and among the YMCA, the Park Board and STI Institutional & Government, Inc., the Park Board has issued its Series 2019 Bonds on behalf of the YMCA for the purpose, among other things, of refinancing the Bond; and

**WHEREAS**, pursuant to the Existing Financing Agreement, the YMCA has the option to purchase the Facilities upon the payment and defeasance of the Bond, and the YMCA has elected to exercise said option.

**NOW, THEREFORE**, the Authority and the YMCA do hereby terminate the Memorandum of Lease Agreement, effective on and as of August 29, 2019.

*[Signature page follows.]*

IN WITNESS WHEREOF, the Authority and the YMCA have caused this instrument to be executed and have caused their respective corporate seals to be hereunto affixed and attested, all on and as of the day and year hereinabove written.

**SHELBY COUNTY PARK AND RECREATION  
AUTHORITY**

By: [Signature]

Its: President



ATTEST:

By: Kay Mundy

Its: Secretary

**STATE OF ALABAMA**

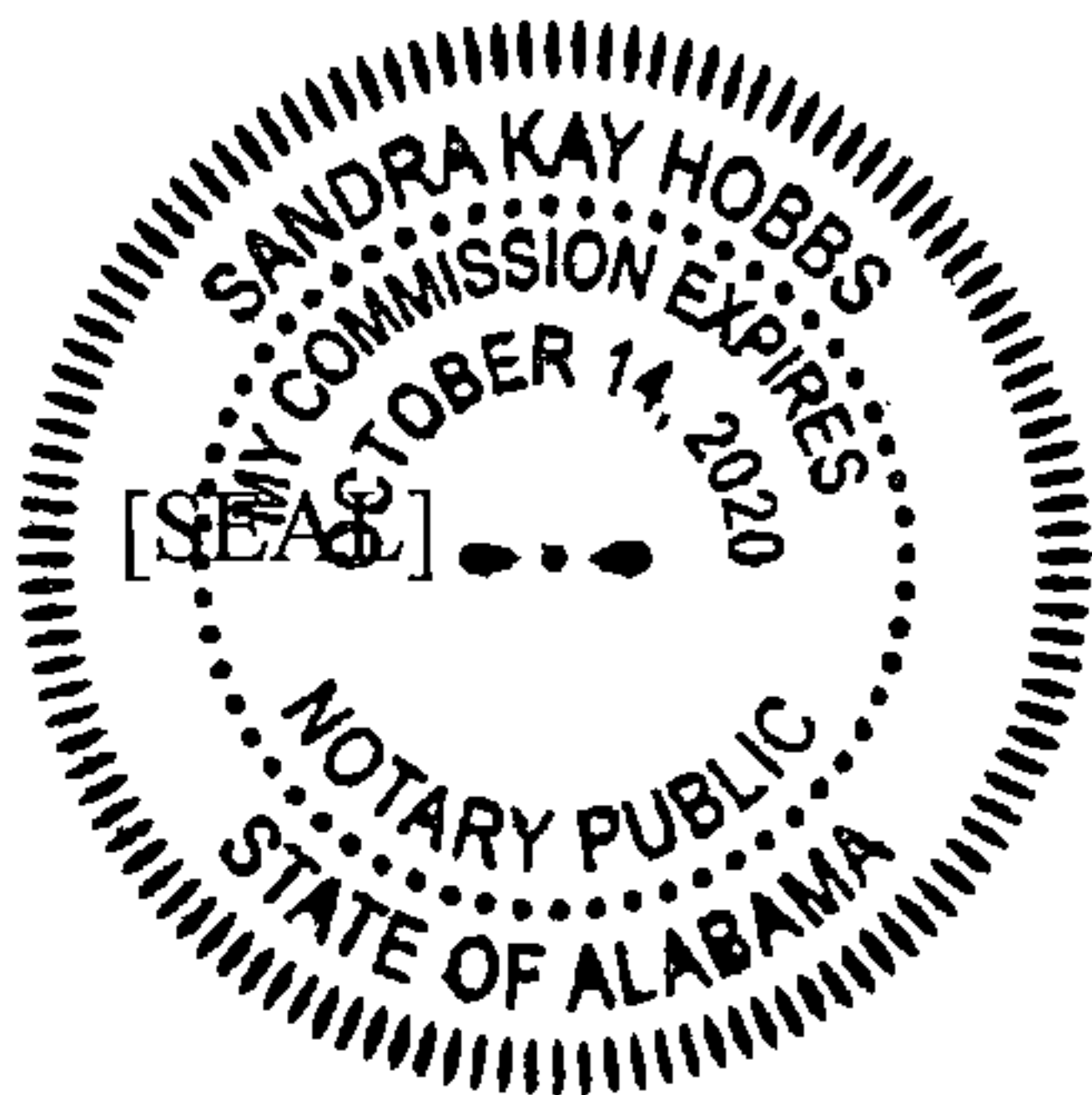
**SHELBY COUNTY**



20190906000328760 2/3 \$28.00  
Shelby Cnty Judge of Probate, AL  
09/06/2019 10:13:20 AM FILED/CERT

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Tim Nelson, whose name as President of the Board of Directors of the Shelby County Park and Recreation Authority, an Alabama public corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

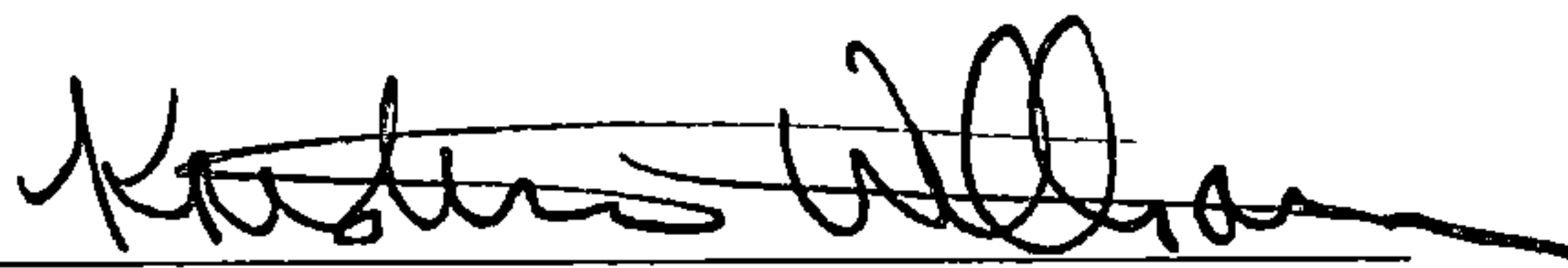
Given under my hand and official seal this the 13<sup>th</sup> day of August, 2019.



[Signature]  
Notary Public  
My Commission Expires: 10/14/20

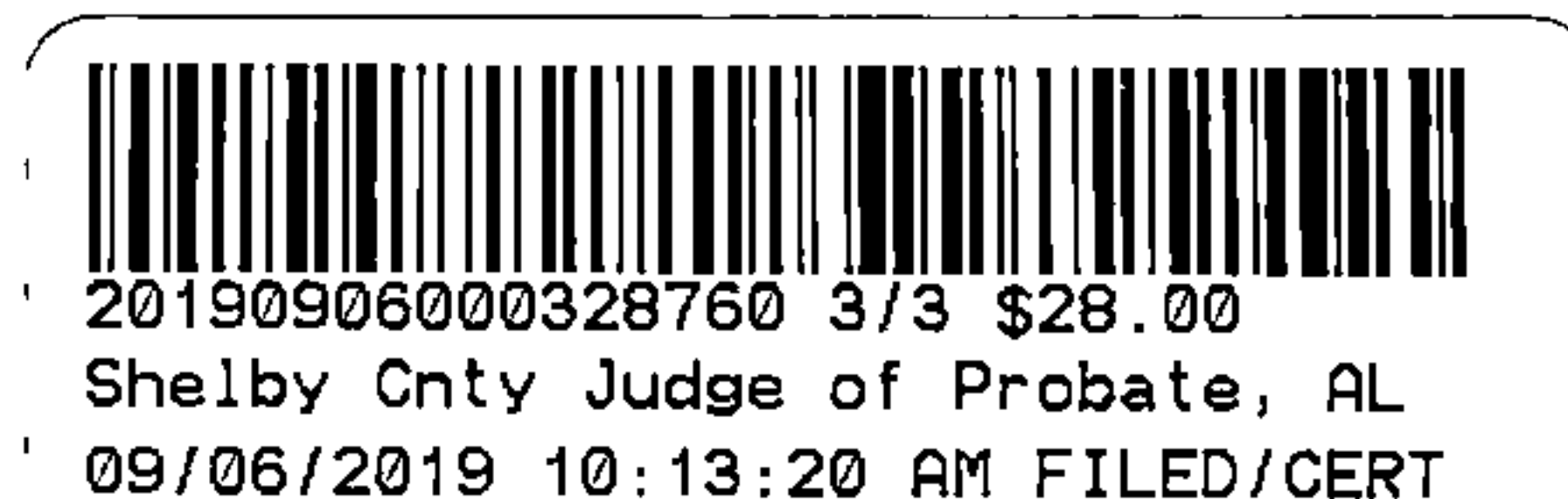
YOUNG MEN'S CHRISTIAN ASSOCIATION OF  
BIRMINGHAM

By:   
Its President/CEO

Attest:   
Its Senior Vice President/CFO

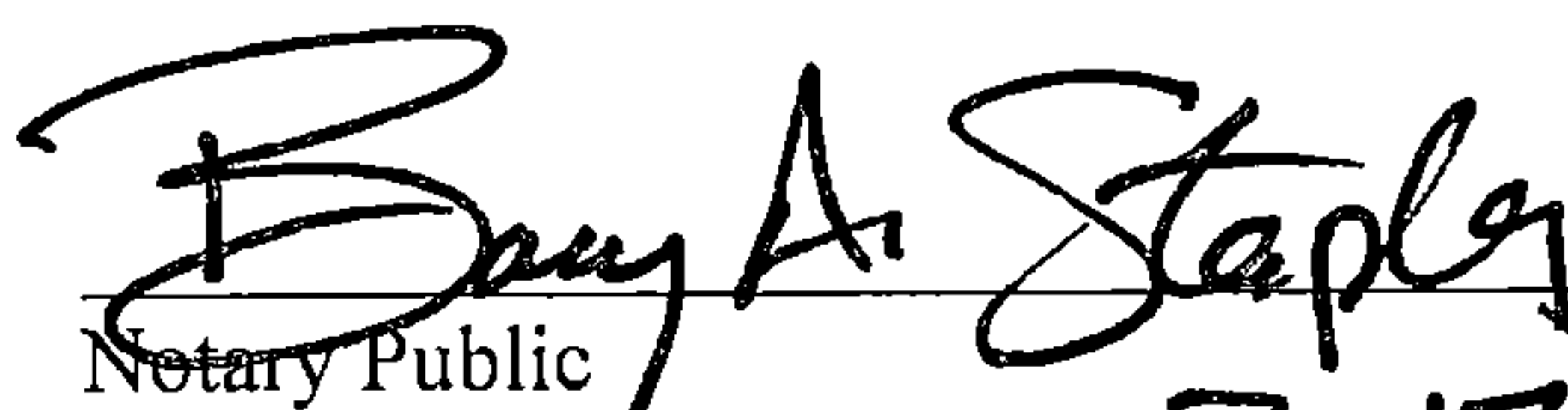
STATE OF ALABAMA

JEFFERSON COUNTY



I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Dan Pile, whose name as President/CEO of Young Men's Christian Association of Birmingham, an Alabama non-profit corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the 28<sup>th</sup> day of August, 2019.

  
Notary Public  
My Commission Expires: 7.17.2022

[SEAL]

This instrument was prepared by:

Ann W. Todd  
MAYNARD, COOPER & GALE, P.C.  
1901 Sixth Avenue North, Suite 2400  
Birmingham, Alabama 35203-2602  
(205) 254-1000