PORT COMMISSION RESOLUTION

WHEREAS, Praxair, Inc. has requested that Memphis and Shelby County Port Commission enter into a Lease Agreement providing that Praxair, Inc. lease certain real property in Pidgeon Industrial Park for five (5) years with three five (5) year automatic renewals.

WHEREAS, said proposed Lease Agreement is in the best interests of the Memphis and Shelby County Port Commission and promotes the economic development of Pidgeon Industrial Park.

NOW, THEREFORE, BE IT RESOLVED by the Memphis and Shelby County Port Commission that the proposed Lease Agreement with Praxair, Inc. be and hereby is approved. The appropriate officials are authorized to execute same.

BE IT FURTHER RESOLVED that the City of Memphis and County of Shelby are respectfully requested to approve said Lease Agreement.

I hereby certify that the foregoing is a true copy and said document was adopted/granted by the Memphis and Shelby County Port Commission on the 19th day of November, 2008.

Gaye Davis

Interim Secretary/Treasurer