

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF BUCKHEAD INDUSTRIAL PROPERTIES, INC.  
HELD ON DECEMBER 21, 2012

A special meeting of the Board of Directors of Buckhead Industrial Properties, Inc. (the “Corporation”), was held at the Board Room of the Illinois Municipal Retirement Fund at Drake Oak Brook Plaza, Suite 500, 2211 S. York Road, Oak Brook, Illinois, on Friday, December 21, 2012.

Present: Directors Copper, Faklis, Henry, Nannini, Piechocinski, Stafford, Stulir and Thompson

Absent: None

A quorum was present at all times.

Also in attendance was: Amy Bulger and Dhvani Shah of the Illinois Municipal Retirement Fund; Heather Hohenthal, President and Chief Executive Officer, and Randy Parker, Vice President, Treasurer and Asst. Secretary of the Corporation.

Mr. Stafford acted as Chairman of the meeting and Mr. Parker acted as Secretary.

Mr. Stafford called the meeting to order and announced that a quorum was present.

Mr. Stafford reported that the minutes of the Annual Meeting of the Board held on May 18, 2012 were distributed and deemed approved; that the final Secretary's Certificates evidencing consent actions of the Board of Directors effective June 15, 2012 and September 17, 2012 were distributed as approved.

On a motion duly made and seconded, the following resolution was unanimously adopted:

RESOLUTION RE:  
FILING OF MINUTES AND CERTIFICATES WITH RECORDS OF MEETING

RESOLVED, that, the Board of Directors hereby directs the Secretary of the Corporation to file with the records of this meeting (a) the minutes of the Annual Meeting of the Board held on May 18, 2012; and (b) the final Secretary's Certificates of consent actions of the Board of Directors effective June 15, 2012 and September 17, 2012.

The meeting was then turned over to Ms. Hohenthal, who reported on the operations of the company. The report was contained in the presentation books entitled “Buckhead Industrial Properties, Inc. – 2012 Year in Review & 2013 Budget Presentation” and “2013 Asset Business Plans & Budgets”. Also, 2012 year-end projections based on actual results through nine months were discussed. It was further advised that these booklets would be filed with the records of this meeting.

Ms. Hohenthal then made a request that the Board approve a resolution adopting the 2013 Business Plan for each of the properties in the portfolio and for the Corporation. Ms. Hohenthal informed the Board that the Plan had been approved by the Corporation’s Authorized Representative, Ms. Dhvani Shah. Ms. Hohenthal then turned the meeting over to Mr. Stafford, Chairman, who entertained a motion that the Plan be adopted.

On a motion duly made and seconded, the following resolution was unanimously adopted:

RESOLUTION RE  
APPROVAL OF 2013 ASSET BUSINESS PLANS & BUDGETS

RESOLVED, that the 2013 Asset Business Plans for the Corporation and the proposed budgets for the Corporation’s properties, as set forth in the booklet entitled “2013 Asset Business Plans & Budgets” submitted to and filed with the records of this meeting, are hereby approved as the 2013 Annual Business Plan and Property Budgets for 2013.

Chairman Stafford then requested that the Board adopt a resolution appointing Deloitte and Touche as the Company’s independent certified public accountants for 2013. On a motion duly made and seconded, the following resolution was unanimously adopted:

RESOLUTION RE  
APPOINTMENT OF INDEPENDENT ACCOUNTANTS

RESOLVED, that the appointment of Deloitte and Touche LLP as the independent certified public accountants to audit the accounts of the Company for the year 2013 is ratified and approved.

Chairman Stafford then requested that the Board adopt a resolution adopting the meeting dates for 2013. On a motion duly made and seconded, the following resolution was unanimously adopted:

RESOLUTION RE  
APPROVAL OF 2013 BOARD MEETING DATES

RESOLVED, that in 2012 meetings of the Board of Directors are scheduled to be held on April 26, 2013 for the next annual meeting and December 20, 2013 for the next special meeting.

Chairperson, after confirming the absence of other business to be discussed, adjourned the meeting.

BUCKHEAD INDUSTRIAL PROPERTIES, INC.

MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS  
HELD ON DECEMBER 20, 2012

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DIRECTORS

N. Copper	#
R.E. Faklis	#
G. Henry	#
M. Nannini	#
J. Piechocinski	#
M. H. Rademacher	#
W. Stafford	#
J. Stulir	#
S. U. Thompson	#

OFFICERS

S. Dalrymple	*
H. Hohenthal	*
B. Lyne	*
R. J. Parker	*
J. Raisides	*

ILLINOIS MUNICIPAL

D. Shah	#
A. Bulger	#

KING & SPALDING

T.J. Goodwin, Esq.	@
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