

STATE OF GEORGIA

COUNTY OF DEKALB

CONSENT TO SUBLEASE

DEKALB COUNTY CONTRACT NO. 11-800862

THIS CONSENT, made and entered into this ____ day of _____, 20__, by DEKALB COUNTY, a political subdivision of the State of Georgia, (hereinafter referred to as “Lessor” or “County”), is delivered to POPE RETAIL PROPERTIES, LLC, a Georgia limited liability company (hereinafter referred to as “Lessee”) and CARVANA, LLC, an Arizona limited liability company.

WHEREAS, the County and Lessee entered into a certain Lease Agreement dated the 24th day of January, 2012 (hereinafter referred to a “Lease”), whereby County leased certain premises (hereinafter referred to as “Premises”), located in DeKalb County, Georgia, and as more particularly described in the Lease as 8.1827 acres of land, more or less, identified as Leased Ground at DeKalb Peachtree Airport, situated in Land Lot 269 of the 18th District of DeKalb County, Georgia, according to a survey by Patterson & DeWar Engineers, Inc., dated June 10, 2004, and more particularly described in Exhibit A, attached hereto and by reference made a part hereof; and

WHEREAS, Section 26, Sale, Assignment, Transfer and Subletting, of the Lease Agreement requires Lessee to Request and Receive Lessor’s Consent to sublease the Leased property or any portion thereof.

WHEREAS, Lessee desires to sublease a portion of the Lease identified consisting of a 54,416 square feet building located on the Leased Property located at 4420 Buford Highway, and more particularly described in Exhibit B, attached hereto and incorporated herein; and

WHEREAS Sublessee desires to accept said Sublease upon the terms and conditions set forth in the Sublease Agreement; and

WHEREAS Lessee understands and agrees to provide any amendments to its Sublease with Sublessee so that Lessor may maintain in its files; and

WHEREAS Lessee understands and agrees that it remains bound by the Lease Agreement and assures Lessor that its Sublease with Sublessor will not affect or disturb the rights, interest and obligations belonging to Lessor pursuant to the Lease Agreement or any amendments thereto.

NOW THEREFORE, for and in consideration of the premises and covenants herein contained, and of the terms and conditions herein set forth, County hereby consents to the sublease by POPE RETAIL PROPERTIES, LLC to CARVANA, LLC.

This consent to sublease is intended to satisfy all provisions of the Lease Agreement requiring the County's consent to or approval of the proposed sublease to CARVANA, LLC including, but not limited to Section 26 of the Lease Agreement.

(Signatures Follow on Next Page)

IN WITNESS WHEREOF, the parties hereto have caused this Consent to Sublease to be executed in four (4) counterparts, each to be considered as an original by their authorized representative, the day and date hereinabove written.

POPE RETAIL PROPERTIES, LLC

DEKALB COUNTY, GEORGIA

By: [Signature]
Signature (SEAL)

_____ by Dir.(SEAL)

G. Richard Pope
Name (Typed or Printed)

MICHAEL L. THURMOND
Chief Executive Officer
DeKalb County, Georgia

Manager
Title

20-1429188
Federal Tax Identification Number

9-19-19
Date Signed by Lessee

ATTEST:

ATTEST:

[Signature] (Seal)
Name (Typed or Printed)

BARBARA H. SANDERS, CCC, CMC
Clerk of the Chief Executive Officer and
Board of Commissioners of
DeKalb County, Georgia

Pope Retail General Counsel
Title

Signed, sealed and delivered as
to Lessee in the presence of:

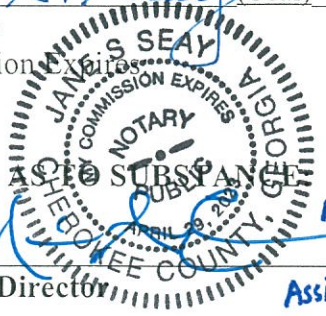
Signed, sealed and delivered as
to County in the presence of:

[Signature] (Seal)
Notary Public
My Commission Expires _____

(Seal)
Notary Public
My Commission Expires: _____

APPROVED AS TO FORM:
[Signature]
Department Director

APPROVED AS TO FORM:
[Signature]
County Attorney Signature
Ellen V. Abt
Assistant County Attorney Name (Typed or Printed)



CARVANA, LLC

By: [Signature]
Signature (SEAL)

Paul Breaux
Name (Typed or Printed)

General Counsel
Title

45-4788036
Federal Tax Identification Number

10/9/19
Date Signed by Sub-Lessee

ATTEST:

Derek Griffin (Seal)
Name (Typed or Printed)

Property Manager
Title

Signed, sealed and delivered as
to Sub-Lessee in the presence of:

[Signature] (Seal)
Notary Public

My Commission Expires: 12/16/2019

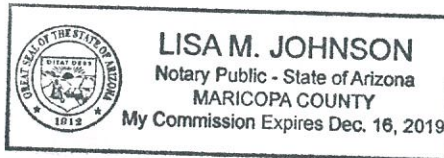


Exhibit A

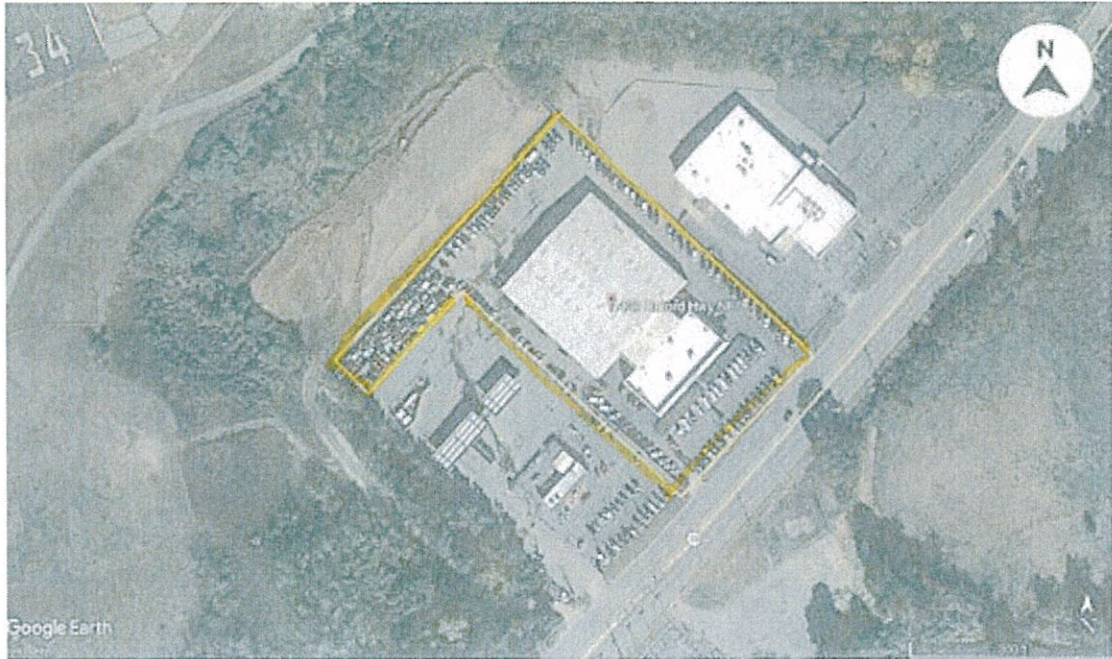
Description of Tract A and Tract B of Lease Agreement with Pope Retail Properties, LLC

Exhibit B

**Description of Subleased Property
4420 Buford Highway**

Exhibit B

Description of Subleased Property



The subleased property shall be the property outlined in yellow above, with a physical address of 4420 Buford Highway, Chamblee, GA 30341.