

SIGNATURE PAGE TO OPERATING AGREEMENT

MEMBER COUNTERPART SIGNATURE PAGE
to
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT
of
HCP GEORGIA'S LANDING QOF, LLC

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the ____ day of _____, 2023.

MEMBER:

Signature for Individual Investor:

Signature for Entity Investor:

Signature: _____

Name of Entity (please print)

Print Name: _____

By: _____

Print Name: _____

Title:

Address:

Address:

Email:

Email:

IMPORTANT DISCLOSURES

THE MEMBERSHIP INTERESTS IN THE COMPANY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION ("SEC") OR THE SECURITIES REGULATORY AUTHORITY OF ANY STATE. THE MEMBERSHIP INTERESTS HAVE BEEN OFFERED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND THE SECURITIES LAWS OF CERTAIN STATES AND MAY NOT BE SOLD, TRANSFERRED, PLEDGED OR OTHERWISE DISPOSED OF UNLESS THE TRANSACTION RELATED THERETO COMPLIES WITH OR IS EXEMPT WITHIN THE MEANING OF THE SECURITIES ACT AND THE RULES AND REGULATIONS OF THE SEC AND OF APPROPRIATE STATE AUTHORITIES AND APPLICABLE STATE SECURITIES LAWS. NEITHER THE SEC NOR ANY STATE SECURITIES REGULATORY AUTHORITY HAS MADE AN INDEPENDENT ASSESSMENT OF WHETHER THE MEMBERSHIP INTERESTS OFFERED HEREIN ARE EXEMPT FROM REGISTRATION.

THE MEMBERSHIP INTERESTS IN THE COMPANY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES LAWS OF ANY STATE, BUT ARE BEING OFFERED AND SOLD FOR PURPOSES OF INVESTMENT AND IN RELIANCE ON THE STATUTORY EXEMPTIONS CONTAINED IN SECTION 4(a)(2) OF THE SECURITIES ACT AND IN RELIANCE ON APPLICABLE EXEMPTIONS UNDER STATE SECURITIES LAWS. SUCH MEMBERSHIP INTERESTS MAY NOT BE SOLD, PLEDGED, TRANSFERRED OR ASSIGNED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS, OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT THEREUNDER OR IN A TRANSACTION OTHERWISE IN COMPLIANCE WITH THE SECURITIES ACT, APPLICABLE STATE SECURITIES LAWS AND THIS AGREEMENT.

SCHEDULE 1

NO "BAD ACTOR" CERTIFICATION

Each potential or prospective investor ("Investor") must make the certifications, representations and warranties in this Non "Bad Actor" Certification (the "**Certification**") in order to help HCP Georgia's Landing QOF, LLC (the "**Company**") determine if it can rely on exemptions from registration under Rule 506 ("**Rule 506**") of Regulation D under the Securities Act of 1933, as amended.

The Securities and Exchange Commission (the "**SEC**") has adopted rules in connection with Section 926 of the Dodd-Frank Wall Street Reform and Consumer Protection Act that impose additional reporting requirements on the Company and can adversely affect the Company's ability to rely on exemptions from registration under Rule 506. Generally, these rules disqualify securities offerings in which certain felons and other "bad actors" ("**Covered Persons**") are involved from relying on the registration exemptions under Rule 506. Covered Persons include, among others, certain significant investors in the Company that are involved with a disqualifying trigger event. The rules provide that the disqualification does not apply when the Company can show that it did not know, and in the exercise of reasonable care, could not have known that a Covered Person with a disqualifying trigger event participated in the offering. In addition, the disqualification applies only for disqualifying trigger events that occur after September 23, 2013, but requires the Company to disclose disqualifying trigger events that existed before September 23, 2013.

If the Investor is a corporation, partnership, limited liability company, trust or any other entity or nominee for another person, the person completing this Certification with respect to the Investor *must* be a person authorized to represent the beneficial owner(s) of the Investor, or a bank, foreign bank, broker-dealer, investment adviser or other conduit acting on behalf of the beneficial owner(s) of the Investor.

The Investor hereby certifies and represents that, as of the date set forth below, none of the following disqualifying trigger events is true of the Investor:

- (i) The Investor has been convicted, within the past ten years, of any felony or misdemeanor:
 - (A) In connection with the purchase or sale of any security;
 - (B) Involving the making of any false filing with the SEC; or
 - (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;

- (ii) The Investor is subject to any order, judgment or decree of any court of competent jurisdiction, entered within the past five years that restrains or enjoins the Investor from engaging or continuing to engage in any conduct or practice:
 - (A) In connection with the purchase or sale of any security;
 - (B) Involving the making of any false filing with the SEC; or
 - (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;

(iii) The Investor is subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

(A) Bars the Investor from:

- (1) Association with an entity regulated by such commission, authority, agency, or officer;
- (2) Engaging in the business of securities, insurance or banking; or
- (3) Engaging in savings association or credit union activities; or

(B) Constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within the past ten years;

(iv) The Investor is subject to an order of the SEC entered pursuant to section 15(b) or 15B(c) of the Securities Exchange Act of 1934 (15 U.S.C. 78o(b) or 78o-4(c)) or section 203(e) or (f) of the Investment Advisers Act of 1940 (15 U.S.C. 80b-3(e) or (f)) that:

(A) Suspends or revokes the Investor's registration as a broker, dealer, municipal securities dealer or investment adviser;

(B) Places limitations on the activities, functions or operations of the Investor; or

(C) Bars the Investor from being associated with any entity or from participating in the offering of any penny stock;

(v) The Investor is subject to any order of the SEC entered within the past five years that orders the Investor to cease and desist from committing or causing a violation or future violation of:

(A) Any scienter-based anti-fraud provision of the federal securities laws, including without limitation section 17(a)(1) of the Securities Act of 1933 (15 U.S.C. 77q(a)(1)), section 10(b) of the Securities Exchange Act of 1934 (15 U.S.C. 78j(b)) and 17 CFR 240.10b-5, section 15(c)(1) of the Securities Exchange Act of 1934 (15 U.S.C. 78o(c)(1)) and section 206(1) of the Investment Advisers Act of 1940 (15 U.S.C. 80b-6(1)), or any other rule or regulation thereunder; or

(B) Section 5 of the Securities Act of 1933 (15 U.S.C. 77e).

(vi) The Investor is suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade;

(vii) The Investor has filed (as a registrant or issuer), or was or was named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within the past five years,

was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is currently the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued; or

(viii) The Investor is subject to a United States Postal Service false representation order entered within the past five years, or is currently subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations.

The Investor acknowledges and recognizes that the matters set forth in this Certification are being relied upon by the Company and Manager in connection with its reliance upon exemptions under Rule 506.

The Investor hereby represents and warrants that the information provided in this Certification is true and accurate as of the date hereof; acknowledges and agrees that this Certification is a continuing certification as long as the Investor has any ownership in the Company; and promises and agrees to promptly notify the Company in writing should there be any change in the information set forth therein.

If the Investor is unable to make the foregoing confirmation, please contact the Company immediately.

Executed this ___ day of _____, 2023.

Signature for Individual Investor: _____ Name of Investor (please print) Signature: _____	Signature for Entity Investor: _____ Name of Investor (please print) By: _____ Print Name: _____ Title: _____
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