

CONSENT TO  
ACTION TAKEN WITHOUT MEETING  
BY THE SOLE MEMBER  
OF  
MERLONE GEIER XI, LLC,  
a California limited liability company

The undersigned, being the sole member of Merlone Geier XI, LLC, a California limited liability company (the “**Company**”), takes this action without meeting by written consent (“**Consent**”) to the adoption of the following resolutions (collectively, “**Resolutions**”):

WHEREAS, Merlone Geier, LLC, a California limited liability company, is the sole member of the Company (the “**Member**”);

WHEREAS, under Section 4.6 of the Company’s Operating Agreement, the Member has the right to appoint officers of the Company and to delegate authority and duties to such officers; and

WHEREAS, it is deemed to be in the best interest of the Company to appoint officers and to give to these officers the powers described in this Consent.

NOW, THEREFORE, BE IT RESOLVED: That the Member appoints the following persons to the following officers positions:

Bradley A. Geier	Chairman
Peter J. Merlone	President

NOW, THEREFORE BE IT FURTHER RESOLVED: That the Member appoints the following persons to the following officer positions:

Todd Guthrie	Assistant Vice President
Daniel Tse	Corporate Secretary
Jonathan C. Lischke	Executive Managing Director
Scott A. McPherson	Executive Managing Director
Gabriela F. Parcella	Executive Managing Director
Sandra J. Dellibovi	Managing Director
Nariman Lindsay	Managing Director
Gary S. Muljat	Managing Director
Elena Buslovich	Vice President
Keith Shupe	Vice President
Stephanie J. Turner	Vice President

The appointed officers shall serve in their respective capacities until the resignation or replacement by vote of the Member;

RESOLVED FURTHER: That Bradley A. Geier shall have full authority (i) to manage the business and affairs of the Company, and (ii) to execute any and all documents of every kind and description, acting alone or with Peter J. Merlone, in accordance with the Operating Agreement of the Company, as amended from time to time;

RESOLVED FURTHER: That Peter J. Merlone shall have full authority (i) to manage the business and affairs of the Company, and (ii) to execute any and all documents of every kind and description, acting alone or with Bradley A. Geier, in accordance with the Operating Agreement of the Company, as amended from time to time;

RESOLVED FURTHER: That Todd Guthrie, acting alone or with any one of Keith Shupe, Gabriela F. Parcella or Nariman Lindsay, shall have the full authority (i) to approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00), (ii) to approve loan draws from any credit facility; (iii) to make changes to the treasury management of the Company (i.e. adding products, opening and closing accounts, etc.), (iv) to execute any and all surety bonds, (v) to execute any and all documentation related to debt compliance, (vi) to execute any and all documentation required by any tax authority, including, without limitation, the Internal Revenue Service, the Franchise Tax Board, and state and local agencies, (vii) to execute any and all documentation relating to any secured or unsecured financing for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any notes, deeds of trust, pledges, assignments, and other documents evidencing or otherwise securing any such financing, (viii) to execute any and all documentation required in connection with the formation or dissolution of any corporation, partnership or limited liability company that is, or is proposed to be, an affiliate, directly or indirectly, of the Company, and (ix) to execute any other ancillary documentation related to any of the foregoing;

RESOLVED FURTHER: That, subject to approval by Peter J. Merlone or Bradley A. Geier, Todd Guthrie, acting alone or with any one of Keith Shupe, Gabriela F. Parcella or Nariman Lindsay, shall have the authority to designate additional individuals who may approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00) (such individuals, including Gabriela F. Parcella, Keith Shupe, Nariman Lindsay and Todd Guthrie (as applicable), shall be the

**“Disbursement Group”**), and any two such Disbursement Group members may (i) approve any and all disbursements of the Company in amounts in excess of Fifty Thousand and No/100 Dollars (\$50,000.00), and (ii) approve any and all electronic templates of the Company for wire transfer or ACH payments;

RESOLVED FURTHER: That Daniel Tse shall have full authority (i) to prepare and maintain custody of documents for the Company and any direct or indirect affiliate of the Company, (ii) to execute incumbency certificates on behalf of the officers of the Company, and (iii) to carry out the instructions of the officers of the Company in accordance with this Consent;

RESOLVED FURTHER: That Jonathan C. Lischke, acting alone, shall have full authority to execute (i) site access agreements, license agreements and other agreements for the examination, review, inspection, evaluation or investigation of a property owned by a third party or the Company, or an affiliate thereof, for the potential purchase or sale of the same; (ii) confidentiality agreements and non-disclosure agreements for the disclosure or receipt of confidential information; (iii) offer letters and letters of intent for the potential purchase of property owned by a third party or sale of property owned by the Company, or an affiliate thereof; (iv) agreements for the purchase of property owned by a third party or the sale of property owned by the Company, or an affiliate thereof, and any documents necessary to consummate any such purchase and sale transaction, including without limitation deeds, bills of sale, assignments, certificates, notice letters, forms and affidavits, and all amendments or modifications thereto; and (v) other ancillary documentation relating to any of the foregoing.

RESOLVED FURTHER: That Scott A. McPherson together with any one of Peter J. Merlone, Bradley A. Geier or Gabriela F. Parcella shall have the full authority to execute (i) any and all documentation relating to the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, including, without limitation, any amendments, letter agreements, leases, license agreements or other occupancy agreements (other than licenses with a term (including options) of less than eighteen (18) months), and (ii) other ancillary documentation relating to any of the foregoing; and that Scott A. McPherson, acting alone, shall have full authority to execute license agreements with a term (including options) not to exceed eighteen (18) months and ancillary documentation relating thereto;

RESOLVED FURTHER: That Gabriela F. Parcella, acting alone, shall have the full authority to execute (i) any and all documentation relating to any secured or unsecured financing for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any notes, deeds of trust, pledges, assignments, and other documents evidencing or otherwise securing any such financing, and (ii) any and all documentation required in connection with the formation or dissolution of any corporation, partnership or limited liability company that is, or is proposed to be, an affiliate, directly or indirectly, of the Company;

RESOLVED FURTHER: That Gabriela F. Parcella together with any one of Peter J. Merlone, Bradley A. Geier, Scott A. McPherson, Gary S. Muljat or Nariman Lindsay shall have the full authority to execute (i) any and all documentation relating to the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, including, without limitation, any amendments, letter agreements, leases, license agreements or other occupancy agreements (other than licenses with a term (including options) of less than eighteen (18) months), and (ii) other ancillary documentation relating to any of the foregoing; and that Gabriela F. Parcella, acting alone, shall have full authority to execute license agreements with a term (including options) not to exceed eighteen (18) months and ancillary documentation relating thereto;

RESOLVED FURTHER: That Gabriela F. Parcella, acting alone or with any one of Keith Shupe, Nariman Lindsay or Todd Guthrie, shall have the full authority (i) to approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00), (ii) to approve loan draws from any credit facility; (iii) to make changes to the treasury management of the Company (i.e. adding products, opening and closing accounts, etc.), (iv) to execute any and all surety bonds, (v) to execute any and all documentation related to debt compliance, (vi) to execute any and all documentation required by any tax authority, including, without limitation, the Internal Revenue Service, the Franchise Tax Board, and state and local agencies, (vii) to execute any and all documentation relating to any secured or unsecured financing for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any notes, deeds of trust, pledges, assignments, and other documents evidencing or otherwise securing any such financing, (viii) to execute any and all documentation required in connection with the formation or dissolution of any corporation, partnership or limited liability company that is, or is proposed to be, an affiliate, directly or indirectly, of the Company,

and (ix) to execute any other ancillary documentation related to any of the foregoing;

RESOLVED FURTHER: That, subject to approval by Peter J. Merlone or Bradley A. Geier, Gabriela F. Parcella, acting alone or with any one of Keith Shupe, Nariman Lindsay or Todd Guthrie, shall have the authority to designate a Disbursement Group who may approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00), and any two such Disbursement Group members may (i) approve any and all disbursements of the Company in amounts in excess of Fifty Thousand and No/100 Dollars (\$50,000.00), and (ii) approve any and all electronic templates of the Company for wire transfer or ACH payments;

RESOLVED FURTHER: That Sandra J. Dellibovi shall have the full authority to execute (i) any and all estoppel certificates and other similar documentation confirming the terms and conditions of the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, (ii) any and all subordination, non-disturbance and attornment agreements or non-disturbance and attornment agreements relating to any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, (iii) any and all municipal permits and other similar documentation confirming the terms and conditions of the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, and (iv) any and all utility applications and other similar documentation confirming the terms and conditions of the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company; and that Sandra J. Dellibovi, acting alone, shall have full authority to execute license agreements with a term (including options) not to exceed eighteen (18) months and ancillary documentation relating thereto;

RESOLVED FURTHER: That Nariman Lindsay, acting alone, shall have the full authority to execute (i) any and all documentation relating to any secured or unsecured financing for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any notes, deeds of trust, pledges, assignments, and other documents evidencing or otherwise securing any such financing, and (ii) any and all documentation required in connection with the formation or dissolution of any corporation, partnership or limited liability company that is, or is proposed to be, an affiliate, directly or indirectly, of the Company;

RESOLVED FURTHER: That Nariman Lindsay together with any one of Peter J. Merlone, Bradley A. Geier or Gabriela F. Parcella shall have the full authority to execute (i) any and all documentation relating to the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, including, without limitation, any amendments, letter agreements, leases, license agreements or other occupancy agreements (other than licenses with a term (including options) of less than eighteen (18) months), and (ii) other ancillary documentation relating to any of the foregoing; and that Nariman Lindsay, acting alone, shall have full authority to execute license agreements with a term (including options) not to exceed eighteen (18) months and ancillary documentation relating thereto;

RESOLVED FURTHER: That Nariman Lindsay, acting alone or with any one of Keith Shupe, Gabriela F. Parcella or Todd Guthrie, shall have the full authority (i) to approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00), (ii) to approve loan draws from any credit facility; (iii) to make changes to the treasury management of the Company (i.e. adding products, opening and closing accounts, etc.), (iv) to execute any and all surety bonds, (v) to execute any and all documentation related to debt compliance, (vi) to execute any and all documentation required by any tax authority, including, without limitation, the Internal Revenue Service, the Franchise Tax Board, and state and local agencies, (vii) to execute any and all documentation relating to any secured or unsecured financing for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any notes, deeds of trust, pledges, assignments, and other documents evidencing or otherwise securing any such financing, (viii) to execute any and all documentation required in connection with the formation or dissolution of any corporation, partnership or limited liability company that is, or is proposed to be, an affiliate, directly or indirectly, of the Company, and (ix) to execute any other ancillary documentation related to any of the foregoing;

RESOLVED FURTHER: That, subject to approval by Peter J. Merlone or Bradley A. Geier, Nariman Lindsay, acting alone or with any one of Keith Shupe, Gabriela F. Parcella or Todd Guthrie, shall have the authority to designate a Disbursement Group who may approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00), and any two such Disbursement Group members may (i) approve any and all disbursements of the Company in amounts in excess of

Fifty Thousand and No/100 Dollars (\$50,000.00), and (ii) approve any and all electronic templates of the Company for wire transfer or ACH payments;

RESOLVED FURTHER: That Gary S. Muljat together with any one of Peter J. Merlone, Bradley A. Geier or Gabriela F. Parcella shall have the full authority to execute (i) any and all documentation relating to the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, including, without limitation, any amendments, letter agreements, leases, license agreements or other occupancy agreements (other than licenses with a term (including options) of less than eighteen (18) months), and (ii) other ancillary documentation relating to any of the foregoing; and that Gary S. Muljat, acting alone, shall have full authority to execute license agreements with a term (including options) not to exceed eighteen (18) months and ancillary documentation relating thereto;

RESOLVED FURTHER: That Elena Buslovich, acting alone, shall have the full authority to execute any and all documentation required by any tax authority, including, without limitation, the Internal Revenue Service, the Franchise Tax Board, and state and local agencies, that (i) reports income, expenses or other relevant financial information for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any tax returns (ii) seeks any refund or reimbursement for the Company or for any direct or indirect affiliate of the Company, or (iii) relates to either of the foregoing;

RESOLVED FURTHER: That Keith Shupe, acting alone, shall have the full authority to execute (i) any and all documentation relating to any secured or unsecured financing for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any notes, deeds of trust, pledges, assignments, and other documents evidencing or otherwise securing any such financing, (ii) any and all documentation required in connection with the formation or dissolution of any corporation, partnership or limited liability company that is, or is proposed to be, an affiliate, directly or indirectly, of the Company;

RESOLVED FURTHER: That Keith Shupe, acting alone or with any one of Gabriela F. Parcella, Nariman Lindsay or Todd Guthrie, shall have the full authority (i) to approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00), (ii) to approve loan draws from any credit facility; (iii) to make changes to the treasury management of

the Company (i.e. adding products, opening and closing accounts, etc.), (iv) to execute any and all surety bonds, (v) to execute any and all documentation related to debt compliance, (vi) to execute any and all documentation required by any tax authority, including, without limitation, the Internal Revenue Service, the Franchise Tax Board, and state and local agencies, (vii) to execute any and all documentation relating to any secured or unsecured financing for the Company or for any direct or indirect affiliate of the Company, including, without limitation, any notes, deeds of trust, pledges, assignments, and other documents evidencing or otherwise securing any such financing, (viii) to execute any and all documentation required in connection with the formation or dissolution of any corporation, partnership or limited liability company that is, or is proposed to be, an affiliate, directly or indirectly, of the Company, and (ix) to execute any other ancillary documentation related to any of the foregoing;

RESOLVED FURTHER: That, subject to approval by Peter J. Merlone or Bradley A. Geier, Keith Shupe, acting alone or with any one of Gabriella F. Parcella, Nariman Lindsay or Todd Guthrie, shall have the authority to designate a Disbursement Group who may approve any and all disbursements of the Company in amounts up to and including Fifty Thousand and No/100 Dollars (\$50,000.00), and any two such Disbursement Group members may (i) approve any and all disbursements of the Company in amounts in excess of Fifty Thousand and No/100 Dollars (\$50,000.00), and (ii) approve any and all electronic templates of the Company for wire transfer or ACH payments;

RESOLVED FURTHER: That Stephanie J. Turner shall have the full authority to execute (i) any and all estoppel certificates and other similar documentation confirming the terms and conditions of the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, (ii) any and all subordination, non-disturbance and attornment agreements or non-disturbance and attornment agreements relating to any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, (iii) any and all municipal permits and other similar documentation confirming the terms and conditions of the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company, and (iv) any and all utility applications and other similar documentation confirming the terms and conditions of the occupancy of any of the properties owned or managed by the Company or by any direct or indirect affiliate of the Company; and that Stephanie J. Turner, acting alone, shall have full authority to



execute license agreements with a term (including options) not to exceed eighteen (18) months and ancillary documentation relating thereto;

RESOLVED FURTHER: That Stephanie J. Turner, acting alone or with any one of Todd Guthrie, Keith Shupe, Gabriela F. Parcella or Nariman Lindsay, shall have the full authority to execute any and all surety bonds and any other ancillary documentation related thereto;

RESOLVED FURTHER: That the Company is authorized and directed to take all other action and to execute and deliver any other documents as it may deem necessary or advisable to effect the purpose of the foregoing Resolutions;

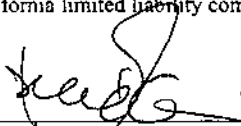
RESOLVED FURTHER: That any and all actions heretofore taken by Bradley A. Geier, Peter J. Merlone, Todd Guthrie, Daniel Tse, Jonathan C. Lischke, Scott A. McPherson, Gabriela F. Parcella, Sandra J. Dellibovi, Nariman Lindsay, Gary S. Muljat, Elena Buslovich, Keith Shupe and/or Stephanie J. Turner in conformance herewith and authorized by the foregoing Resolutions are hereby approved, ratified and confirmed in all respects; and

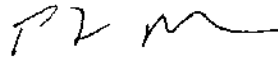
RESOLVED FURTHER: That this Consent may be signed in counterpart, all of which taken together constitute one and the same instrument. A facsimile or e-mail signature shall be as binding as an original signature for all purposes.

*[Remainder of page intentionally left blank; signature on following page]*

IN WITNESS WHEREOF, the undersigned have executed this Consent as of March 22, 2023.

Merlone Geier, LLC,  
a California limited liability company

By:   
Bradley A. Geier, Chairman

By:   
Peter J. Merlone, President