

**RESOLUTIONS OF THE MANAGER  
OF  
CAROLINE HEIGHTS APARTMENTS LLC  
a Wisconsin limited liability company**

\_\_\_\_\_, 2021

The undersigned, Barry R. Mandel, being the manager of BR Mandel LLC, a Wisconsin limited liability company, the manager of Mandel/Caroline Heights Apartments LLC, a Wisconsin limited liability company (the "Manager"), the manager of Caroline Heights Apartments, a Wisconsin limited liability company (the "Company"), does hereby consent to, adopt and approve the following resolutions:

RESOLVED, that the Manager is hereby authorized, directed and empowered, for and on behalf and in the name of the Company to execute and deliver documents or other writings on behalf of the Company and to perform any and all acts necessary or desirable to conduct the business or affairs of the Company; and

FURTHER RESOLVED, that Barry R. Mandel, as the manager BR Mandel LLC, the manager of the Manager or his designated in writing designee (an "Authorized Signatory"), are each, acting alone, hereby authorized, directed and empowered, for and on behalf of the Manager and in the name of the Company, to execute and deliver documents or other writings on behalf of the Manager and the Company and to perform such acts as the Manager may be hereby authorized to do pursuant to the following resolutions; and

FURTHER RESOLVED, that the Manager is hereby specifically authorized to cause the Company to, directly or indirectly, acquire, own, develop, construct, improve, operate, lease, manage, subdivide, including without limitation, mortgage, finance, sell and otherwise deal with the property referred to as the School Sisters of Notre Dame property in Elm Gove Wisconsin, and in connection therewith, to enter into that certain Development Agreement by and between the Company and the Village of Elm Grove (the "Village") and to enter into the documents attached thereto as Exhibits, and to modify and amend those documents, all on such terms and conditions as the Manager deems necessary or desirable in connection therewith; and

FURTHER RESOLVED, that the Manager is hereby authorized, for and on behalf and in the name of the Company, to execute and deliver such powers of attorney, offers to purchase, purchase agreements, closing statements, real estate transfer returns, indemnities, assumptions, affidavits, assignments, consents, approvals, resolutions, loan commitments, promissory notes, mortgages, deeds, development agreements, guaranties, certified survey maps, construction contracts, security agreements, loan agreements, disbursing agreements, assignments of options, assignments of membership interests, pledges of membership interests, assignments of rents and leases, estoppels, escrow and/or reserve agreements and any and all such other documents, and any and all amendments thereto, as the Manager may deem necessary or desirable to effectuate the foregoing resolutions; and

FURTHER RESOLVED, that the Manager is hereby authorized, for and on behalf and in the name of the Company, to take any and all such further action and to execute and deliver any and all such other documents and instruments, including amendments and modifications thereof, as the Manager may deem necessary or advisable to affect the tenor and purpose of the foregoing resolutions and that all actions by the Manager so taken are hereby ratified, confirmed and approved.

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

IN WITNESS WHEREOF, the undersigned has executed and delivered these Resolutions of Manager on the date set forth above.

**MANAGER:**

MANDEL/CAROLINE HEIGHTS APARTMENTS LLC, a Wisconsin limited liability company

By: BR Mandel LLC, its Manager

By: \_\_\_\_\_  
Barry R. Mandel, its Manager