

**AUTHORITY TO OBTAIN LOANS  
RESOLUTIONS OF MANAGERS AND INCUMBENCY CERTIFICATION (CERTIFIED COPY)**

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I certify that I am a manager of Roosevelt School Apartments, LLC., a domestic limited liability company (the "Company"); that attached hereto as Exhibit A is a true and complete copy of the Company's Operating Agreement and all amendments thereto (the "Operating Agreement") which Operating Agreement is in full force and effect as of the date hereof; and that the following is a true and correct copy of resolutions duly adopted by the Managers of the Company in accordance with its Operating Agreement and applicable statutes on or as of the \_\_\_ day of April, 2016.

**Copy of Resolutions**

**Be It Resolved,** That any (insert number required to sign) \_\_\_\_\_ of the following (insert titles only) \_\_\_\_\_ of the Company are/is authorized, for, on behalf of, and in the name of the Company to:

- (a) Negotiate and obtain loans and other credit and financial accommodations from City of La Crosse, Wisconsin ("Lender") up to an amount not to exceed Three Hundred Fifty-Two Thousand Nine Hundred Forty-One Dollars (\$352,941.00).
- (b) Give security for any liabilities of the Company to Lender by grant, security interest, assignment, lien or mortgage upon any real or personal property, tangible or intangible of the Company; and
- (c) Execute and deliver in form and content as may be required by Lender and as is acceptable to such manager(s), any and all notes, evidences of indebtedness, security agreements, guaranties, subordination agreements, loan and special economic development agreements, financing statements, assignments, liens, mortgages, trust receipts and other agreements, instruments or documents to carry out the purposes of these Resolutions, any or all of which may relate to all or to substantially all of the Company's property and assets.

**Resolved Further,** That Lender be and is authorized and directed to pay the proceeds of any such loans as directed by the persons so authorized to sign, whether so payable to the order of any of said persons in their individual capacities or not, and whether such proceeds are deposited to the individual credit of any of said persons or not;

**Resolved Further,** That any and all agreements, instruments and documents previously executed to carry out the purposes of these Resolutions will continue in full force and effect and will be binding upon the Company until the Company is no longer indebted to Lender and that Lender may rely upon these Resolutions until written notice to the contrary is duly served on an appropriate official of Lender (but that notice will have no effect whatsoever on any action previously taken or any commitment previously made or any agreement previously entered into by Lender in reliance on these Resolutions);

**Resolved Further,** That any person, corporation or other legal entity dealing with Lender may rely upon a certificate signed by an appropriate official of Lender to the effect that these Resolutions and any agreement, instrument or document executed pursuant to them are still in full force and effect and binding upon the Company.

**Resolved Further,** That Lender may consider the Managers of the Company and their signatures, respectively, to be and continue to be as set forth in the Manager's Certification until notice to the contrary in writing is duly served on Lender.

I further certify that the above Resolutions are in full force and effect as of the date of this Certificate; that these Resolutions and any borrowings or financial accommodations under these Resolutions have been properly noted in the books and records of the Company, and have not been rescinded, annulled, revoked, or modified; that neither the foregoing Resolutions nor any actions to be taken pursuant to them are or will be in contravention of any provision of the articles of organization or Operating Agreement of the Company or of any agreement, indenture or other instrument to which the Company is a party or by which it is bound; and that neither the articles of organization nor Operating Agreement of the Company nor any agreement, indenture or other instrument to which the Company is a party or by which it is bound require the vote or consent of members of the Company to authorize any act, matter or thing described in the foregoing Resolutions.

I further certify that the following named persons have been duly appointed as managers, that they continue to serve as managers at the present time, and that the signatures that appear below are the genuine, original signatures of each respectively.

**(PLEASE SUPPLY GENUINE SIGNATURES OF AUTHORIZED SIGNERS BELOW)**

NAME (Type or Print)	TITLE	SIGNATURE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**In Witness Whereof**, I have affixed my name as Manager this \_\_\_\_\_ day of April ,2016.

\_\_\_\_\_  
Manager

**EXHIBIT A**

**OPERATING AGREEMENT OF ROOSEVELT SCHOOL APARTMENTS, LLC.**