

**AUTHORITY TO PROCURE LOANS
RESOLUTIONS OF CORPORATE BOARD AND INCUMBENCY CERTIFICATION (CERTIFIED COPY)**

I certify that I am the duly elected and qualified Member of **RWR Properties, LLC** a Wisconsin limited liability company (the "Company") and the keeper of the records of the Company; and that the following is a true and correct copy of resolutions duly adopted by the Managers of the Company in accordance with its bylaws and applicable statutes on or as of the ____ day of _____, 2017.

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 (the "Lender") up to an amount not exceeding \$220,000.00;
- (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, any and all notes, evidence 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 individual credit of any of said persons or not;

Resolved Further, that any and all agreements, instruments and documents previously executed and acts and things previously done to carry out the purposes of these Resolutions are ratified, confirmed and approved as the act or acts of the Company.

Resolved Further, That any agreement, instrument or document executed to carry out the purposes of these Resolutions shall 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 this 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, company or other legal entity dealing with Lender may rely upon a certificate signed by an authorized 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 holders of the offices of the Company and their signatures, respectively, to be and continue to be as set forth in the Certificate of the Member of the Company 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 corporate books and records, and have not been rescinded, annulled, revoked or modified; that neither of the foregoing Resolutions nor any actions to be taken pursuant to them are or will be in contravention of any provisions of the articles of incorporation or bylaws 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 incorporation nor the bylaws 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 shareholders 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 elected to the officers set opposite their respective names, that they continue to hold these offices at the present time, and that the signatures which 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 Member this ____ day of _____, 20__.

Member

The Above Statements are Correct:

Signature of Director or, if none a shareholder other than member when member is authorized to sign alone.

Failure to complete the above when the Member is authorized to sign alone will constitute a certification by the Member that the Member is the sole Shareholder and Director of the Company.