

**CERTIFICATE OF CORPORATE SECRETARY
OF
J.F. SHEA CONSTRUCTION MANAGEMENT, INC.**

**RESOLUTION
OF
SHEA HOMES LIMITED PARTNERSHIP**

October 10, 2016

I, James G. Shontere, do hereby certify that I am the duly elected and acting Secretary of J.F. Shea Construction Management, Inc., a California corporation (the "Corporation"), who is the sole General Partner of JFS Management, L.P., a Delaware limited partnership ("JFS Management"), who is the sole General Partners of J.F. Shea, G.P., a Delaware general partnership ("JF Shea GP"), who is the sole General Partner of Shea Homes Limited Partnership, a California limited partnership (the "Limited Partnership" or "SHLP"), and that the following resolutions have been duly adopted by the Board of Directors of the Corporation pursuant to the by-laws of the Corporation and are in full force and effect:

RESOLVED, that any one of the named directors of the Corporation, or any other person or person designated in writing by any one of said directors are hereby authorized and empowered for and on behalf of the Limited Partnership, to execute notes, deeds, maps, performance and payment bonds, deeds of trust, mortgages, guarantees, receipts, and all other documents necessary and convenient to carry out the business operations of the Limited Partnership;

John F. Shea, Director
Peter O. Shea, Director
Peter O. Shea, Jr., Director
John C. Morrissey, Director
James G. Shontere, Director

FURTHER RESOLVED, that the named officers and authorized agents on this resolution are hereby appointed to the offices or positions appearing after their respective names, and will serve until they resigns, they are no longer provided authority hereunder, or they are no longer employed by SHLP or one of its affiliates;

FURTHER RESOLVED, that the above directors, acting alone, or the following officers of this Corporation, acting with one director or another authorized officer listed below, are hereby authorized and empowered for and on behalf of the Limited Partnership, to execute any documents required to borrow funds from any lender either unsecured or to be secured by real or personal property owned by the Limited Partnership:

Roberto (Bert) F. Selva, President and Chief Executive Officer
Ross A. Kay, Senior Vice President
Ronald L. Lakey, Vice President
Andrew Parnes, Vice President
Robert R. O'dell, Vice President & Treasurer
James G. Shontere, Secretary

FURTHER RESOLVED, that the above directors, acting alone, or the following officers listed below, acting with one director or another authorized officer listed below, are hereby authorized and empowered for and on behalf of the Limited Partnership, to execute notes, deeds, maps, performance and payment bonds, deeds of trust, mortgages, guarantees, receipts, and all other documents necessary and convenient to carry out the business operations of the Limited Partnership:

Roberto (Bert) F. Selva, President and Chief Executive Officer
Andrew Parnes, Executive Vice President
Ross A. Kay, Senior Vice President
Ronald L. Lakey, Vice President
Andrew T. Roundtree, Vice President
Laura W. Vuolo, Vice President
Robert R. O'dell, Vice President & Treasurer
James G. Shontere, Secretary

FURTHER RESOLVED, that the above directors, acting alone, or any authorized officer who is an attorney listed on Exhibit "A", attached hereto, acting with one director or another authorized officer on Exhibit A, are hereby authorized and empowered for and on behalf of the Limited Partnership, to execute settlement agreements and all other documents connected to litigation cases involving the Limited Partnership, provided however that such authority shall be limited to the operations of their respective divisions as indicated on Exhibit "A";

FURTHER RESOLVED, that the above directors, acting alone, or any authorized officers listed on Exhibit "A", attached hereto, acting with one director or another authorized officer on Exhibit A, are hereby authorized and empowered for and on behalf of the Limited Partnership, to execute any and all documents necessary or appropriate in connection with the (i) Amended and Restated Security Agreement dated as of February 20, 2014 (the "Master Security Agreement"); (ii) Credit Agreement dated as of February 20, 2014 (the "Revolving Facility Agreement"); and (iii) Indenture dated as of May 10, 2011 (the "Indenture"), including, but not limited to Deeds of Trust and Officer Certificates, provided however that such authority shall be limited to the operations of their respective divisions as indicated on Exhibit "A";

FURTHER RESOLVED, that the above directors, acting alone, or any authorized officers or authorized agents listed on Exhibit "A", attached hereto, acting with one director or another authorized officer or authorized agent on Exhibit A, are hereby authorized and empowered for and on behalf of the Limited Partnership, to execute any and all documents necessary or appropriate in connection with the acquisition or sale of real property acquired or sold by the Limited Partnership, including, but not limited to land purchase and sale agreements, amendments, escrow instructions, and grant deeds, provided however that such authority shall be limited to the operations of their respective divisions as indicated on Exhibit "A";

FURTHER RESOLVED, that the officers or authorized agents of the Limited Partnership listed on Exhibit "A", attached hereto, acting with one director or another authorized officer or authorized agent on Exhibit A, are hereby authorized and empowered to act on behalf of the Limited Partnership to execute any bids, construction contracts, bid bonds, deeds, maps, performance and payment bonds, plats or any other agreements or documents necessary for the performance of such contracts, agreements, and/or documents, to execute any and all documents required in connection with the sale and conveyance of new homes, including but not limited to, the purchase and sales agreements, escrow instructions, amendments to the purchase and sales agreements for the addition of options to the new homes, and all other documents necessary and convenient to carry out the sales of new homes developed and sold by the Limited Partnership, provided, however, that such authority shall be limited to the operations of their respective divisions as indicated on Exhibit "A";

FURTHER RESOLVED, that the officers or authorized agents of the Limited Partnership listed on Exhibit "B", attached hereto, acting with one director or another authorized officer or authorized agent on Exhibit B, are hereby authorized and empowered to act on behalf of the Limited Partnership to execute any land development documentation necessary for the development of real property, such as bids, construction contracts, bid bonds, maps, performance and payment bonds, plats, lot line adjustments, and any documents filed with government agencies necessary and convenient to carry out the development of real property developed and sold by the

Limited Partnership, provided, however, that such authority shall be limited to real properties located in their respective divisions as indicated on Exhibit "B";

FURTHER RESOLVED, that the officers or authorized agents of the Limited Partnership listed on Exhibit "C" attached hereto, acting with one director or another authorized officer or authorized agent on Exhibit C, are hereby authorized and empowered to act on behalf of the Limited Partnership, to execute any and all documents required in connection with the sale and conveyance of new homes, including but not limited to, the purchase and sales agreements, escrow instructions, amendments to the purchase and sales agreements for the addition of options to the new homes, and all other documents necessary and convenient to carry out the sales of new homes developed and sold by the Limited Partnership, provided, however, that such authority shall be limited to their respective divisions as indicated on Exhibit "C";

FURTHER RESOLVED, that the directors, officers, and/or authorized agents of the Limited Partnership are hereby authorized to act on behalf of the Limited Partnership in the capacity set forth herein whenever the Limited Partnership is authorized to act for another company, whether as manager, member, authorized agent, or otherwise;

FURTHER RESOLVED, that any and all documents executed or actions undertaken by any officers or authorized agents listed in the foregoing resolutions prior to the date hereof substantively within the scope of their authority as designated above are hereby ratified, confirmed, and approved;

FINALLY RESOLVED, that any prior signature resolutions of the Corporation are hereby superseded and replaced by this resolution as of the effective date of this resolution.

IN WITNESS WHEREOF, I have hereunto set my hand and the Corporate seal this 10th day of October, 2016.

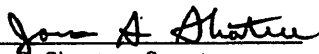

James G. Shontere, Secretary



EXHIBIT "A"

All Divisions:

Roberto (Bert) F. Selva, President and Chief Executive Officer
Andrew Parnes, Executive Vice President
Ross A. Kay, Senior Vice President
Ronald L. Lakey, Vice President
Ray Mullen, Vice President
Andrew T. Roundtree, Vice President
Laura W. Vuolo, Vice President
Robert R. O'dell, Vice President & Treasurer
Joel VanRyckeghen, Vice President
James G. Shontere, Secretary
Michael Ciauri, Assistant Secretary
Jeffrey H. Donelson, Assistant Secretary
Julia Guizan, Assistant Secretary
Allison Martin, Assistant Secretary
Brian Murphy, Assistant Secretary
Robert Pigg, Assistant Secretary
Kirsten Solberg, Assistant Secretary
Sharon Wible, Assistant Secretary
Richard J. Young, Assistant Secretary
Paul Benson, Authorized Agent
Kathy Leary, Authorized Agent
Bryan McGowan, Authorized Agent
Gary Oertel, Authorized Agent
Yasmine Petersen, Authorized Agent
Curtis Wright, Authorized Agent

Active Adults Division:

Harold (Hal) Looney, Jr., Vice President
Jeffrey McQueen, Vice President
Shauna Farmer, Assistant Secretary
Michael L. Fraley, Jr., Assistant Secretary
Mark Gray, Assistant Secretary
Jeff Hinkle, Assistant Secretary
Corey Hosea, Authorized Agent
Jason King, Assistant Secretary
Michael McCormack, Assistant Secretary
Daniel J. O'Brien, Assistant Secretary
Tim Steckbeck, Assistant Secretary
Bertrand (Randy) J. Bauer, Authorized Agent
Helen Eldredge (formerly Helen Akkawi), Authorized Agent
Jason L. Enos, Authorized Agent
Preston Holdner, Authorized Agent
Jason Hughes, Authorized Agent
Leigh Menghini, Authorized Agent
Micah Olsson, Authorized Agent
Deena Schwegler (formerly Deena Baxter-Schwegler), Authorized Agent
Caroline Villegas, Authorized Agent

Arizona Division:

Don Murphy, Vice President
David Garcia, Assistant Secretary
Carly Harlacher, Authorized Agent
Joyce Manigold, Assistant Secretary
Ken Peterson, Assistant Secretary

Craig Powell, Assistant Secretary

Colorado Division

Chester T. Latcham, Vice President
Scott Custer, Assistant Secretary
Jeffrey F. Kappes, Assistant Secretary
T. (Terri) G. Kershnik, Assistant Secretary

Houston Division

Keith Luechtefeld, Vice President
Brian Murphy, Authorized Agent

Northern California Division

Layne C. Marceau, Vice President
Robert V. Claflin, Assistant Secretary
Matthew J. Henry, Assistant Secretary
Adam Hieb, Assistant Secretary
Donald A. Hofer, Assistant Secretary
Gary Teunnisen, Assistant Secretary
Scott Adams, Authorized Agent
Rick Glaviano, Authorized Agent
Rick Kraushar, Authorized Agent
Deena Schwegler (formerly Deena Baxter-Schwegler), Authorized Agent

Southern California Division

Robert J. Yoder, Vice President
Janet Benavidez, Assistant Secretary
John C. Danvers, Assistant Secretary
Mike O'Melveny, Assistant Secretary
Steve Ray, Assistant Secretary
John Vander Velde, Assistant Secretary
Lulu Shiozaki, Authorized Agent

San Diego Division

Paul L.L. Barnes, Vice President
Bryan Binney, Assistant Secretary
Vanessa Linn, Assistant Secretary
Helen Anaya-Rioux, Authorized Agent
Jonathan Kearney, Authorized Agent
Sarah Morrell (formerly Sarah Beckman), Authorized Agent
Dennis Schroeder, Authorized Agent
John B. Vance, Authorized Agent

EXHIBIT "B"

All Divisions:

Scott Brown, Authorized Agent
Bridget James, Authorized Agent
Alan Ridd, Authorized Agent
Colleen Rust, Authorized Agent
Allison Warrell, Authorized Agent

Active Adults Division:

Andy Fraser, Assistant Secretary
Robert (Rob) Peterson, Assistant Secretary
Glenn Bash, Authorized Agent
Brian Beard, Authorized Agent
Ezequiel Chaidez, Authorized Agent
Barry Cunningham, Authorized Agent
Jeff Davies, Authorized Agent
Andrew Daymude, Authorized Agent
Tyrus Ferguson, Authorized Agent
Oscar Harper, Authorized Agent
Robert Izer, Authorized Agent
Andres Martinez, Authorized Agent
Keir Santos, Authorized Agent
Eric Sauer, Authorized Agent
Jay Seymoure, Authorized Agent
Dyric Snyder, Authorized Agent
Kyle Tibbitts, Authorized Agent
Ric Wattier, Authorized Agent
Robert Williams, Authorized Agent

Arizona Division:

Gina Barborek, Authorized Agent
Jennifer Firament, Authorized Agent
Angela Hicks, Authorized Agent
Jodi Kish, Authorized Agent
Diane Pontecorvo, Authorized Agent

Colorado Division

Stacy Austin, Authorized Agent
Ryan McDermid, Authorized Agent
Jennifer Miller, Authorized Agent
Timothy Roberts, Authorized Agent
Eric Weinstein, Authorized Agent
Amy White, Authorized Agent
Martin J. Zemcik, Authorized Agent

Houston Division

Stacy Boykin, Authorized Agent
Nichole McKnight, Authorized Agent

Northern California Division

David Best, Authorized Agent
Wendy Elliott, Authorized Agent
Crisand Giles, Authorized Agent (for only Consultant Agreements)
Dave Kay, Authorized Agent (for only Consultant Agreements)
Christine La Rocca, Authorized Agent

Brenda Savedra, Authorized Agent
Brad Slinkard, Authorized Agent
Chris Stump, Authorized Agent (for only Consultant Agreements)
Rob Wainwright, Authorized Agent
Dessi Yankova, Authorized Agent

Southern California Division

Brooke Doi, Authorized Agent
Karen Ellerman, Authorized Agent
Tara Freese, Authorized Agent
Gina Gordon, Authorized Agent
Devyn Higgins, Authorized Agent
Kevin Harbison, Authorized Agent
James Holas, Authorized Agent
Lindsay Ramirez, Authorized Agent
Kristina Rossbach, Authorized Agent
Jeff Seifert, Authorized Agent
John Thomas, Authorized Agent

San Diego Division

Greg Ponce, Authorized Agent
Kristina Rossbach, Authorized Agent
Jasen Torbett, Authorized Agent

EXHIBIT "C"

Active Adults Division:

Andy Fraser, Assistant Secretary
Russell Burlakoff, Assistant Secretary
Lori Acker, Authorized Agent
Alex Baird, Authorized Agent
Steve Berry, Authorized Agent
Korey Carroll, Authorized Agent
Melissa Chatterton, Authorized Agent
Barry Cunningham, Authorized Agent
Jeff Davies, Authorized Agent
Andrew Daymude, Authorized Agent
Nikki Decker, Authorized Agent
Michael Dalton, Authorized Agent
Kathleen Everett, Authorized Agent
Lyndsay Higgins, Authorized Agent
Catherine Kniss, Authorized Agent
Doug Marcinski, Authorized Agent
Drew Owens, Authorized Agent
Maria Salviati, Authorized Agent
Thomas Sanford, Authorized Agent
Levi Shill, Authorized Agent
Scott Silva, Authorized Agent
Todd Sitz, Authorized Agent

Colorado Division

Shelby Smith (formerly Shelby Antener), Authorized Agent (for only Customer Option Requests & listing agreements with Realtors)

Northern California Division

Melanie Hannigan, Authorized Agent
Marcela Malek, Authorized Agent

San Diego Division

Amy Shaffer, Authorized Agent

Southern California Division

Sandra Calderon, Authorized Agent
Karen Ellerman, Authorized Agent
Julie Ontiveros, Authorized Agent