# 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 Sccurity 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";

PURTHER 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 10<sup>th</sup> day of October, 2016.

James G. Shontere, Secretary

INCORPORATED INCORPORATED AUGUST 24, 2004

#### **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. Kershisnik, 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

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#### 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

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## **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 McDermed, 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

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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

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Brooke Doi, Authorized Agent
Karen Ellennan, 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 6 3 20 20 **24** 45 5 5 6 6