

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF MANAGERS
OF
[COMPANY]
a California limited liability company**

[Date]

In accordance with **Section [Section No.]** of the Limited Liability Company Operating Agreement (the “Operating Agreement”) of [Company] (the “Company”) and Section 17156 of the California Corporations Code, the undersigned, being all of the managers of the Company (the “Managers”), hereby adopt the following resolutions by unanimous written consent effective as of the date first set forth above. This action will be as valid and legal, and of the same force and effect, as though taken at a meeting of the Board of Managers (the “Board”) duly and validly noticed and held. Unless otherwise defined herein, capitalized terms shall have the meanings set forth in the Operating Agreement.

Approval of Unit Issuance, Repurchase and Related Transactions

WHEREAS, the Company proposes to enter into a Unit Purchase Agreement (the “Purchase Agreement”) by and among the Company and [Company 2] and certain of its affiliates (collectively, the “Purchasers”), a form of which has been presented to and reviewed by the Managers, pursuant to which, among other things, the Company would issue and sell [No. of Units] Common Units in the aggregate to the Purchasers for a purchase price of \$[_____], subject to adjustment.

WHEREAS, in connection with the transactions contemplated by the Purchase Agreement, the Company also proposes to enter into the following agreements, a form of each of which has been presented to and reviewed by the Managers:

(i) the Amended and Restated Limited Liability Company Operating Agreement of the Company among [list parties]; the Purchasers and other parties thereto;

(ii) a Common Unit Repurchase Agreement, among the Company; [list parties]; and [Company 2], pursuant to which the Company would repurchase [No. of Units] Common Units from certain of its Members for an aggregate purchase price of \$[_____], subject to adjustment, upon the terms and conditions set forth in such agreements;

(iii) (A) a Management Unit Repurchase Agreement relating to the [Year] Management Unit Plan, between the Company and [list parties]; (B) Management Unit Repurchase Agreements relating to the [Year] Management Unit Plan, between the Company, on the one hand, and each of [list parties], on the other hand; and (C) a Management Unit Repurchase Agreement relating to the [Year] Management Unit Plan, between the Company and [list parties], pursuant to which the Company would repurchase [No. of Units] Management Units from certain holders thereof for an aggregate purchase price of \$[_____], upon and subject to the terms and conditions set forth in such agreements ((A) through (C), collectively, the “Repurchase Agreements”); and

(iv) a letter agreement between the Company, on the one hand, and [list parties], on the other hand.

The Purchase Agreement and the documents described in the preceding **clauses (i) through (iv)** are collectively referred to herein as the “Transaction Documents”.

WHEREAS, the Managers deem it to be in the best interests of the Company and its Members to authorize, approve and adopt the Transaction Documents and any other agreements, certificates, instruments or documents contemplated by any of the Transaction Documents, and approve the transactions contemplated thereby.