

**ACTION BY WRITTEN CONSENT OF THE  
MANAGERS OF  
BORAL ROOFING LLC**

**Dated March 31, 2015**

The undersigned, being all of the managers (the "*Managers*", and each a "*Manager*") of Boral Roofing LLC (the "*Company*"), pursuant to the applicable provisions of the Delaware Limited Liability Company Act and the operating agreement of the Company, hereby consent to and adopt the following resolutions, without the necessity of a formal or informal meeting or notice thereof, and direct that this action by written consent be filed in the minute books of the Company.

**WHEREAS**, the Managers have determined that it is in the best interests of the Company to annex into the City of Rialto (the "*City*") any real property that is a part of the Company's Rialto Plant site that is currently not in the City by doing all things necessary or appropriate to apply for annexation into the City;

**WHEREAS**, the Managers have considered the foregoing and other information concerning the proposed annexation into the City as the Managers have deemed relevant, and have determined it to be in the best interests of the Company to authorize, participate in, ratify and approve the transactions and all actions contemplated by the Local Agency Formation Commission for San Bernardino County ("*LAFCO*") annexation documents which provide for annexation of the Company's Rialto plant property into the City and all other documents required for annexation into the City (collectively "*LAFCO Annexation Documents*");

**NOW, THEREFORE, BE IT RESOLVED**, that the actions described in the LAFCO Annexation Documents are hereby authorized, approved and adopted, and that any Manager, or any other Officer (as defined below), acting alone, is hereby authorized to take any and all actions and execute any and all instruments necessary to consummate the annexation, including but not limited to deeds, affidavits, certificates, statements, contracts, assignments, and any and all other instruments, all upon such terms and conditions as such Manager or officer deems advantageous to the Company;

**FURTHER RESOLVED**, that the following are the officers of the Company (the "*Officers*" and each an "*Officer*"), each being so authorized pursuant to the preceding paragraph to take any action and execute any document necessary to consummate the annexation:

<u>Title</u>	<u>Name</u>
Chris Fenwick	President
Scott Dines	Vice President, Finance
Eric Miller	Vice President, Sales and Marketing
Tim Kunstel	Vice President, Manufacturing
Ernest C. McLean III	Vice President and Secretary
Oren Post	Treasurer and Assistant Secretary
Lynn M. Turner	Assistant Treasurer

**FURTHER RESOLVED**, that any and all actions heretofore taken by any Manager, Officer, employee or agent of the Company with respect to the foregoing resolutions are hereby approved, ratified and confirmed;

**FURTHER RESOLVED**, that these resolutions may be executed by facsimile, telecopy, .pdf via electronic transmission, or other reproduction, and such execution shall be considered valid, binding and effective for all purposes; and

**FURTHER RESOLVED**, these resolutions may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one and the same resolutions.

*[signatures on the next page]*

IN WITNESS WHEREOF, the undersigned hereby consent to the resolutions described herein.

**DATE:**

March 31, 2015

March 31, 2015

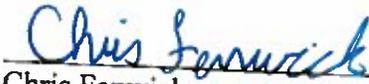
March 31, 2015

March 31, 2015

**MANAGER:**



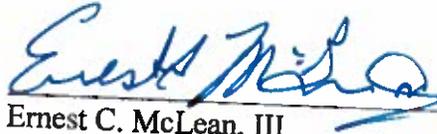
Al Borm



Chris Fenwick



Oren Post



Ernest C. McLean, III