

**ACTION BY WRITTEN CONSENT
OF
THE MEMBERS
OF
DISTRICT MANAGEMENT GROUP, LLC**

Dated as of November 15, 2018

The undersigned members (the “Members”) of District Management Group, LLC, a Delaware limited liability company (the “Company”), being the holders of issued and outstanding units (the “Units”) of the Company representing not less than the voting Units necessary to approve the transactions set forth in the resolutions below, hereby take, pursuant to Section 18-302 of the Delaware Limited Liability Company Act and the Company’s Second Amended and Restated Limited Liability Company Agreement, dated as of December 31, 2011, as amended (the “Operating Agreement”), the following actions by written consent, which actions shall have the same force and effect as if duly adopted at a meeting, effective as of the date set forth above (with capitalized terms used by not defined herein having the meaning ascribed thereto in the Operating Agreement):

Correction of Unit Designations

WHEREAS, in connection with the merger of District and Community Partners, LLC, a Delaware limited liability company (“DCP”) with and into the Company effected on December 31, 2011 (the “Merger”), the Agreement of Merger with respect thereto (the “Agreement of Merger”) incorrectly stated that, upon giving effect to the Merger, (i) IBIS Holdings, Inc. would own a total of 343,857 Units consisting of 207,731 Common Units and 136,127 Preferred Units, but the Agreement of Merger should instead have stated that IBIS Holdings, Inc. would own a total of 343,858 Units consisting entirely of Preferred Units and (ii) John J-H Kim would own a total of 264,648 Units consisting of 245,197 Common Units and 19,451 Preferred Units, but the Agreement of Merger should instead have stated that John J-H Kim would own a total of 264,648 Units consisting of 205,771 Common Units and 58,877 Preferred Units, (iii) Dan Schiff would own a total of 70,730 Units consisting of 17,683 Profit Interest Units and 53,048 Preferred Units, but the Agreement of Merger should instead have stated that Dan Schiff would own a total of 70,731 Units consisting of 17,683 Profit Interest Units and 53,048 Preferred Units (collectively, the “Incorrect Designation”); and

WHEREAS, the Members desire to correct the Incorrect Designation, effective as of December 31, 2018 (the “Effective Date”).

NOW THEREFORE, BE IT RESOLVED, that the Incorrect Designation be and hereby is corrected as of the Effective Date such that (i) each of the Common Units held by IBIS Holdings, Inc. and 39,426 of the Common Units held by John J-H Kim, in each case of immediately prior to the Effective Date, be redesignated as of the Effective Date as a Preferred Unit and (ii) the total number of Units specified as held by each of IBIS Holdings, Inc. and Dan Schiff be restated to correctly reflect the actual total number of Units held by each such Member (collectively, the “Correction”); and it is further

RESOLVED, that the Managing Member be and hereby is directed to amend Schedule A of the Operating Agreement as of the Effective Date to reflect the Correction, such that as of the Effective Date Schedule A shall reflect (i) as to IBIS Holdings, Inc., that such Member owns a total of 343,858 Units consisting entirely of Preferred Units, (ii) as to John J-H Kim, that such Member owns a total of 264,648 Units consisting of 205,771 Common Units and 58,877 Preferred Units, (iii) as to Dan Schiff, that such Members owns a total of 70,731 Units consisting of 17,683 Profit Interest Units and 53,048 Preferred Units and (iv) as to each other Member, that no changes shall be made to Schedule A as a result of the Correction.

General Resolutions

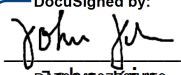
RESOLVED, that the Officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such documents as they may deem appropriate in order to effectuate fully the purposes of each and all of the foregoing resolutions, and that any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular, be, and they hereby are, approved, ratified, and confirmed; and it is further

RESOLVED, that any and all acts, transactions, agreements or certificates previously signed by the Officers on behalf of the Company in connection with the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of this Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Members, and that the Officer of the Company did execute the same.

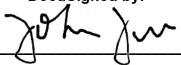
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IN WITNESS WHEREOF, the undersigned have caused this consent to be executed on the date set forth above.

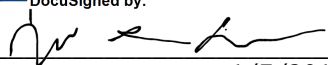
IBIS Holdings, Inc.

DocuSigned by:
By: 
Name: John J-H Kim
Title: Director
Date: 11/21/2018 11:08:42 AM PST

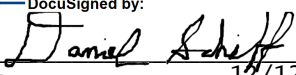
John J-H Kim

DocuSigned by:

Date: 11/21/2018 11:11:23 AM PST

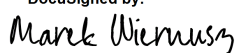
Nathan Levenson

DocuSigned by:

Date: 1/7/2019

Daniel Schiff

DocuSigned by:

Date: 12/12/2018

Marek Wiernusz

DocuSigned by:

Date: 1/3/2019

Craig Gibbons

DocuSigned by:

Craig Gibbons

Date: 41B7E521CCF49F... 11/28/2018 6:13:39 PM PST

James Carney

DocuSigned by:

James Carney

Date: 41EBA045F4564A2... 11/21/2018 10:25:20 AM PST

Andrew Parsons

DocuSigned by:

Andrew J. Parsons

Date: 53D1D7C96CCA464... 11/21/2018 11:32:54 AM PST

Kevin Buehler

DocuSigned by:

K Buehler

Date: 57AF65B113EB48F... 11/21/2018 10:44:04 AM PST

Richard Viard

DocuSigned by:

Richard Viard

Date: 41B041F3245E9402... 11/21/2018 10:40:49 AM PST

Paul Ciandrini

DocuSigned by:

Paul Ciandrini

Date: 41C8B7526CEC428... 12/5/2018 9:19:11 AM PST

Sarah Allen

DocuSigned by:

Sarah Allen

Date: 41B0945A76EE043C... 11/28/2018 5:29:36 AM PST

David Lamere

DocuSigned by:
David Lamere
Date: 6/27/2019

EOY 2018

Name and Title	US Citizen or Lawful Permanent Resident	Gender (M/F)	Ethnicity Code (See Above)	Veteran or Non- Veteran	% Ownership	# of Shares Owned	Date of Ownership	Purchase Price
John J-H Kim, Chief Executive Officer*	Yes	M	5	Non-Veteran	62.8%	608,506	02/2004	\$640,000.00
Nathan Levenson, Managing Director	Yes	M	2	Non-Veteran	20.6%	200,000	01/2011	\$0.00
Daniel Schiff	Yes	M	2	Non-Veteran	7.3%	70,731	02/2004	\$300,000.00
James Carney	Yes	M	2	Non-Veteran	0.9%	8,843	02/2004	\$50,000.00
Andrew Parsons	Yes	M	2	Non-Veteran	1.7%	16,500	02/2004	\$0.00
Kevin Buehler	Yes	M	2	Non-Veteran	0.5%	4,422	02/2004	\$25,000.00
Marek Wiernusz, Managing Director	Yes	M	2	Veteran	1.0%	10,000	01/2016	\$0.00
David Lamere	Yes	M	2	Non-Veteran	0.7%	7,000	01/2017	\$0.00
Craig Gibbons, VP of Engineering	Yes	M	2	Non-Veteran	2.1%	20,000	01/2017	\$0.00
Paul Ciandrini	Yes	M	2	Non-Veteran	0.7%	7,000	01/2017	\$0.00
Richard Viard, VP of Product Development	Yes	M	2	Non-Veteran	1.0%	10,000	01/2013	\$0.00
Sarah Allen	Yes	F	2	Non-Veteran	0.7%	7,000	01/2017	\$0.00
					100.0%	970,002		

*This combines ownership held directly by John J-H Kim and John J-H Kim's investment vehicle, IBIS Holdings, Inc.