

**McDONALD'S USA, LLC**

**SECRETARY'S CERTIFICATE**

I, Angela Steele, an officer of McDonald's USA, LLC, a limited liability company organized under the laws of the State of Delaware (the "Company"), certify as follows, as of the date hereof:

1. I am the duly appointed, qualified and acting U.S. Vice President, U.S. General Counsel and Secretary of the Company.
2. The Board of Directors of the Company duly adopted resolutions, on July 24, 2020 (the "Resolutions"), a true and correct copy of which is attached hereto as Exhibit A, to authorize certain officers and employees of the Company to execute documents in connection with real estate and construction matters on behalf of the Company, and such resolutions have not been amended, modified or rescinded in any way and remain in full force and effect.
3. That the individuals named on Exhibit B, attached, hold the titles set forth above their names.

IN WITNESS WHEREOF, I have hereunto set my hand on this 11th day of February, 2021.



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Angela Steele  
U.S. Vice President, U.S. General Counsel  
and Secretary

## **EXHIBIT A**

### **Resolutions of the Board of Directors of McDonald's USA, LLC Adopted July 24, 2020**

The undersigned, being all the members of the Board of Directors (the "Board") of McDonald's USA, LLC, a Delaware limited liability company (the "Company"), and acting on behalf of the Company, pursuant to the Delaware Limited Liability Company Act and the Company's Limited Liability Company Agreement, hereby adopt, authorize and approve by this written consent the resolutions set forth below with the same force and effect as if they had been adopted at a duly convened meeting of the Board of the Company:

#### **Authority for U.S. Construction Matters**

RESOLVED, That any of the officers of the Company, any Senior Construction Director of the Company and any attorney of McDonald's Corporation ("Corp") holding the title of Managing Counsel or Senior Counsel and practicing in the U.S. Legal Practice Group, are authorized to execute for and on behalf of the Company, such agreements, documents, certificates and all other instruments as may be necessary or appropriate in connection with construction projects undertaken by the Company.

FURTHER RESOLVED, That each Senior Development Director of the Company is authorized to execute in the name of and on behalf of the Company such agreements, documents, certificates and all other instruments as may be necessary or appropriate in connection with construction projects undertaken by the Company in his or her respective geographic area of responsibility, up to a limit of One Million Four Hundred Thousand Dollars (\$1,400,000) per construction project.

FURTHER RESOLVED, That each Lead Development Director of the Company and each U.S. Field Execution Development Director of the Company is authorized to execute in the name of and on behalf of the Company such agreements, documents, certificates and all other instruments as may be necessary or appropriate in connection with construction projects undertaken by the Company in his or her respective geographic area of responsibility, up to a limit of Six Hundred Thousand Dollars (\$600,000.00) per occurrence not to exceed Eight Hundred Thousand Dollars (\$800,000.00) per project.

FURTHER RESOLVED, That each U.S. Field Execution Construction Manager of the Company is authorized to execute in the name of and on behalf of the Company such agreements, documents, certificates and all other instruments as may be necessary or appropriate in connection with construction projects undertaken by the Company in his or her respective geographic area of responsibility, up to a limit of Fifty Thousand Dollars (\$50,000) per occurrence not to exceed Three Hundred Thousand Dollars (\$300,000) per project.

FURTHER RESOLVED, That any of the above signatories for U.S. construction matters; any Assistant Secretary and any Assistant Treasurer of the Company; and any attorney holding the title of Counsel and practicing in the U.S. Legal Practice Group, are authorized to attest to the signatures on any documents that have been executed pursuant to the foregoing resolutions (except that no individual may attest to his or her own signature).

FURTHER RESOLVED, That any of the above signatories for U.S. construction matters may also sign governmental permit and zoning applications and forms for construction projects undertaken by the Company in his or her respective geographical area of responsibility.

FURTHER RESOLVED, That each Area Construction Manager may also sign governmental permit and zoning applications and forms for construction projects undertaken by the Company in his or her respective geographical area of responsibility provided, however, that the authority granted to the Area Construction Manager will not apply to permits, applications or forms that include indemnity provisions, provisions that bind the Company to future obligations or that take away any of the Company's existing rights.

FURTHER RESOLVED, That the resolutions previously adopted by the Board of Directors of this Company on January 14, 2019 relating to the execution of documents for construction projects and to such agreements, documents, certificates and other instruments as may be required in connection with construction projects undertaken by the Company are superseded by the above resolutions, and all actions taken by the persons duly authorized therein and in conformity therewith are in all respects confirmed, adopted and ratified as the valid and subsisting acts of this Company, having full force and effect from and after the dates thereof.

#### **Authority for U.S. Real Estate Development Matters**

RESOLVED, That any of the officers of the Company, and any attorney of McDonald's Corporation ("Corp") holding the title of Managing Counsel or Senior Counsel and practicing in the U.S. Legal Practice Group (the "Authorized Signatories"), are authorized to execute for and on behalf of the Company, contracts, leases, agreements, deeds, guarantees, mortgages, promissory notes and other documents relating to the purchase, sale, lease or transfer of the real property of the Company (including, but not limited to, beneficial interests in land trusts, and employee relocation related residential properties) and to perform all such acts and to execute such additional documents (including, but not limited to, easements, licenses, memoranda of lease and non-disturbance agreements, powers of attorney or contracts and documents associated with the due diligence and investigation of a site) as may be necessary or appropriate in connection with such transactions.

FURTHER RESOLVED, That any of the Authorized Signatories and any attorney holding the title of Counsel and practicing in the U.S. Legal Practice Group, are authorized to execute documents that are ancillary to real estate transactions but which do not convey any interest in real estate (including, but not limited to, memoranda of lease and non-disturbance agreements).

FURTHER RESOLVED, That each Senior Development Director of the Company is authorized to execute, in the name of and on behalf of the Company, miscellaneous contracts and purchase orders associated with the due diligence and investigation of a site pursuant to a real estate transaction entered into by the Company (including, but not limited to, contracts or purchase orders for sales analysis, soil borings or survey work) up to a limit of One Million Four Hundred Thousand Dollars (\$1,400,000) per project.

FURTHER RESOLVED, That each Lead Development Director and each U.S. Field Execution Development Director is authorized to execute, in the name of and on behalf of the Company, miscellaneous contracts and purchase orders associated with the due diligence and

investigation of a site pursuant to a real estate transaction entered into by the Company in his or her respective geographic area of responsibility (including, but not limited to, contracts or purchase orders for sales analysis, soil borings or survey work) up to a limit of Six Hundred Thousand Dollars (\$600,000.00) per occurrence not to exceed Eight Hundred Thousand Dollars (\$800,000.00) per project.

FURTHER RESOLVED, That the following persons who hold the positions as set forth below, are each authorized to execute miscellaneous contracts and purchase orders associated with the due diligence and investigation of a site pursuant to a real estate transaction entered into by the Company in his or her respective geographic area of responsibility, up to the limits per such project as set forth below:

U.S. Field Execution Construction Manager up to \$50,000.

FURTHER RESOLVED, That any of the above signatories for real estate matters, any Assistant Secretary and any Assistant Treasurer of the Company and any attorney holding the title of Counsel and practicing in the U.S. Legal Practice Group are authorized to attest to the signatures on any documents that have been executed pursuant to the foregoing resolutions (except that no individual may attest to his or her own signature).

FURTHER RESOLVED, That any officer of the Company shall be empowered to delegate authority to certain individuals, in connection with the Company's employee relocation program, and such individuals shall be authorized to execute miscellaneous documents that are ancillary to residential real estate transactions but which do not convey any interest in real estate (including, but not limited to, Company Offer Agreements ("GBOs") and Listing Agreements.

FURTHER RESOLVED, That any officer of the Company shall be empowered to delegate authority to certain individuals on the Company's real estate team to execute license agreements as required in connection with the due diligence of potential new sites.

FURTHER RESOLVED, That the resolutions previously adopted by the Board of Directors of this Company on January 14, 2019 relating to the execution of real estate documents and miscellaneous contracts, purchase orders and other documents associated with real estate transactions of the Company are superseded by the above resolutions, and all actions taken by the persons duly authorized therein and in conformity therewith are in all respects confirmed, adopted and ratified as the valid and subsisting acts of this Company, having full force and effect from and after the dates thereof.

**EXHIBIT B**  
**Authorized signatories for Real Estate Development,  
Construction and Employee Relocation Matters**

**Officers of McDonald's USA, LLC:**

Robert T. Lancaster  
Denise A. Horne  
David Bartlett  
Sarah K. Lee  
Karen A. Matusinec  
Mahrukh S. Hussain  
Valery D. Mathelier  
Savan N. Vaghani

**Managing Counsel of McDonald's Corporation:**

Sarah K. Lee  
Valery D. Mathelier  
Savan N. Vaghani  
Angela K. Steele (also interim US General Counsel)

**Senior Counsel of McDonald's Corporation:**

Jennifer L. Cohn  
Rebekah S. Czerwionka  
Diedre S. Dunn  
Lorraine V. Fortelka  
Stephanie S. Hipp  
Kevin Hyde  
Bryan K. Maguire  
Daniel Marks  
Robert J. McCormack  
Mark A. Meister  
Michael J. Meyer  
Padraic G. Molloy  
Bruce A. Neumann  
Wendy T. Newkirk  
Thomas R. Pickett  
James F. Russ, Jr.  
Brian T. Sheedy  
Timothy J. Slattery  
Jacob M. Steinfink  
Shilpa M. Upadhye  
Tony P. Valevicius  
Michael J. Van Poucke

**Senior Development Directors of McDonald's USA, LLC:**

John R. Wendel  
Bruce Crown

**Lead Development Directors of McDonald's USA, LLC:**

John Lueken  
John D'Anna

**US Field Development Officers of McDonald's USA, LLC:**

Keith Romine  
Helen Singer  
Victoria Seward  
Jimmy Lopez  
Jeff Prueter  
Cynthia Talkovic  
Mark Hertel  
Vivian Valdivia  
Brian Tabb  
Joseph Diozzi  
Asa Mayo

**US Field Execution Construction Managers of McDonald's USA, LLC:**

Johri Litman  
Lisa Perman  
Keith Botkin  
Ben Aguirre  
Kevin McAuley  
Adam Brandenburg  
Tim Crowder  
Dan Gross  
Antwan Smith  
Robin King  
Chris Stamps  
Dawn Bourseau  
Andy Vitale  
Tim Chess  
Gregg Protch  
Scott Thompson  
Gary Zonitch  
Anthony Smith

Yasemin Sarier  
Tessa Bernstein

**US Field Area Construction Managers of McDonald's USA, LLC:**

Ryan Wehmann  
Greg Carleton  
Daryl Groet  
Greg Chapman  
Edgar Ortiz  
Alibia de Vente  
Jason Sawall  
Keisha Smith  
Rosangela Demello  
Ed Mack  
Steve Kellett  
Joe Curto  
Tom Hughes  
Jonathan Baske  
Nadine Perry  
Eileen Seeburger  
Leo Van Buuren  
Joe Coconato  
Al Daniels  
Steve Rizzo  
Chris Stepp  
Armen Parker  
John Lorentzen  
Joseph Minorik  
John Taylor  
Bryan Galus  
Travis Kniss  
Fred Cox  
Sharon Sills  
Jacob Alber  
Dave Gnatowski  
Larry Drake  
Alison Brickett  
Eric Wagner  
Christina Pimenta  
Al Burgazoli  
Derek Moskal  
Damaris Walton  
William Weisgerber  
Talal Medlej  
Patrick Piehl

Lee Morris  
Andy Lee  
Regina Killebrew  
Jorge Martinez  
Jose Ramirez  
Kortney Pedigo  
Trevor Prophet  
Chuck Morgan  
Charlie Miller  
Carter Mann  
Vicky Stadther  
Scott Audsley  
Eddie Nunez  
Kurtis Demarse  
Carlos Madrigal  
Christine Cho  
Jason Wilner  
Scott Wilkeson  
Kevin Reed  
Gil Cooke  
Bob Keesaer  
Becky Jansen  
James Markey  
Amy Switzer  
Debra Lyster  
Mike Crowley  
Kyle Bourgeois  
Brian Smallwood  
Albert Palacios  
Curt Hobbs  
Robert Yagusesky  
Deanna Uecker  
Silvia Wytkind  
Brian McCarthy  
Drew Sanchez

**Employees of McDonald's Corporation authorized to execute miscellaneous documents that are ancillary to employee relocation residential real estate transactions (including, but not limited to, Company Offer Agreements ("GBOs") and Listing Agreements:**

Brian Madine, Director, Global Mobility  
Sherry Moran, U.S. Relocation Manager, Global Business Services  
Didi Daubenspeck, U.S. Relocation Consultant, Global Business Services  
Sharon Balich, U.S. Relocation Consultant, Global Business Services



**Employees of McDonald's USA, LLC authorized to execute license agreements in connection with restaurant development due diligence:**

- **National RE Directors:**

Byron Chandler  
Lori Nunez

- **National RE Leads**

Bob O'Connell  
Rich Davis  
Meredith Lenoir  
Monica McGinnis  
Michael Kurtsinger

- **National RE Managers**

Gary Blau  
Zach Pagel  
Lisa Walker  
Schuyler Jackson  
Rona Gaur  
Darla Bowen  
Kellie Wisbrock  
Clark Lambdin  
Ray Clopton  
Craig Givens  
Jon Barnard  
Jill Szymanski  
Troy Faulkner  
Lori Adler  
Rey Hernandez  
Nancy Luo  
Dan Toth  
Mathis Nedell  
Mary Cleveland  
Tim Vogel