

**WRITTEN CONSENT TO THE RESOLUTIONS OF  
THE GENERAL PARTNER OF  
RPCA FINANCIAL VENTURES L.P., RPCA FINANCIAL VENTURES QP L.P., AND  
RPCA OPPORTUNISTIC FINANCIAL VENTURES L.P.**

The undersigned, John W. Rosenthal Capital Management, Inc., a Colorado corporation (the “General Partner”), being the sole general partner of RPCA Financial Ventures L.P., a Delaware limited partnership (“LP”), RPCA Financial Ventures QP L.P., a Delaware limited partnership (“QP”), and RPCA Opportunistic Financial Ventures L.P., a Delaware limited partnership (“OFV,” and collectively with LP and QP, the “Funds”), under the provisions of the Delaware Revised Uniform Limited Partnership Act, Del. Code, Title 6, § 17-101, et seq. (the “DRULPA”), and the Funds’ Amended and Restated Agreements of Limited Partnership, hereby consents to the following actions to be taken by the General Partner in lieu of a meeting:

**RECITALS**

WHEREAS, on December 1, 2016, the undersigned General Partner executed and adopted the Amended and Restated Agreements of Limited Partnership of each of LP and QP (the “LP Partnership Agreement” and the “QP Partnership Agreement,” respectively); and

WHEREAS, on June 22, 2011, the undersigned General Partner executed and adopted the Amended and Restated Agreement of Limited Partnership of OFV (the “OFV Partnership Agreement,” and collectively with the LP Partnership Agreement and the QP Partnership Agreement, the “Partnership Agreements”); and

WHEREAS, the undersigned General Partner now has determined it is advisable that the Partnership Agreements should be further amended and restated in their entirety, and, in this regard, has reviewed a further Amended and Restated Agreement of Limited Partnership Agreement of LP (the “Amended and Restated LP Partnership Agreement”), Amended and Restated Agreement of Limited Partnership of QP (the “Amended and Restated QP Partnership Agreement”), and Amended and Restated Agreement of Limited Partnership of OFV (the “Amended and Restated OFV Partnership Agreement,” and collectively with the Amended and Restated LP Partnership Agreement and the Amended and Restated QP Partnership Agreement, the “Amended and Restated Partnership Agreements”), each dated as of the date of this Written Consent; and

WHEREAS, pursuant to Section 10.1(b) of each of the Partnership Agreements, the General Partner may amend the respective Partnership Agreement, without the consent of the limited partners of any of the respective Funds (the “Limited Partners”), to, among other things, make a change that does not adversely affect the Limited Partners in any material respect, and the General Partner has made the good faith determination that no such circumstances exist with respect to the amendments made by the Amended and Restated Partnership Agreements and that such amendments are authorized under Section 10.1(b) of each of the Partnership Agreements; and

WHEREAS, the General Partner has determined that it is in the best interests of each of the Funds and the Limited Partners of each respective Fund to approve and adopt the Amended and Restated Partnership Agreements.

I.

AMENDED AND RESTATED AGREEMENTS OF LIMITED PARTNERSHIP

NOW, THEREFORE, BE IT RESOLVED, that the General Partner does hereby approve, adopt, and ratify the Amended and Restated LP Partnership Agreement, substantially in the form attached hereto as Exhibit A, the Amended and Restated QP Partnership Agreement, substantially in the form attached hereto as Exhibit B, and the Amended and Restated OFV Partnership Agreement, substantially in the form attached hereto as Exhibit C, with such changes and modifications as may be recommended by counsel and approved by the General Partner, with the execution thereof by the General Partner to be conclusive evidence of the approval of such changes.

BE IT FURTHER RESOLVED, that a copy of each Amended Restated Partnership Agreement be made a part of the official minutes book of each respective Fund to which such agreement relates.

II.

MISCELLANEOUS

BE IT RESOLVED, that the appropriate agents, representatives, or officers of the General Partner be, and each hereby is, authorized and empowered to execute, deliver, and file all such agreements, instruments, and documents and to make all payments and to perform all other acts as he or she may deem necessary, desirable, or convenient in order to fully carry out and consummate the purposes of the foregoing resolutions.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned general partner of LP, QP, and OFV has executed this consent as of the \_\_\_\_\_ day of December, 2021.

GENERAL PARTNER:

JOHN W. ROSENTHAL CAPITAL  
MANAGEMENT, INC.

By: \_\_\_\_\_

Name: John W. Rosenthal, Sr.

Title: Chief Executive Officer

**EXHIBIT A**

**AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF  
RPCA FINANCIAL VENTURES L.P.**

**EXHIBIT B**

**AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF  
RPCA FINANCIAL VENTURES QP L.P.**

**EXHIBIT C**

**AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF  
RPCA OPPORTUNISTIC FINANCIAL VENTURES L.P.**