

RESOLUTION NO. 2021-5

Resolution for Special Meeting of Members

WHEREAS, the Corporation's Bylaws provide that the Corporation may call special meetings of the members, to elect directors and for other purposes;

NOW, THEREFORE, BE IT RESOLVED, that a Special Meeting of Members (Special Meeting) shall be held at 10:30 am on August 6, 2021, via teleconference, to approve proposed revisions to the Corporation's Bylaws and Articles of Incorporation;

FURTHER RESOLVED, that the close of business on July 9, 2021 is designated as the record date for the determination of the Members entitled to notice of and the right to vote at the Special Meeting;

FURTHER RESOLVED, that the proposed revisions to the Bylaws and Articles of Incorporation shall be submitted to the Members in the notice of the Special Meeting;

FURTHER RESOLVED, that the authorized officers, each acting alone or together with the other, are hereby authorized and directed to transmit a notice of the Special Meeting and a proxy form to each Member entitled to notice of and the right to vote at the Special Meeting;

FURTHER RESOLVED, that Niki Schaefer of the Corporation, is designated as proxy to vote for Members at the Special Meeting;

FURTHER RESOLVED, that Niki Schaefer of the Corporation, is appointed and authorized to tabulate proxies on behalf of the Corporation and to act as the inspectors of election in connection with the Special Meeting;

FURTHER RESOLVED, that all actions heretofore taken by the authorized officers of the Corporation in connection with the subject matter of any of the foregoing resolutions be, and they hereby are, approved, confirmed and ratified in all respects; and

FINALLY RESOLVED, that the appropriate officers of the Corporation be and they hereby are authorized and directed to take all actions and execute all such documents as they deem necessary or appropriate to effectuate the foregoing resolutions.

As adopted on this 17th day of June, 2021 by the Board of Directors,

MDh

Niki Schaefer Vice President, General Counsel & Corporate Secretary