



RESOLUTION NO. 2023-01

---

**Resolution for  
Industry Sector Director Elections**

---

**WHEREAS**, the Corporation's Bylaws provide that the Corporation's Industry Sectors may elect sector directors prior to the Annual Meeting of Members;

**WHEREAS**, Medium LSE Sector Director, Ben Felton, resigned from the Board in April and the election for his replacement will be held with the other Industry Sector Elections;

**NOW, THEREFORE, BE IT RESOLVED**, that the election of directors by the Medium LSE, Small LSE and Supplier sectors shall be conducted prior to the 2023 Annual Meeting of Members at a special telephonic meeting to be held on August 3, 2023, at 10:00 a.m., Eastern Time;

**FURTHER RESOLVED**, that the close of business on July 7, 2023 is designated as the record date for the determination of the Regular Members in the respective Industry Sectors entitled to receive notice of, and to vote in, the election;

**FURTHER RESOLVED**, that the nominees submitted by members of each of the Industry Sectors on or prior to June 23, 2023 be submitted to the respective Industry Sectors for election to the Board of Directors for terms expiring as provided in the Bylaws or until their respective successors are duly elected and qualify;

**FURTHER RESOLVED**, that the authorized officers, each acting alone or together with the other, are hereby authorized and directed to solicit and transmit a notice and proxy to each Regular Member entitled to receive notice of, and to vote in, the election;

**FURTHER RESOLVED**, that Niki Schaefer of the Corporation is hereby appointed and authorized to tabulate proxies on behalf of the Corporation and to act as inspectors of election in connection with the Industry Sector Director Elections Meeting;

**FURTHER RESOLVED**, that the President or the Corporate Secretary, or such other officer of the Corporation as may be appointed by them, shall preside at 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 27<sup>th</sup> day of April, 2023 by  
the Board of Directors,

A handwritten signature in blue ink, appearing to read "Niki Schaefer", enclosed within a faint, light blue circular stamp or watermark.

Niki Schaefer  
*Vice President, General Counsel & Corporate  
Secretary*