



RESOLUTION NO. 2023-5

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## Resolution for Election of Officers

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**WHEREAS**, Section 9.1 of the Bylaws states that the officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary, a Treasurer and any other officers as may be elected or appointed in accordance with the Bylaws;

**WHEREAS**, Section 9.2 of the Bylaws states that the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors elects, pursuant to Section 9.2 of the Bylaws,

Tim Gallagher as President & CEO;  
Jeff Craigo as Senior Vice President, Reliability and Risk;  
Diane Holder as Vice President, Entity Engagement & Corporate Services;  
Niki Schaefer as Vice President, General Counsel & Corporate Secretary;  
Marcus Noel as Vice President and Chief Security Officer; and  
Beth Dowdell as Treasurer.

**FINALLY RESOLVED**, that each elected officer shall continue to serve as officer of the Corporation in his or her respective elected capacity at the pleasure of the Board of Directors and hold office until his or her successor has been duly elected and qualified, or upon his or her earlier resignation or removal.

As adopted on this 7<sup>th</sup> day of December, 2023 by  
the Board of Directors,

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