

A RESOLUTION

ACCEPTING THE OCTOBER 2022 WORKING COMMITTEE REPORTS, FINANCIAL AND INVESTMENT REPORTS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, certain committees of the Metropolitan Transit Authority of Harris County, Texas Board of Directors (the “Board of Directors”) held meetings in October 2022; and

WHEREAS, each such committee has provided the Board of Directors with a monthly committee report; and

WHEREAS, the materials for this meeting of the Board of Directors include certain finance and audit-related reports and supporting documents, including the Compliance Report for the period ended September 30, 2022, the October 2022 Sales & Use Tax Report, the September 2022 Investment Report, the September 2022 Debt Report, the September 2022 Monthly Performance Report, and the Monthly Report of the Interim Chief Financial Officer dated October 20, 2022 (collectively, the “Finance and Audit materials”); and

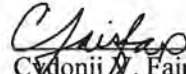
WHEREAS, the Board of Directors has reviewed such materials, including the September 2022 Investment Report.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby accepts the October 2022 Finance and Audit Committee, Administration Committee, Capital and Strategic Planning Committee, Joint Development and Land Use Committee and Public Safety, Customer Service & Operations Committee monthly reports and the Finance and Audit materials, including the September 2022 Investment Report.

Section 2. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii N. Fairfax
Executive Vice President & General Counsel

PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH MCDONALD ELECTRIC INC. FOR METRO TO PURCHASE SWITCHGEARS FOR ELECTRIC BUS CHARGING STATIONS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires the purchase of four (4) switchgears for electric bus charging stations as part of the Electric Bus Infrastructure project under METRO’s Climate Action Plan; and

WHEREAS, METRO issued an Invitation for Bids for such switchgears and McDonald Electric Inc. was the only firm that submitted a bid and such bid was determined to be responsive, responsible and reasonably priced; and

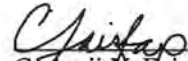
WHEREAS, management recommends that METRO enter into a contract with McDonald Electric Inc. for METRO to purchase these four (4) switchgears for electric bus charging stations, with a not to exceed contract amount of \$472,469 plus a ten percent (10%) owner-controlled contingency of \$47,247.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a contract with McDonald Electric Inc. for METRO to purchase four (4) switchgears for electric bus charging stations, with a not to exceed contract amount of \$472,469 plus a ten percent (10%) owner-controlled contingency of \$47,247.

Section 2. This Resolution is effective immediately upon passage.


I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii J. Fairfax
Executive Vice President & General Counsel


PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH MASS. ELECTRIC CONSTRUCTION CO. TO PROVIDE CONSTRUCTION SERVICES FOR UPGRADES TO METRO BUS OPERATING FACILITIES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires construction services for upgrades to three (3) bus operating facilities to accommodate charging stations for electric buses as part of the Electric Bus Infrastructure project under METRO’s Climate Action Plan; and

WHEREAS, METRO issued an Invitation for Bids for such construction services and Mass. Electric Construction Co. was the lowest responsive and responsible bidder of all those that submitted bids; and

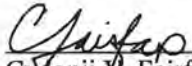
WHEREAS, management recommends that METRO enter into a contract with Mass. Electric Construction Co. to provide these construction services for upgrades to METRO’s three (3) bus operating facilities, with a not to exceed contract amount of \$6,681,633.58 plus a ten percent (10%) owner-controlled contingency of \$668,163.36.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a contract with Mass. Electric Construction Co. to provide construction services for upgrades to METRO’s three (3) bus operating facilities, with a not to exceed contract amount of \$6,681,633.58 plus a ten percent (10%) owner-controlled contingency of \$668,163.36.

Section 2. This Resolution is effective immediately upon passage.

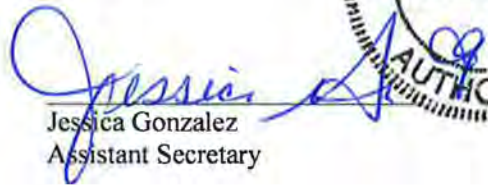
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii D. Fairfax
Executive Vice President & General Counsel


PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A CONTRACT WITH EACH OF CARING COMMERCIAL CLEANING, INC. AND ELITE JANITORIAL SERVICES LLC TO PROVIDE CLEANING AND DISINFECTING SERVICES FOR BUSES AT METRO TRANSIT CENTERS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, due to COVID-19, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires additional cleaning and disinfecting services for buses at four (4) METRO transit centers including Downtown Transit Center, Fannin South Transit Center, Northline Transit Center and Texas Medical Center Transit Center, to increase safety and improve the transit experience for customers; and

WHEREAS, METRO issued an Invitation for Bids for such cleaning and disinfecting services and Caring Commercial Cleaning, Inc. was the lowest responsive and responsible bidder of all those that submitted bids for the Downtown and Texas Medical Center transit centers and Elite Janitorial Services LLC was the lowest responsive and responsible bidder of all those that submitted bids for the Fannin South and Northline transit centers; and

WHEREAS, based on the foregoing, management recommends that METRO enter into a one (1) year contract with two (2) options to extend the contract term for an additional six (6) month period to provide these cleaning and disinfecting services with each of Caring Commercial Cleaning, Inc. for buses at the Downtown and Texas Medical Center transit centers, with a maximum contract amount of \$1,088,505.60, and Elite Janitorial Services LLC for buses at the Fannin South and Northline transit centers, with a maximum contract amount of \$628,992.

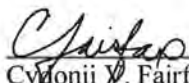
NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to execute a one (1) year contract with two (2) options to extend the contract term for an additional six (6) month period to provide cleaning and disinfecting services with each of Caring Commercial Cleaning, Inc. for buses at the Downtown and Texas Medical Center transit centers, with a maximum contract amount of

\$1,088,505.60, and Elite Janitorial Services LLC for buses at the Fannin South and Northline transit centers, with a maximum contract amount of \$628,992.

Section 2. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii Y. Fairfax
Executive Vice President & General Counsel


PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO EXECUTE A MODIFICATION OF THE CONTRACT WITH THE AFTERMARKET PARTS COMPANY LLC DBA NFI PARTS TO PROVIDE DESIGN, MANUFACTURING AND INSTALLATION SERVICES FOR ADDITIONAL BUS SAFETY BARRIERS, AND TO TRANSFER BUDGET FUNDS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolution 2022-71, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) entered into a two (2) year contract with The Aftermarket Parts Company LLC dba NFI Parts to provide design, manufacturing and installation services for seven hundred thirty-four (734) safety barriers on METRO’s transit vehicles to protect METRO bus operators, with a not to exceed contract amount of \$5,697,656.91 plus a ten percent (10%) owner-controlled contingency of \$569,765.69; and

WHEREAS, due to an increase in reported bus operator assaults and incidents, management recommends that METRO enter into a modification of the contract with The Aftermarket Parts Company LLC dba NFI Parts to shorten the contract term by one (1) year and to provide these design, manufacturing and installation services for an additional one hundred twenty-seven (127) safety barriers on METRO transit vehicles, with no changes to the maximum contract amount; and


WHEREAS, management further recommends that the METRO Board of Directors (“Board of Directors”) authorize the transfer of FY2023 unallocated Capital budget funds to the department of Operations to cover the costs for this contract modification.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby authorizes the President & CEO to execute a modification of the contract with The Aftermarket Parts Company LLC dba NFI Parts to shorten the contract term by one (1) year and to provide design, manufacturing and installation services for an additional one hundred twenty-seven (127) safety barriers on METRO transit vehicles, with no changes to the maximum contract amount, and to transfer FY2023 unallocated Capital budget funds to the department of Operations to cover the costs for this contract modification.

Section 2. This Resolution is effective immediately upon passage.

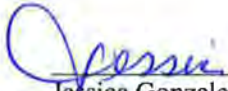
I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.




Cydonii Fairfax
Executive Vice President & General Counsel

PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary



The seal is circular with a dotted border. The outer ring contains the text 'METROPOLITAN TRANSIT' at the top and 'AUTHORITY' at the bottom. In the center, the word 'METRO.' is written in a bold, sans-serif font. A handwritten signature in blue ink is written across the seal.



Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE ISSUANCE OF DEBT INSTRUMENTS PURSUANT TO A LOAN AGREEMENT WITH THE TEXAS COMPTROLLER OF PUBLIC ACCOUNTS AS LENDER THROUGH ITS STATE ENERGY CONSERVATION OFFICE TO FINANCE TWO (2) PROJECTS UPGRADING METRO FACILITIES WITH ENERGY-REDUCING IMPROVEMENTS AND AUTHORIZING THE PRESIDENT & CEO, THOMAS C. LAMBERT, AND INTERIM CHIEF FINANCIAL OFFICER, GEORGE FOTINOS, TO APPROVE THE TERMS OF THESE OBLIGATIONS AND TO EXECUTE ALL DOCUMENTS RELATED TO THE TRANSACTION, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, pursuant to Resolutions 2021-65 and 2022-65, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) entered into an interlocal agreement with Texas A&M Engineering Experimental Station (“TEES”) to conduct two (2) utility assessment report projects to evaluate METRO’s infrastructure for the implementation of cost-effective energy efficiency measures to reduce utility costs while improving METRO’s environmental impact in Harris County, Texas; and

WHEREAS, part of the interlocal agreement with TEES includes the use of a loan program from the Texas Comptroller of Public Accounts through its State Energy Conservation Office (“SECO”) to finance a portion of the projects at a subsidized interest rate (“Texas LoanSTAR Program”); and

WHEREAS, in January, March and October 2022, the METRO Finance & Audit Committee (the “Committee”) was briefed on the business case for using the Texas LoanSTAR Program including impacts to METRO’s Debt Policy and existing debt indentures with current bondholders, and a consensus was reached among Committee members that there are no items precluding METRO’s participation in the loan program and any administrative costs regarding disclosure requirements are minimal; and

WHEREAS, based on the foregoing, management recommends that the METRO Board of Directors (“Board of Directors”) approve the issuance of debt instruments pursuant to a loan agreement under the Texas LoanSTAR Program with the Texas Comptroller of Public Accounts as lender through its State Energy Conservation Office to finance two (2) projects to upgrade METRO facilities with energy-reducing improvements, for a maximum aggregate principal amount not to exceed \$14,558,834.43; and

WHEREAS, management further recommends that the Board of Directors authorize President & CEO, Thomas C. Lambert, and Interim Chief Financial Officer, George Fotinos, to approve the terms of

these obligations consistent with the staff presentation in the meeting materials and to execute all documents related to the transaction.

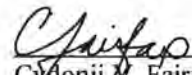
NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby authorizes the issuance of debt instruments pursuant to a loan agreement with the Texas Comptroller of Public Accounts as lender through its State Energy Conservation Office to finance two (2) projects upgrading METRO facilities with energy-reducing improvements for a maximum aggregate principal amount not to exceed \$14,558,834.43.

Section 2. The Board of Directors hereby authorizes President & CEO, Thomas C. Lambert, and Interim Chief Financial Officer, George Fotinos, to approve the terms of these obligations consistent with the staff presentation in the meeting materials and to execute all documents related to the transaction.

Section 3. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii W. Fairfax
Executive Vice President & General Counsel


PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH PHOENIX BUSINESS, INC. DBA PHOENIX BUSINESS CONSULTING TO PROVIDE IMPLEMENTATION SERVICES FOR THE SAP SUCCESS FACTORS LEARNING MANAGEMENT SYSTEM, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires implementation services for the SAP Success Factors learning management system with its existing SAP Human Capital Management system for integrated administration, documentation, tracking, reporting and delivery of educational courses and training programs; and

WHEREAS, METRO issued a Request for Proposals for such implementation services and the proposal from Phoenix Business, Inc. dba Phoenix Business Consulting was determined by an evaluation committee to offer the most advantages and best overall value to METRO; and

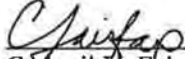
WHEREAS, management recommends that METRO enter into a contract with Phoenix Business, Inc. dba Phoenix Business Consulting to provide these implementation services for the SAP Success Factors learning management system with METRO’s existing SAP Human Capital Management system, with a maximum contract amount of \$159,820.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a contract with Phoenix Business, Inc. dba Phoenix Business Consulting to provide implementation services for the SAP Success Factors learning management system with METRO’s existing SAP Human Capital Management system, with a maximum contract amount of \$159,820.

Section 2. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii Fairfax
Executive Vice President & General Counsel

PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH SHI GOVERNMENT SOLUTIONS, INC. FOR METRO TO PURCHASE MICROSOFT ENTERPRISE LICENSES AND CLOUD SERVICES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) has standardized its desktop and server computing environment using Microsoft’s software and Microsoft offers a three (3) year enterprise licensing model for volume purchasing customers through the State of Texas Department of Information Resources (“DIR”) cooperative purchasing program, which provides substantial savings on its software and other products; and

WHEREAS, the DIR cooperative purchasing program has contracts for technology commodities and services that satisfy METRO’s competitive bidding requirements and can be used by METRO to procure such items; and

WHEREAS, SHI Government Solutions, Inc. is the current authorized distributor and software reseller for Microsoft under the DIR cooperative purchasing program; and

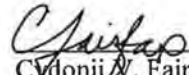
WHEREAS, management recommends that METRO enter into a three (3) year contract with SHI Government Solutions, Inc. through METRO’s participation in the DIR cooperative purchasing program for METRO to purchase Microsoft enterprise licenses and cloud services, with a maximum contract amount of \$5,987,257.50.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a three (3) year contract with SHI Government Solutions, Inc. through METRO’s participation in the State of Texas’ Department of Information Resources cooperative purchasing program for METRO to purchase Microsoft enterprise licenses and cloud services, with a maximum contract amount of \$5,987,257.50.

Section 2. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii W. Fairfax
Executive Vice President & General Counsel


PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH EACH OF CIVILTECH ENGINEERING, INC., CONSOR ENGINEERS, LLC, INFRA TECH ENGINEERS & INNOVATORS, LLC, LOCKWOOD, ANDREWS & NEWNAM, INC., MIDTOWN ENGINEERS, LLC, AND OTHON, INC. TO PROVIDE ARCHITECTURAL/ENGINEERING DESIGN SERVICES FOR UNIVERSAL ACCESSIBILITY AND BOOST PROJECTS, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires architectural/engineering design services for its Universal Accessibility and Bus Operations Optimized System Treatments (“BOOST”) projects on an as-needed basis to help enhance the overall customer experience by facilitating safe, clean and accessible transportation; and

WHEREAS, METRO issued a Request for Qualifications for such architectural/engineering design services and CivilTech Engineering, Inc., CONSOR Engineers, LLC, infraTECH Engineers & Innovators, LLC, Lockwood, Andrews & Newnam, Inc., Midtown Engineers, LLC, and OTHON, Inc. were determined by an evaluation committee to be the six (6) most qualified firms that submitted a proposal; and

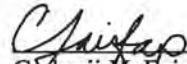
WHEREAS, management recommends that METRO enter into a four (4) year contract with each of CivilTech Engineering, Inc., CONSOR Engineers, LLC, infraTECH Engineers & Innovators, LLC, Lockwood, Andrews & Newnam, Inc., Midtown Engineers, LLC, and OTHON, Inc. to provide these architectural/engineering design services for METRO’s Universal Accessibility and BOOST projects on an as-needed basis, with a maximum contract amount of \$5,000,000.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a four (4) year contract with each of CivilTech Engineering, Inc., CONSOR Engineers, LLC, infraTECH Engineers & Innovators, LLC, Lockwood, Andrews & Newnam, Inc., Midtown Engineers, LLC, and OTHON, Inc. to provide architectural/engineering design services for METRO’s Universal Accessibility and BOOST projects on an as-needed basis, with a maximum contract amount of \$5,000,000.

Section 2. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii W. Fairfax
Executive Vice President & General Counsel


PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE PRESIDENT & CEO TO NEGOTIATE AND EXECUTE A CONTRACT WITH NEXT LEVEL URGENT CARE TO PROVIDE DOT RECERTIFICATION MEDICAL EXAM SERVICES FOR SAFETY-SENSITIVE EMPLOYEES, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, the Metropolitan Transit Authority of Harris County, Texas (“METRO”) requires Department of Transportation (“DOT”) recertification medical exam services for safety-sensitive employees pursuant to applicable Federal and state regulations; and

WHEREAS, METRO issued a Request for Qualifications for such DOT recertification medical exam services and Next Level Urgent Care was determined by an evaluation committee to be the most qualified firm of all those that submitted statements of qualifications; and

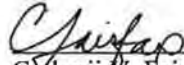
WHEREAS, management recommends that METRO enter into a three (3) year contract with two (2) options to extend the contract term for an additional one (1) year period with Next Level Urgent Care to provide these DOT recertification medical exam services for safety-sensitive employees, with a maximum contract amount of \$600,000.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The METRO Board of Directors hereby authorizes the President & CEO to negotiate and execute a three (3) year contract with two (2) options to extend the contract term for an additional one (1) year period with Next Level Urgent Care to provide DOT recertification medical exam services for safety-sensitive employees, with a maximum contract amount of \$600,000.

Section 2. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii W. Fairfax
Executive Vice President & General Counsel


PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair

A RESOLUTION

AUTHORIZING THE CHAIR TO EXERCISE A ONE (1) YEAR OPTION TO EXTEND THE TERM OF METRO'S EMPLOYMENT CONTRACT WITH THOMAS C. LAMBERT AS THE PRESIDENT & CEO, AND MAKING FINDINGS AND PROVISIONS RELATED TO THE FOREGOING SUBJECT

WHEREAS, Thomas C. Lambert has served as the President & Chief Executive Officer of the Metropolitan Transit Authority of Harris County, Texas ("METRO") since January 1, 2013; and

WHEREAS, METRO entered into the current two (2) year employment contract with Thomas C. Lambert, with an option to extend the contract term for an additional one (1) year period effective as of November 1, 2020; and

WHEREAS, the base term of such contract is set to expire on October 31, 2022; and

WHEREAS, the Board of Directors has assessed Mr. Lambert's overall leadership and his efforts to implement METRO's vision, and is complimentary of Mr. Lambert's performance in all areas; and

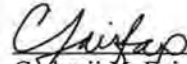
WHEREAS, based on the foregoing, the Board of Directors desires to exercise the one (1) year option to extend the term of the current employment contract with Thomas C. Lambert as the President & CEO.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. The Board of Directors hereby authorizes the Chair of the METRO Board of Directors to exercise an option to extend the term of METRO's employment contract with Thomas C. Lambert as the President & CEO for one (1) year.

Section 2. This Resolution is effective immediately upon passage.

I hereby certify that the above resolution is accurate in describing the action herein of the Board of Directors on the date below.



Cydonii W. Fairfax
Executive Vice President & General Counsel

PASSED this 27th day of October, 2022
APPROVED this 27th day of October, 2022

ATTEST:



Jessica Gonzalez
Assistant Secretary





Sanjay Ramabhadran
Chair