

**MINUTES OF MEETING
SOLAERIS COMMUNITY DEVELOPMENT DISTRICT**

An Organizational Meeting of the Solaeris Community Development District was held on December 21, 2022 at 10:30 a.m., at the Verano Social Clubhouse, 10291 SW Visconti Way, Port St. Lucie, Florida 34986.

Present at the meeting were:

Michael Caputo	Chair
Jon Seifel	Vice Chair
Scott Morton	Assistant Secretary

Also present were:

Cindy Cerbone	District Manager
Craig Wrathell	Wrathell, Hunt and Associates, LLC (WHA)
Jere Earlywine (via telephone)	District Counsel
Brandon Ulmer	Interim District Engineer
John Csapo (via telephone)	Initial Board Supervisor
Andrea Kova (via telephone)	FirstService Residential
Steve Sanford (via telephone)	Bond Counsel

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Ms. Cerbone called the meeting to order at 10:43 a.m. Mr. Michael Caputo, Mr. Jon Seifel and Mr. Scott Morton, named in the Petition to Establish the District as Initial Board Supervisors, were present. Mr. John Csapo, also named in the Petition to Establish the District as an Initial Board Supervisor, was attending via telephone. Mr. James Harvey, also named in the Petition to Establish the District as an Initial Board Supervisor, was not present.

▪ **Administration of Oath of Office to Initial Board of Supervisors**

This item, previously the Third Order of Business, was presented out of order.

Ms. Cerbone, a Notary of the State of Florida and duly authorized, administered the Oath of Office to Mr. Morton, Mr. Seifel and Mr. Caputo.

SECOND ORDER OF BUSINESS

Public Comments

No members of the public spoke.

GENERAL DISTRICT ITEMS**THIRD ORDER OF BUSINESS**

Administration of Oath of Office to Initial Board of Supervisors *(the following will be provided in a separate package)*

The Oath of Office was administered during the First Order of Business.

Ms. Cerbone stated the Supervisors are already familiar with the following:

- A. Guide to Sunshine Amendment and Code of Ethics for Public Officers and Employees**
- B. Membership, Obligations and Responsibilities**
- C. Chapter 190, Florida Statutes**
- D. Financial Disclosure Forms**
 - I. Form 1: Statement of Financial Interests**
 - II. Form 1X: Amendment to Form 1, Statement of Financial Interests**
 - III. Form 1F: Final Statement of Financial Interests**
- E. Form 8B: Memorandum of Voting Conflict**

Ms. Cerbone will email Form 1, along with information on how the form can be submitted electronically, to each Supervisor.

Ms. Cerbone discussed Form 8B with which each Board Member will disclose a continuing conflict due to a relationship to the Developer. This will eliminate the need to declare a conflict at every vote. Each Form 8B will be kept on file and attached to specific meeting minutes, when necessary, if there is a voting conflict.

Ms. Cerbone stated that Supervisors Morton, Seifel and Caputo would complete Form 8B today. She read the Form 8B disclosure that each Board Member will complete, as follows:

"I am a member of the Board of Supervisors of the Solaeris Community Development District created under Chapter 190, Florida Statutes, and I am a principal, employee and/or business associate, or relative, of a landowner in the CDD. Decisions potentially affecting the landowner might come before the Board from time to time. Pursuant to Section 112.3143(3)(b), and 190.007(1), Florida Statutes, I understand that I do not have a conflict of interest when voting on such matters, and that I am not prohibited from voting on such matters. That said, I am filing this disclosure of voting conflict in an abundance of caution, and to follow the procedures required by section 112.3143, Florida Statutes, and for the duration of my term and any subsequent terms."

FOURTH ORDER OF BUSINESS**Consideration of Resolution 2023-01,
Designating Certain Officers of the District,
and Providing for an Effective Date**

Ms. Cerbone presented Resolution 2023-01. Mr. Caputo nominated the following:

Chair	Michael Caputo
Vice Chair	Jon Seifel
Secretary	Craig Wrathell
Assistant Secretary	John Csapo
Assistant Secretary	Scott Morton
Assistant Secretary	James Harvey
Assistant Secretary	Cindy Cerbone
Treasurer	Craig Wrathell
Assistant Treasurer	Jeff Pinder

No other nominations were made.

On MOTION by Mr. Caputo and seconded by Mr. Morton, with all in favor, Resolution 2023-01, Designating Certain Officers of the District, as nominated, and Providing for an Effective Date, was adopted.

FIFTH ORDER OF BUSINESS**Consideration of Resolution 2023-02,
Designating a Date, Time, and Location for
Landowners' Meeting of the District, and
Providing for an Effective Date**

Ms. Cerbone presented Resolution 2023-02.

Mr. Csapo noted that there are three Landowners with property within the CDD.

The consensus was that Ms. Cerbone will be the designated Proxy Holder.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-02, Designating a Date, Time, and Location of February 3, 2023 at 11:00 a.m., at the Verano Social Clubhouse, 10291 SW Visconti Way, Port St. Lucie, Florida 34986, for a Landowners' Meeting of the District, and Providing for an Effective Date, was adopted.

ORGANIZATIONAL ITEMS

SIXTH ORDER OF BUSINESS

Consideration of the Following
Organizational Items:**A. Resolution 2023-03, Appointing and Fixing the Compensation of the District Manager and Methodology Consultant; Providing an Effective Date**

- **Agreement for District Management Services: *Wrathell, Hunt and Associates, LLC***

Ms. Cerbone presented Resolution 2023-03 and the Fee Schedule and Management Agreement.

On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, Resolution 2023-03, Appointing and Fixing the Compensation of Wrathell, Hunt and Associates, LLC as the District Manager and Methodology Consultant; Providing an Effective Date, was adopted.

B. Resolution 2023-04, Appointing District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date

- **Fee Agreement: *KE Law Group, PLLC***

Mr. Earlywine presented Resolution 2023-04 and the KE Law Group, PLLC Fee Agreement.

On MOTION by Mr. Caputo and seconded by Mr. Morton, with all in favor, Resolution 2023-04, Appointing KE Law Group, PLLC as District Counsel for the District, and Authorizing Compensation; and Providing for an Effective Date, was adopted.

C. Resolution 2023-05, Designating a Registered Agent and Registered Office of the District, and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-05.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, Resolution 2023-05, Designating Craig Wrathell as the Registered Agent and 2300 Glades Road, Suite 410W, Boca Raton, Florida 33431 as the Registered Office of the District, and Providing for an Effective Date, was adopted.

D. Resolution 2023-06, Appointing an Interim District Engineer for the Solaeris Community Development District, Authorizing Its Compensation and Providing an Effective Date

- **Interim Engineering Services Agreement: *Thomas Engineering Group, LLC***

Ms. Cerbone presented Resolution 2023-06 and the Interim Engineering Services Agreement and accompanying Exhibits.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, Resolution 2023-06, Appointing Thomas Engineering Group, LLC, as Interim District Engineer for the Solaeris Community Development District, Authorizing Its Compensation and Providing an Effective Date, was adopted.

E. Authorization of Request for Qualifications (RFQ) for Engineering Services

Ms. Cerbone presented the RFQ for Engineering Services and Competitive Selection Criteria.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, the Request for Qualifications (RFQ) for Engineering Services and Competitive Selection Criteria and authorizing Staff to advertise, was approved.

F. Board Member Compensation: 190.006 (8), F.S.

The Board Members declined compensation.

G. Resolution 2023-07, Designating the Primary Administrative Office and Principal Headquarters of the District and Providing an Effective Date

This item was deferred.

H. Resolution 2023-08, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date

- **Authorization to Obtain General Liability and Public Officers' Insurance**

Ms. Cerbone presented Resolution 2023-08.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-08, Setting Forth the Policy of the District Board of Supervisors with Regard to the Support and Legal Defense of the Board of Supervisors and District Officers, and Providing for an Effective Date, was adopted, and authorizing Staff to obtain General Liability and Public Officers' Insurance, was approved.

- I. Resolution 2023-09, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date**

Ms. Cerbone presented Resolution 2023-09.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, Resolution 2023-09, Providing for the Public's Opportunity to Be Heard; Designating Public Comment Periods; Designating a Procedure to Identify Individuals Seeking to Be Heard; Addressing Public Decorum; Addressing Exceptions; and Providing for Severability and an Effective Date, was adopted.

- J. Resolution 2023-10, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date**

Ms. Cerbone presented Resolution 2023-10.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-10, Providing for the Appointment of a Records Management Liaison Officer; Providing the Duties of the Records Management Liaison Officer; Adopting a Records Retention Policy; and Providing for Severability and Effective Date, was adopted.

- K. Resolution 2023-11, Granting the Chair and Vice Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date**

Ms. Cerbone presented Resolution 2023-11. This Resolution grants the Chair and Vice Chair the authority to work with the District Engineer, District Counsel and District Staff and to execute certain documents in between meetings, to avoid delays in construction.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-11, Granting the Chair and Vice Chair the Authority to Execute Real and Personal Property Conveyance and Dedication Documents, Plats and Other Documents Related to the Development of the District's Improvements; Approving the Scope and Terms of Such Authorization; Providing a Severability Clause; and Providing an Effective Date, was adopted.

L. Resolution 2023-12, Ratifying, Confirming and Approving the Recording of the Notice of Establishment of the District, and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-12.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-12, Ratifying, Confirming and Approving the Recording of the Notice of Establishment of the District, and Providing for an Effective Date, was adopted.

M. Authorization of Request for Proposals (RFP) for Annual Audit Services

Ms. Cerbone presented the RFP For Annual Audit Services.

- **Designation of Board of Supervisors as Audit Committee**

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, the Request for Proposals for Annual Auditing Services, authorizing the District Manager to advertise and designating the Board of Supervisors as the Audit Committee, was approved.

N. Strange Zone, Inc., Quotation #M22-1052 for District Website Design, Maintenance and Domain Web-Site Design Agreement

Ms. Cerbone presented the Strange Zone, Inc. (SZI) proposal.

On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, Strange Zone, Inc., Quotation #M22-1052 for District Website Design, Maintenance and Domain Web-Site Design Agreement, in the amount of \$1,679.99, was approved.

O. ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit

Ms. Cerbone presented the ADA Site Compliance proposal.

On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, the ADA Site Compliance Proposal for Website Compliance Shield, Accessibility Policy and One (1) Annual Technological Audit, in the amount of \$210 annually, was approved.

P. Resolution 2023-13, to Designate Date, Time and Place of Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date

I. Rules of Procedure

II. Notices [Rule Development and Rulemaking]

These items were included for informational purposes.

Ms. Cerbone presented Resolution 2023-13.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-13, to Designate Date, Time and Place of March 16, 2023 at 11:15 a.m., at the Verano Social Clubhouse, 10291 SW Visconti Way, Port St. Lucie, Florida 34986 for a Public Hearing and Authorization to Publish Notice of Such Hearing for the Purpose of Adopting Rules of Procedure; and Providing an Effective Date, was adopted.

Q. Resolution 2023-14, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2022/2023 and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-14.

The following will be inserted into the Fiscal Year 2023 Meeting Schedule:

DATES: Third Thursday of each month beginning March 2023

TIME: 11:15 AM

LOCATION: Verano Social Clubhouse, 10291 SW Visconti Way, Port St. Lucie, Florida
34986

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, Resolution 2023-14, Designating Dates, Times and Locations for Regular Meetings of the Board of Supervisors of the District for Fiscal Year 2022/2023 and Providing for an Effective Date, was adopted.

- R. Resolution 2023-15, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date**

Ms. Cerbone presented Resolution 2023-15.

On MOTION by Mr. Caputo and seconded by Mr. Morton, with all in favor, Resolution 2023-15, Approving the Florida Statewide Mutual Aid Agreement; Providing for Severability; and Providing for an Effective Date, was adopted.

- S. Stormwater Management Needs Analysis Reporting Requirements**

Ms. Cerbone stated CDDs are required to prepare and submit a 20-year Stormwater Management Needs Analysis Report to document the future needs of its stormwater system. As the due date has passed and there is no interim reporting requirement, the CDD's first Report will be due in 2027.

BANKING ITEMS

SEVENTH ORDER OF BUSINESS

Consideration of the Following Banking Items:

- A. Resolution 2023-16, Designating a Public Depository for Funds of the District and Providing an Effective Date**

Ms. Cerbone presented Resolution 2023-16.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, Resolution 2023-16, Designating Truist Bank as the Public Depository for Funds of the District and Providing an Effective Date, was adopted.

B. Resolution 2023-17, Directing the District Manager to Appoint Signors on the Local Bank Account; and Providing an Effective Date

Ms. Cerbone presented Resolution 2023-17.

On MOTION by Mr. Morton and seconded by Mr. Caputo with all in favor, Resolution 2023-17, Directing the District Manager to Appoint Signors on the Local Bank Account; and Providing an Effective Date, was adopted.

BUDGETARY ITEMS

EIGHTH ORDER OF BUSINESS

Consideration of the Following Budgetary Items:

A. Resolution 2023-18, Approving a Proposed Budget for Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing for an Effective Date

Ms. Cerbone presented Resolution 2023-18. She reviewed the proposed Fiscal Year 2023 budget, which will be a partial-year, Landowner-funded budget, with expenses funded as they are incurred.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-18, Approving a Proposed Budget for Fiscal Year 2022/2023 and Setting a Public Hearing Thereon Pursuant to Florida Law for March 16, 2023 at 11:15 a.m., at the Verano Social Clubhouse, 10291 SW Visconti Way, Port St. Lucie, Florida 34986; Addressing Transmittal, Posting and Publication Requirements; Addressing Severability; and Providing for an Effective Date, was adopted.

B. Fiscal Year 2022/2023 Budget Funding Agreement

Ms. Cerbone presented the Fiscal Year 2022/2023 Budget Funding Agreement. Funding requests would be transmitted to Mr. Seifel.

On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, the Fiscal Year 2022/2023 Budget Funding Agreement, was approved.

- C. Resolution 2023-19, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes**

Ms. Cerbone presented Resolution 2023-19.

On MOTION by Mr. Caputo and seconded by Mr. Morton, with all in favor, Resolution 2023-19, Adopting the Alternative Investment Guidelines for Investing Public Funds in Excess of Amounts Needed to Meet Current Operating Expenses, in Accordance with Section 218.415(17), Florida Statutes, was adopted.

- D. Resolution 2023-20, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date**

Ms. Cerbone presented Resolution 2023-20.

On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, Resolution 2023-20, Authorizing the Disbursement of Funds for Payment of Certain Continuing Expenses Without Prior Approval of the Board of Supervisors; Authorizing the Disbursement of Funds for Payment of Certain Non-Continuing Expenses Without Prior Approval of the Board of Supervisors; Providing for a Monetary Threshold; and Providing for an Effective Date, was adopted.

- E. Resolution 2023-21, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date**

Ms. Cerbone presented Resolution 2023-21.

On MOTION by Mr. Caputo and seconded by Mr. Morton, with all in favor, Resolution 2023-21, Adopting a Policy for Reimbursement of District Travel Expenses; and Providing for Severability and an Effective Date, was adopted.

- F. Resolution 2023-22, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date**

Ms. Cerbone presented Resolution 2023-22.

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, Resolution 2023-22, Adopting Prompt Payment Policies and Procedures Pursuant to Chapter 218, Florida Statutes; Providing a Severability Clause; and Providing an Effective Date, was adopted.

- G. Resolution 2023-23, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date**

Ms. Cerbone presented Resolution 2023-23.

On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, Resolution 2023-23, Adopting an Internal Controls Policy Consistent with Section 218.33, Florida Statutes; Providing an Effective Date, was adopted.

- H. Consideration of E-Verify Memo with MOU**

Ms. Cerbone presented the E-Verify Memo related to the requirement for all employers to verify employment eligibility utilizing the E-Verify System and for the CDD to enroll with E-Verify and execute a Memorandum of Understanding (MOU) with E-Verify.

On MOTION by Mr. Caputo and seconded by Mr. Seifel, with all in favor, acknowledging the E-Verify Memo requirements, as set forth in the Memorandum of Understanding, and authorizing enrollment and utilization of the E-Verify program, was approved.

BOND FINANCING ITEMS

NINTH ORDER OF BUSINESS**Consideration of the Following Bond Financing Related Items:****A. Bond Financing Team Funding Agreement**

Mr. Earlywine presented the Bond Financing Team Funding Agreement.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, the Bond Financing Team Funding Agreement, in substantial form, was approved.

B. Engagement of Bond Financing Professionals

Mr. Earlywine presented the following.

- I. Underwriter/ Investment Banker: *FMSbonds, Inc.***
- II. Bond Counsel: *Greenberg Traurig, P.A.***
- III. Trustee, Paying Agent and Registrar: *Regions Bank***

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, the FMSbonds, Inc. Agreement for Underwriting Services and G-17 Disclosure, Greenberg Traurig, P.A. Engagement Letter and Regions Bank Engagement Letter to serve as Trustee, Paying Agent and Registrar, all in substantial form, were approved.

- C. Resolution 2023-24, Designating a Date, Time, and Location of a Public Hearing Regarding the District's Intent to Use the Uniform Method for the Levy, Collection, and Enforcement of Non-Ad Valorem Special Assessments as Authorized by Section 197.3632, Florida Statutes; Authorizing the Publication of the Notice of Such Hearing; and Providing an Effective Date**
- D. Presentation of Master Engineer's Report**
- E. Presentation of Master Special Assessment Methodology Report**
- F. Resolution 2023-25, Declaring Special Assessments; Designating the Nature and Location of the Proposed Improvements; Declaring the Total Estimated Cost of the Improvements, the Portion to Be Paid by Assessments, and the Manner and Timing in Which The Assessments are to be Paid; Designating the Lands Upon Which the Assessments Shall Be Levied; Providing for an Assessment Plat and a Preliminary**

Assessment Roll; Addressing the Setting of Public Hearings; Providing for Publication of this Resolution; and Addressing Conflicts, Severability and an Effective Date

- G. Resolution 2023-26, Authorizing the Issuance of Not to Exceed \$145,015,000 Aggregate Principal Amount of Solaeris Community Development District Special Assessment Bonds, in One or More Series to Pay All or a Portion of the Costs of the Planning, Financing, Construction and/or Acquisition of Public Infrastructure Improvements Including, But Not Limited to Entry Features and Signage, Stormwater Facilities, Water and Sewer Facilities, Recreation Facilities and Road Construction, and Associated Professional Fees and Incidental Costs Related Thereto Pursuant to Chapter 190, Florida Statutes, as Amended; Appointing a Trustee; Approving the Form of and Authorizing the Execution and Delivery of a Master Trust Indenture; Providing that Such Bonds Shall Not Constitute a Debt, Liability or Obligation of Solaeris Community Development District, Manatee County, Florida, or the State of Florida or of Any Political Subdivision Thereof, But Shall Be Payable from Special Assessments Assessed and Levied on the Property Within the District Benefited By the Improvements and Subject to Assessment; Providing for the Judicial Validation of Such Bonds; and Providing for Other Related Matters

Items 9C through 9G were deferred.

CONSTRUCTION ITEMS

TENTH ORDER OF BUSINESS

Consideration of the Following
Construction Related Items:

Mr. Earlywine presented the following:

- A. Acquisition Agreement

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, the Acquisition Agreement, in substantial form, was approved.

- B. Temporary Construction Easement

Discussion ensued regarding a proposed Boundary Amendment.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, the Temporary Construction Easement, in substantial form, was approved.

On MOTION by Mr. Morton and seconded by Mr. Caputo, with all in favor, authorizing Staff to prepare a Boundary Amendment and all related work, was approved.

Ms. Cerbone stated that the Boundary Amendment and related work will be ratified at the next meeting.

ELEVENTH ORDER OF BUSINESS**Staff Reports**

- A. District Counsel: *KE Law Group, PLLC***
- B. District Engineer (Interim): *Thomas Engineering Group, LLC***
- C. District Manager: *Wrathell, Hunt and Associates, LLC***

There were no Staff Reports.

TWELFTH ORDER OF BUSINESS**Board Members' Comments/Requests**

There were no Board Members' comments or requests.

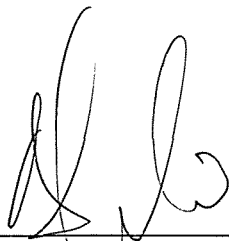
THIRTEENTH ORDER OF BUSINESS**Public Comments**

No members of the public spoke.

FOURTEENTH ORDER OF BUSINESS**Adjournment**

On MOTION by Mr. Morton and seconded by Mr. Seifel, with all in favor, the meeting adjourned at 11:38 a.m.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]



Secretary/Assistant Secretary



Chair/Vice Chair