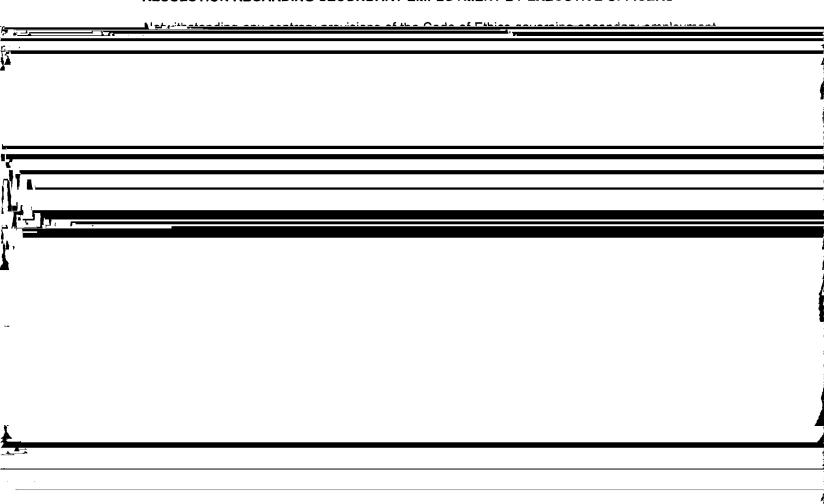
## RESOLUTION REGARDING SECONDARY EMPLOYMENT BY EXECUTIVE OFFICERS



executive officers may engage in secondary employment subject to the following conditions:

- 1. The Ethics Advisor determines that the request complies with all applicable provisions of the Code of Ethics.
- 2. The Chief Financial Officer or designee determines that the proposal does not involve a conflict of interest.
- 3. The General Counsel or designee determines that the proposal does not violate any applicable laws.
- 4. Under no circumstances shall secondary employment be permitted during Board compensated time, including vacation, sick and personal business days.

This resolution shall be in full force and effect upon adoption.