

UNITED STATES EQUESTRIAN FEDERATION, INC. BOARD OF DIRECTORS - 2022 ANNUAL MEETING NAPLES GRANDE BEACH RESORT - NAPLES, FL

SECOND MEETING SATURDAY, JANUARY 15, 2022 11:00 A.M. EST

MINUTES

Board Members Present: Tom O'Mara, Elisabeth Goth, Judy Sloan, Max Amaya, Jacob Arnold, Alex Boone, Jennie Brannigan, Allison Brock, Ling Fu Wylie, Lisa Gorretta, Deborah Johnson, Mary Knowlton, Carol Kozlowski, Jon Kreitz, Joe Mattingley, Lauren Nicholson, Diane Pitts, Philip Richter, Richard Spooner, Chester Weber, and Judy Werner

Council Chairs Present: Britt McCormick, National Breeds & Non-FEI Disciplines Council Chair; and Joe Mattingley, International Disciplines Council Chair (Board member)

Senior Team Present: Bill Moroney, Kelly Bolton, Will Connell, Mike Delahanty, Terri Dolan, Sonja Keating, Vicki Lowell, Lisa Owens, Justin Provost, Debbie Saliling, and Stephen Schumacher

1. Roll Call and Determination of a Quorum

Mr. O'Mara called the meeting to order at 11:15 a.m. EST. Following a call of the roll, Ms. Adams noted that a quorum was present.

2. Adoption of the Agenda

Ms. Goth moved, and Ms. Sloan seconded the motion to adopt the amended agenda. There was no further amendment and following a vote, the motion passed unanimously.

3. Welcome New Directors

Mr. O'Mara welcomed three new Athlete Directors to the Board: Jennie Brannigan, Lauren Kieffer, and Chester Weber. Additionally, he welcomed Mary Knowlton as the Hunter representative and Deborah Johnson as the Arabian representative from the National Breeds and Disciplines Council, Max Amaya as the Jumper representative from the International Disciplines Council, and Alex Boone as the USET Foundation representative.

4. Code of Conduct and Conflict of Interest Policies

Ms. Keating reported that annually each Director must read and acknowledge the Code of Conduct and complete the Conflict-of-Interest exhibits.

5. Conflict of Interest Declaration

Ms. Keating requested that Directors declare any conflicts of interest at this time. No conflicts were declared.

6. Consideration of Resolutions

6.1 <u>Approval of Board Resolution 2022-01 regarding the 2023 Hunter and Jumper licensed</u> <u>competition review in Florida</u>

Ms. Goth moved, and Ms. Sloan seconded the motion to approve Resolution 2022-01. Mr. Moroney noted that this is the same request approved last year and will follow the same process for the first trimester of 2023 for Hunter/Jumper competitions in Florida. Should the Board wish to make this change permanent, an adjustment of the rule process will need to be submitted. Following discussion and a vote, the motion passed unanimously. The certified and signed Resolution is attached to this set of minutes.

6.2 <u>Approval of Board Resolution 2022-02 regarding the 2023 Hunter and Jumper licensed</u> <u>competition review in California</u>

Mr. Amaya moved, and Ms. Goth seconded the motion to approve Resolution 2022-02. Mr. Moroney stated that this request vacates the entire 2023 Hunter/Jumper competition calendar in the state of California. Staff plans to visit CA competition venues and meet with participants and organizers culminating ending in a meeting to create a 2023 competition calendar, which best serves the developmental needs of participants and their horses, provides sustainable events and incorporates a diversity of both venue and competitive opportunities for participants in this region. Following discussion and a vote, the motion passed unanimously. The certified and signed Resolution is attached to this set of minutes.

6.3 Approval of Board Resolution 2022-03 removing USA Reining as a Recognized Affiliate

Mr. Weber moved, and Ms. Pitts seconded the motion to approve Resolution 2022-03. Ms. Keating stated that the FEI removed the sport of Reining as an FEI discipline which now excludes USA Reining from meeting the requirements of a Recognized Affiliate of USEF in our Bylaws. USA Reining plans to suspend all operations in 2022 and will have the opportunity in the future should the competitive environment change. After discussion and vote, the motion passed unanimously.

7. Approval of Committee Population

Ms. Gorretta moved, and Ms. Goth seconded approval of the Ethics, Governance, Hearing, and Human and Equine Safety & Welfare Committees pending athlete seats as approved and appointed by the AAC. Ms. Keating stated that due to a Bylaw change in 2021, the Governance Committee will serve a two-year appointment, not a one-year as in the past. After discussion and a vote, the motion passed with Ms. Werner and Ms. Pitts abstaining as they are appointed to serve on one or more of these committees.

7.1 Ethics Committee

The population of the Ethics Committee for a one-year term ending January 2023 will include: Lisa Blackstone as Chair; Cynthia Richardson; Judy Werner; and two AAC-appointed athletes.

7.2 Governance Committee

The population of the Governance Committee for a two-year term ending January 2024 will include: Tom Brennan, Chair; Cindy Mugnier; Diane Pitts; Cynthia Richardson; and two athlete representatives as appointed by the AAC.

7.3 Hearing Committee

The population of the Hearing Committee for a two-year term ending January 2024 will include: Lisa Blackstone and Judy Werner as Co-Chairs; Debbie Bass; Duane Esser; Katherine Cooper; Tim Roesink; Danielle Torano; Janine Malone; and four athlete representatives as appointed by the AAC.

7.4 Human and Equine Safety & Welfare Committee

The population of the Human and Equine Safety & Welfare Committee for a two-year term ending January 2024 includes: Dr. Mark Hart, Chair; Dr. A. Kent Allen, Jennifer Gates; Pamela Hardin; Dr. Duncan Peters; Cynthia Screnci; and Mary Ann Simonds.

8. USET Foundation Report

Mr. Richter, USET Foundation Treasurer, reported that the Foundation was proud to have provided a \$4MM grant in 2021 to the Federation. The Federation and Foundation have an increasingly close working relationship including joint marketing and a two-day Workshop. Mr. Richter noted that the Foundation looks forward to continued collaboration and successful teams at the World Championships in 2022.

9. CEO Report

Mr. Moroney noted that the next Board meeting is scheduled for Monday, March 7th at 3:00 p.m. Eastern by Zoom meeting. He stated that four reports were provided in the board materials from the Human and Equine Safety & Welfare Committee, The American Horse Council, the Governance Committee, and Clear Harbor Asset Management. Mr. Moroney stated that the principals at Clear Harbor are planning a call with our Board in the next couple of months.

Ms. Weilminster, USEF's Communications Director, presented the media report from the Olympic and Paralympic Games to the Board, noting new software and outlets that proved successful in increasing the awareness of our sport.

10. Protective Headgear Presentation

Dr. Barry Miller from the Virginia Tech Helmet Lab presented to the Board the helmet safety and research completed to date for equestrian. He noted that he expects to present the final statistics in the fall of 2022 and release the star-rating for our use. Dr. Miller thanked the Board and equestrian Affiliates for providing the funding necessary to conduct this research.

11. Old Business

There was no old business.

12. New Business

Mr. Moroney thanked the USEF staff for their dedication, flexibility, and successes during this past year.

Mr. Mattingley noted that the IDC agendas will focus at a higher level in 2023 on strategic initiatives.

13. Executive Session

At 12:55 p.m. Mr. O'Mara requested that all attendees, Council Chairs, and all staff with the exception of Mr. Moroney and Ms. Keating leave the meeting for an Executive session of the Board after a 30-minute lunch break. Ms. Lowell, Mr. Delahanty, Mr. Provost and consultant Mr. McNerney were asked to join the Board for the USEF Network Presentation.

The Board reconvened at 1:25 p.m. following the lunch break.

The following topics were considered and discussed by the Board during closed session.

- Strategic Plan Update and USEF Network Presentation
- General Counsel Report

- Sport Integrity & Sanctioned Events
- Risk Management

14. Adjourn

At the conclusion of Executive Session, the meeting was adjourned at 3:45p.m. EST.

Signed and submitted by Karen Adams

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Recording Secretary

Attachments: Resolution 2022-01 Resolution 2022-02 Resolution 2022-03

RESOLUTION OF THE BOARD TO MODIFY GR315 FOR PURPOSES OF REVIEWING FIRST TRIMESTER 2023 COMPETITIONS IN FLORIDA (2022-01)

WHEREAS, the Board of Directors of the United States Equestrian Federation, Inc. (the "Federation Board") previously empowered its Chief Executive Officer to contemporaneously review all Mileage Exemption Requests for Hunter, Jumper, and Hunter/Jumper Licensed Competitions in Florida occurring within the first trimester of the 2022 competition year, i.e. December 1, 2021 – March 31, 2022, and approved certain required portions of General Rule 315.

WHEREAS, this process was highly effective in creating a competition calendar in Florida that effectively managed the calendaring needs of Federation members and provided a universal consideration of the competition landscape at that time of year in that region.

WHEREAS, due to the success of this process related to the 2022 competition calendar, the Federation Board wishes to empower its Chief Executive Officer to contemporaneously review all Mileage Exemption Requests for Hunter, Jumper, and Hunter/Jumper Licensed Competitions in Florida occurring within the first trimester of the 2023 competition year, i.e. December 1, 2022 – March 31, 2023, and approve certain required portions of General Rule 315.

WHEREAS, due to the concentration of horses in Florida during the first trimester of the competition year caused by the seasonal migration of competitors, in addition to the Federation's attempt to effectively manage the competition calendar in Florida to provide sufficient Licensed Competitions to meet the needs of Federation members, a singular review of all relevant Hunter, Jumper, and Hunter/Jumper Mileage Exemption Requests taking place within Florida from December 1, 2022 through March 31, 2023, will provide the Federation the most universal consideration of the competition landscape at that time of year in that region.

WHEREAS, GR315.3 governs the Mileage Exemption Request process and prescribes certain deadlines by which each Mileage Exemption Request must comply and contemplates the Mileage Exemption Request process as a rolling process.

WHEREAS, in order to contemporaneously consider all Mileage Exemption Requests for Hunter, Jumper, and Hunter/Jumper Licensed Competitions taking place within Florida from December 1, 2022 through March 31, 2023, certain portions of GR315 must be modified, including the following:

1. Amending GR315.3.b as follows: "If the Priority Date Holder(s) does not agree to the exemption request, then the Applicant shall submit the Mileage Exemption Request Form to the Federation in accordance with these rules. The Applicant shall submit the Mileage Exemption Request Form, fully completed, to the Federation by no later than June 1, 2022 no earlier than 360 calendar days and no later than 180 calendar days before the start date of the proposed competition. The fully completed Mileage Exemption Request Form must be accompanied with the non-refundable application fee. A mileage exemption request will not be accepted unless the Mileage Exemption Request Form is fully completed and the application fee is paid in full. Within 21 days of acceptance of a properly submitted request and application fee, the Federation will notify the Applicant and the Priority Date Holder(s) that the request is being processed. The notification will include a copy of the submitted Mileage Exemption Request Form and a Mileage Exemption Response Form for the Priority Date Holder(s) to complete. The

Priority Date Holder(s) has 10 calendar days from the date of the Notification letter to submit to the Federation, with a copy to the Applicant, a fully completed Mileage Exemption Response Form. The Priority Date Holder(s) must provide written comments explaining the basis for their objection to the mileage exemption request, based on the criteria listed in paragraph 2 above."

- Amending GR315.3.c as follows: In the case of mileage exemption renewal requests where an agreement has been reached with the affected competition(s), the following applies: *By no later than September 1, 2022, after* Within 15 calendar days of receipt of a completed Mileage Exemption Response Form and the terms and conditions of an agreement *by no later than June 1, 2022*, if such agreement was reached between the affected parties, the request will be reviewed by the Federation and a determination will be made whether to grant the renewal request.
- 3. Amending GR315.3.d as follows: In the case of first time mileage exemption requests or renewal requests where an agreement could not be reached with the affected competition(s) or the affected com-petition(s) failed to timely respond *within 10 days*, the following applies: Within 10 calendar days of receipt of a completed Mileage Exemption Response Form from Priority Date Holder(s) objecting to the request, or the expiration of the 10 day response period if no completed Mileage Exemption Response Form is submitted, the Federation will notify the applicable Recognized Breed/Discipline Affiliate and provide all documentation received in the process from any party. Within the time prescribed by the Federation, the applicable Recognized Breed/Discipline Affiliate is invited to submit written feedback for consideration by the Federation in reaching a decision whether to approve or disapprove the request, including specific feedback on the criteria listed in paragraph 2 above. If the Federation learns that an individual with a conflict of interest was present when an Affiliate considers its recommendation under this Chapter, then such recommendation will be not be considered by the Federation.
- 4. Amending GR315.8 as follows: The Federation will provide a written decision to the Applicant and Priority Date Holder(s) by no later than September 1, 2022 within 30 days of receipt of the Recognized Affiliate's recommendation. If the 30 day time period cannot be met, the parties will be notified in writing when they can expect to receive a decision.

THEREFORE, IT IS HEREBY RESOLVED, that the Federation Board, effective immediately, empowers its Chief Executive Officer to contemporaneously review all Mileage Exemption Requests for Hunter, Jumper, and Hunter/Jumper Licensed Competitions in Florida occurring within the first trimester of the 2023 competition year and approves the following modifications to GR315, specifically for the purpose of considering said Mileage Exemption Requests:

1. **GR31.5.3.b**: If the Priority Date Holder(s) does not agree to the exemption request, then the Applicant shall submit the Mileage Exemption Request Form to the Federation. The Applicant shall submit the Mileage Exemption Request Form, fully completed, to the Federation by no later than June 1, 2022. The fully completed Mileage Exemption Request Form must be accompanied with the non-refundable application fee. A mileage exemption request will not be accepted unless the Mileage Exemption Request Form is fully completed and the application fee is paid in full. Within 21 days of acceptance of a properly submitted request and application fee, the Federation will notify the Applicant and the Priority Date Holder(s) that the request is being processed. The notification will include a copy of the submitted Mile-age Exemption Request Form and a Mileage Exemption Response Form for the Priority Date Holder(s) to complete. The Priority Date Holder(s) has 10 calendar days from the date of the Notification letter to submit to the Federation, with a copy to the Applicant, a fully completed Mileage Exemption Response Form. The Priority Date Holder(s)

must provide written comments explaining the basis for their objection to the mileage exemption request, based on the criteria listed in paragraph 2 above.

- 2. **GR315.3.c**: In the case of mileage exemption renewal requests where an agreement has been reached with the affected competition(s), the following applies: By no later than September 1, 2022, after receipt of a completed Mileage Exemption Response Form and the terms and conditions of an agreement by no later than June 1, 2022, if such agreement was reached between the affected parties, the request will be reviewed by the Federation and a determination will be made whether to grant the renewal request.
- 3. **GR315.3.d:** In the case of first time mileage exemption requests or renewal requests where an agreement could not be reached with the affected competition(s) or the affected competition(s) failed to timely respond within 10 days, the following applies: The Federation will notify the applicable Recognized Breed/Discipline Affiliate and provide all documentation received in the process from any party. Within the time prescribed by the Federation, the applicable Recognized Breed/Discipline Affiliate is invited to submit written feedback for consideration by the Federation in reaching a decision whether to approve or disapprove the request, including specific feedback on the criteria listed in paragraph 2 above. If the Federation learns that an individual with a conflict of interest was present when an Affiliate considers its recommendation under this Chapter, then such recommendation will be not be considered by the Federation.
- 4. **GR315.8**: The Federation will provide a written decision to the Applicant and Priority Date Holder(s) by no later than September 1, 2022.

Any departure from these modifications must be approved by the Federation Board.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Federation's Board of Directors at its 2022 Annual Meeting duly called and held in person on the 15th day of January, 2022, at which a quorum was present and voted, and that such resolution is duly recorded in the minutes.

Recording Secretary:

Anene Aslams

Karen Adams

RESOLUTION OF THE BOARD Regarding 2023 competition calendar in California (2022-02)

WHEREAS, the Board of Directors of the United States Equestrian Federation, Inc. (the "Federation Board") wishes to empower its Chief Executive Officer to contemporaneously review all Hunter, Jumper, and Hunter/Jumper Licensed Competitions in California occurring in the 2023 competition year, i.e. December 1, 2022 – November 30, 2023, and populate the calendar in the 2023 competition year following said review in accordance with the 2023 California Hunter, Jumper, Hunter/Jumper Calendar Policies and Procedures in Exhibit 1.

WHEREAS, the California Hunter, Jumper, Hunter/Jumper competition licensure process has faced complications due to (i) the unique geography of California in regards to the application of the mileage rule; (ii) scarcity of competition venues and the high cost of land on which to develop equestrian competition venues resulting in a high concentration of equestrian competition venues within close proximity to one another, often within the mileage boundary of one another; (iii) the limited ability for new organizers to enter the marketplace and stunted diversity in the competition calendar; and (iv) the fact that existing organizers do not fully offer what is required in order to develop horse and human athletes.

WHEREAS, a singular review of all relevant Hunter, Jumper, and Hunter/Jumper competitions taking place within California from December 1, 2022 through November 30, 2023, will provide the Federation the most universal consideration of the competition landscape in that region.

WHEREAS, Chapter 3 of the Federation's General Rules govern the licensure of Federation Competitions and relevant mileage restrictions and Priority Date Holder status, including GR303 – License Application Policies and Procedures; GR314 – Mileage; and GR315 – Mileage Exemption.

WHEREAS, in order to contemporaneously consider all Hunter, Jumper, and Hunter/Jumper Licensed Competitions taking place within California from December 1, 2022 through November 30, 2023, Chapter 3 must not apply for the period of review by the Federation's Chief Executive Officer and will resume application following the execution of Competition Licenses in accordance with the process outlined in Exhibit 1, the 2023 California Hunter, Jumper, Hunter/Jumper Calendar Policies and Procedures.

THEREFORE, IT IS HEREBY RESOLVED, that the Federation Board, effective immediately, empower its Chief Executive Officer to contemporaneously review all Hunter, Jumper, and Hunter/Jumper Licensed Competitions in California occurring within the 2023 competition year and populate the competition calendar following his review in accordance with the 2023 California Hunter, Jumper, Hunter/Jumper Calendar Policies and Procedures and approves the inapplicability of Chapter 3 to this period of review until Competition Licenses have been executed.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Federation's Board of Directors at a Meeting duly called and held in person at the 2022 Annual Meeting on the 15th day of January, 2022, at which a quorum was present and voted, and that such resolution is duly recorded in the minutes.

Recording Secretary:

Juen Alams

Karen Adams Resolution 2022-02

Introduction:

The California Hunter, Jumper, Hunter/Jumper competition licensure process has faced complications due to (i) the unique geography of California in regards to the application of the mileage rule; (ii) scarcity of competition venues and the high cost of land on which to develop equestrian competition venues resulting in a high concentration of equestrian competition venues within close proximity to one another, often within the mileage boundary of one another; (iii) the limited ability for new organizers to enter the marketplace and stunted diversity in the competition calendar; and (iv) the fact that existing organizers do not fully offer what is required in order to develop horse and human athletes. As a result of these complications, the Federation's Board of Directors has passed a resolution to empower the Chief Executive Officer to contemporaneously review all Hunter, Jumper, and Hunter/Jumper Licensed Competitions in California occurring in the 2023 competition year, i.e. December 1, 2022 – November 30, 2023, and populate the calendar in the 2023 competition year following said review. The goal of this review and process is to create a calendar for the 2023 competition year in California that (i) creates a migratory pattern for competitors that meets the environmental and geographical limitations of the state; (ii) supports horse and rider competitive developmental needs; (iii) creates a sustainable competition environment; (iv) encourages growth of participation within equestrian sport; and (v) generates diversity in competition venues.

The process as detailed below by which the 2023 competition calendar will be created begins with the vacating of the comparable dates calendar. This means that for purposes of the 2023 calendar, all competition applications will be reviewed without application of Federation Chapter 3, including any existing mileage exemptions, Priority Date Holder status, or competition licensure. Competition organizers will then be asked to submit a comprehensive list of events that they wish to host in the 2023 competition year. Following a consultation period, in which the Federation's CEO will engage with relevant stakeholders, including athletes, trainers, and competition organizers, the CEO will present a proposed calendar of competitions that strives to achieve the goals enumerated above. Ideally, competition organizers will submit competition license application in accordance with this proposed calendar.

Following the submission deadline for competition license applications, applications will be reviewed against the criteria listed below. Competition applications will be approved without regard for Priority Date Holder status or existing mileage restrictions. Upon execution of competition licenses for the 2023 competition year, Chapter 3 will resume effectiveness for any new competitions seeking addition to the calendar, any modification requests of licensed competitions, and cancellations.

Process:* The below timeline is tentative and subject to change at the discretion of the Federation upon reasonable notice to affected parties.

- December 1, 2021 March 1, 2022: The 2023 California Hunter, Jumper, Hunter/Jumper comparable date competition calendar will be vacated. Competition organizers will submit a comprehensive list of events they wish to host in 2023. With a completely blank calendar, the Federation's CEO will engage with relevant stakeholders, including athletes, trainers, and competition organizers, to discuss the complications faced in the California competition calendar and proposed solutions.
- 2. March 15, 2022: Deadline for the submission of all California competition applications for the 2023 competition year.
- 3. March 16, 2022-April 15, 2022: Internal review period of all received competition applications for the 2023 competition year in California. A period during which the Federation may contact organizers for additional information regarding their applications.
- 4. **April 25, 2022:** The Federation will notify organizers of the approval or denial of the submitted competition license applications and issue Competition License Agreements for execution.
- 5. May 30, 2022: following the execution of Competition License Agreements for the 2023 competition year, all processes and rules of Chapter 3 will be re-instated. This will include the imposition of Priority Date Holder Status on all Licensed Competitions against new competitions entering the environment, the requirement to request a Mileage Exemption for new competitions requesting licensure following May 30, 2022, any submitted modification requests of approved Competition Licenses, and any cancellations of approved Competition Licenses.

Criteria:

The following criteria will be considered by the Federation's CEO during the internal review period of 2023 competition license applications of Hunter, Jumper, Hunter/Jumper competitions in California:

• Previous experience, expertise, and financial viability of the Organizer and Licensee.

- Relevant Historical Data: including but not limited to density and competitive level of competitors in a given geographic area at a given time of year; entry numbers from previous years; competitor feedback; and geographic location and time of year with regard to concentration and migration of competitors.
- Opportunities for the development of programs and competitions that support horse and rider needs.
- Generating participation in equestrian sport.
- Competition Standards: including but not limited to organizer and venue adherence to Federation competition standards; and horse and human safety and welfare measures taken; and venue offerings in comparison to others.
- Competition and Calendar Factors: including but not limited to whether the allocation of a competition license will benefit the migratory patterns and horse concentrations; offered ratings in comparison to those offered by other organizers on weeks prior to and following; and diversity of competition venues throughout the year.
- Sport Growth and Visibility: including but not limited to whether the competition will broaden access to competitors at all levels of the sport; meet the developmental needs of horses and riders; and sustainability of the competition environment.
- Any other factors that may impact the best interest of the sport that are not specifically included above.

RESOLUTION OF THE BOARD TO REMOVE USA REINING AS A RECOGNIZED AFFILIATE (2022-03)

WHEREAS, on May 21, 2012, the United States Equestrian Federation, Inc. ("Federation") Executive Committee approved USA Reining as an international discipline Recognized Affiliate for the discipline of Reining pursuant to the Federation Bylaws;

WHEREAS, pursuant to Federation Bylaw 222, the Federation only recognizes Internal Discipline Associations for disciplines recognized by the Fédération Equestre Internationale ("FEI");

WHEREAS, during the FEI General Assembly, November 14-17, 2021, the FEI removed Reining as a FEI discipline, thereby rendering USA Reining ineligible to maintain its status as an international discipline Recognized Affiliate under the Federation Bylaws;

WHEREAS, on December 23, 2021, USA Reining President, Rick Weaver, notified the Federation Chief Executive Officer, William J. Moroney, that the USA Reining Board of Directors voted to temporarily suspend their activities and not to apply for affiliate status with the Federation for 2022;

WHEREAS, based on the above, the Federation Board of Directors wishes to remove USA Reining as a Recognized Affiliate and reconsider it as a National Association under Bylaw 222 upon receipt of USA Reining's expression of interest and verification that it has resumed activities.

THEREFORE, IT IS HEREBY RESOLVED, that the Federation Board of Directors effective immediately, removes USA Reining as a Recognized Affiliate and agrees to reconsider it as a National Association under Bylaw 222 upon receipt of USA Reining's expression of interest and verification that it has resumed activities.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Federation's Board of Directors at the Annual Meeting duly called and held in person in Naples, Florida on January 15, 2022, at which a quorum was present and voted, and that such resolution is duly recorded in the minutes.

Recording Secretary:

Frence Adams

Karen Adams