



RESOLUTION NO. 2023-4

Resolution to Amend Corporate Officers

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; and

WHEREAS, Section 9.3 requires the affirmative vote of two-thirds of the Board to remove¹ an elected officer whenever, the Board believes the best interests of the Corporation would be served thereby.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors affirmatively votes pursuant to Section 9.3 of the Bylaws to amend the corporate officers list to remove Carol Baskey, who provided notice to terminate employment with ReliabilityFirst, to elect Beth Dowdell to replace her, and to approve the amended list of officers as:

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 General Counsel & Corporate Secretary; and
Beth Dowdell as Treasurer.

FINALLY RESOLVED, that aforementioned five officers shall each 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 16th day of October, 2023 by
the Board of Directors,

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

¹ Pursuant to Section 9.3 of the Bylaws, the removal is without prejudice to the contract rights, if any, of the officer.