



Budget and Finance
Tuesday, October 4, 2022, 3:45 P.M.
DART Board Room – 1st Floor
1401 Pacific Ave., Dallas, Texas 75202
(Estimated Meeting Time: 15 minutes)

1. Approval of Minutes: September 13, 2022

Consent items:

2. Approval to Pay Premium and Surplus Lines Fees for the Annual Renewal of the Rail Operating Liability Insurance Policy
(Jon-Bertrell Killen/M. Elizabeth Reich)
3. Approval to Pay Premium and Surplus Line Fees for Master Property Insurance Policy (Jon-Bertrell Killen/M. Elizabeth Reich)

Individual item:

4. Approval of Contracts for Bond Counsel Services, Disclosure Counsel Services, and Other Legal Services Related to Finance Matters
(Jon-Bertrell Killen/M. Elizabeth Reich)
[5 minutes - presentation; 5 minutes - Q&A]
5. Identification of Future Agenda Items
6. Adjournment

The Budget and Finance Committee may go into Closed Session under the Texas Open Meetings Act, Section 551.071, Consultation with Attorney, for any legal issues, under Section 551.072 Deliberation Regarding Real Property for real estate issues, arising or regarding any item listed on this Agenda.

This facility is wheelchair accessible. For accommodations for the hearing impaired, sign interpretation is available. Please contact Community Affairs at 214-749-2799, 48 hours in advance.

Chair – Jon-Bertrell Killen
Vice-Chair – Gary Slagel
Members – Flora M. Hernandez, Michele Wong Krause,
and Paul N. Wageman
Staff Liaison – M. Elizabeth Reich

**MINUTES
DALLAS AREA RAPID TRANSIT
BUDGET AND FINANCE COMMITTEE MEETING
September 13, 2022**

The Dallas Area Rapid Transit **Budget and Finance Committee** meeting came to order at 2:44 p.m., Tuesday, September 13, 2022, at DART Headquarters, 1401 Pacific Avenue, Dallas, Texas, with Chair Killen presiding.

The following Committee members were present: Jon-Bertrell Killen, Gary Slagel, and Michele Wong Krause.

Other Board Members present: Carmen Garcia, Jonathan R. Kelly, Lee Ruiz, and Rick Stopfer.

Others present: Nadine S. Lee, Gene Gamez, M. Elizabeth Reich, Dwight D. Burns, Senanu Adadevoh, Donna Henry, Lon Nickles, and Josefina Chavira.

1. Approval of Minutes: August 9, 2022

Hearing no objection, Chair Killen stated the August 9, 2022, Budget and Finance Committee Meeting Minutes, were accepted into record as written.

2. Approval to Spend Mobility Assistance and Innovation Funds

Ms. Elizabeth Reich, Chief Financial Officer, provided an abbreviated briefing to the Committee for agenda items 2 through 4 (slides on file with the Office of Board Support) as follows:

- Proposed FY 2023 Annual Budget (slide 1)
- Proposed Budget Summary (slide 2)
- Key Budget Points in FY 2023 (slides 3-4)
- Major Year-Over-Year Changes (slide 5)
- Sales Tax History (slide 6)
- Projected Sales Tax Growth (slide 7)
- Mobility Assistance and Innovation Funding -\$110.3M (slide 8)
- MAIF: Security (slide 9)
- MAIF: Cleanliness (slide 10)
- MAIF: Reliability (slide 11)
- Next Steps (slide 12)
- FY 2023 Budget and Financial Planning Process Calendar (slide 13)

Mr. Kelly entered the meeting, and Mr. Ruiz stepped out of the meeting, at 2:49 p.m.

After some discussion, Mr. Kelly questioned how the Federal Transit Administration (FTA) calculated the amount of funds that were provided to DART. Ms. Reich called Mr. Dwight Burns, Treasurer, to the podium to respond. Mr. Burns responded the allocation calculations that were used for the three sets of COVID relief funds were a combination of population, as well as each year's operations costs across the agency. Mr. Kelly then requested Ms. Reich share the numbers with the Committee, as well as questioning if some type of blend of both sales tax and the population were included in the discussions with the city managers. Ms. Reich responded that staff did not handout in that discussion calculated splits. She further said it was her belief that many had already ran the calculations based

on information that the city managers had, however, DART did not layout specific numbers. Ms. Reich clarified there was discussion on a hybrid methodology and if it might be appropriate, although the conversation quickly went to sales tax being the factor and did not deviate much from that point. Mr. Kelly noted his concern with having the city managers deciding how the funds will be deviated, however he would not go into more depth until this conversation was up for consideration by the Board.

Regarding process, Ms. Wong Krause inquired in reference to slide 12, Next Steps, concerning the Mobility Assistance and Innovation Fund Allocation (MAIF), if the action was referring to a single amount and not deciding how that allocation will be distributed. Ms. Reich responded yes, explaining that the amount for the MAIF is \$110.3M that is a single total that will then be placed into the DART budget. She continued DART staff will be coming back and providing the Board with regular updates on how staff will be enhancing security, cleanliness, and reliability by using those funds.

Ms. Nadine S. Lee, President & Chief Executive Officer, noted for clarification that the way DART will distribute the funds to the individual cities is not any part of this action, however, staff is simply reporting what they heard at the budget briefing for the cities last week.

Ms. Wong Krause expressed the information provided was very valuable information, especially the handout that was provided. She encouraged the DART Board members to stay in communication with their city, or cities, to hear what their preference is, in regard to the allocation of funds by sales tax versus population, as well as balance what is regionally beneficial for DART as a whole.

Ms. Wong Krause moved to forward agenda items 2 through 4 jointly.

Moved to forward draft resolution to the Committee-Of-The-Whole agenda, with a recommendation, stating the Mobility Assistance and Innovation Fund allocation, as shown in Exhibit 1, is approved.

3. Approval of Fiscal Year (FY) 2023 Annual Budget

Moved to forward this draft resolution to the Committee-Of-The-Whole agenda, without a recommendation, stating the FY 2023 Annual Budget is approved in the amount of \$1,715,675,286.

Operating	637,869,000
Capital & Non-Operating	854,114,967
Debt Service	223,691,319
Total FY 2023 Proposed Annual Budget	\$1,715,675,286

4. Approval of Fiscal Year (FY) 2023 Twenty-Year Financial Plan

Moved to forward this draft resolution to the Committee-Of-The-Whole agenda, with a recommendation, stating FY 2023 Twenty-Year Financial Plan, as shown in Exhibit 1, is approved.

Mr. Slagel seconded.

Ms. Lee interjected, for clarification, that item 2, Approval to Spend Mobility Assistance and Innovation Funds, item, as well as item 4, Approval of Fiscal Year (FY) 2023 Twenty-Year Financial Plan, only require a majority vote at the committee level, however, once the items reach the Committee-of-the-Whole and Board, both items will require a two-thirds vote.

This being said, Chair Killen reiterated the motion made by Ms. Wong Krause, seconded by Mr. Slagel, and called for a vote. The items were approved unanimously.

Mr. Kelly and Mr. Ruiz stepped out at 2:59 p.m.

5. **Approval of DART Board Policy II.04, Investment Policy and Approval of DART's FY 2023 Investment Strategy**

Mr. Wong Krause moved to forward this draft resolution to the Committee-Of-The-Whole agenda, with a recommendation, stating:

Section 1: DART Board Policy II.04, Investment Policy, has been reviewed and is approved as shown in Exhibit 1 to this resolution.

Section 2: The FY 2023 Investment Strategy, as shown in Exhibit 2 to this resolution, is approved and shall become effective as of the date of this resolution.

Section 3: The DART Board of Directors adopts the Investment Policy and FY 2023 Investment Strategy.

Mr. Slagel seconded, and the item was approved unanimously.

6. **Identification of Future Agenda Items**

There were no future agenda items identified for this committee.

7. **Adjournment**

There being no further business to discuss, the meeting was adjourned at 2:59 p.m.



Josefina Chavira, CAP
Assistant Board Administrator

/jc

+Same Night Item

*Briefing Item



Agenda Report

**Voting Requirements:
Majority**

DATE: October 4, 2022

SUBJECT: Approval to Pay Premium and Surplus Lines Fees for the Annual Renewal of the Rail Operating Liability Insurance Policy

RECOMMENDATION

Approval of a resolution authorizing the President & Chief Executive Officer or her designee to pay up to \$4,634,579 in premium and \$239,096 in Surplus Lines, Federal Excise Tax, and Direct Procurement taxes and fees for a total not to exceed of \$4,873,675 for the annual renewal of the rail operating liability policy for the period beginning November 1, 2022.

BUSINESS PURPOSE AND FINANCIAL CONSIDERATIONS

- The commuter rail operating agreements with various railroads and agreements providing Positive Train Control (PTC) require Dallas Area Rapid Transit (DART), Denton County Transportation Authority (DCTA), Fort Worth Transit Authority (FWTA) dba Trinity Metro (TM), and Grapevine Vintage Railroad (GVRR) to furnish evidence of rail liability insurance to maintain and operate commuter rail service. The policy insures DART, DCTA, TRE, TM for TRE, TEXRail, GVRR, and The City of Grapevine for GVRR.
- DART marketed the program through Willis Towers Watson Insurance Services West, Inc. (WTW) (Contract No. C-2024740-02), DART's broker of record for property and liability insurance coverage.
- The \$4,873,675 total cost represents a 0.3% increase compared to last year's total cost of \$4,859,217. The small increase in premium is attributed to slight moderation of Liability insurance costs, and aggressive marketing by DART's worldwide insurance brokers. The renewal program provides full twelve-month coverage for TEXRail and GVRR, compared to last year's ten-month coverage when both entities joined DART 's rail liability program which previously only included DART, TRE and DCTA. Initial forecasts predicted a premium increase of +5% to +7%, due to large jury verdicts for auto and truck accidents, carrier consolidation and exits, and resulting lower capacity.
- The Rail Liability coverage, with a limit of \$323 million per occurrence, is provided through a layered insurance program. The self-insurance retention (SIR) for DART, TRE, and DCTA is \$3 million and \$1 million for TEXRail and GVRR.
- There is no single insurance carrier with the capacity to provide the entire \$323 million of coverage; therefore, coverage will be provided through a combination of multiple companies. The combination of companies providing the most favorable rates, terms, and conditions includes: \$15 million limits by Queens Island Insurance Company Ltd. (Gemini); \$10 million first excess limits by Lex-London Insurance; then \$25 million excess of \$25 million by three

companies (Apollo Liability Consortium, AEGIS Casualty Consortium, and Ascot); then \$90 million limits excess of \$50 million by consortium of 8 companies; followed by \$77.5 million limits excess of \$140 million by consortium of 9 carriers; then \$22.5 million excess of \$217.5 million; further \$68 million limits excess of \$240 million; and finally \$15 million limits excess of \$308 million for total of \$323 million limits.

- Surplus Lines insurance carriers are highly specialized insurers that write unique and high-capacity risks such as rail liability. Surplus lines fees consist of premium taxes and filing fees payable to the Texas State Comptroller. Federal Excise Taxes are payable to the Internal Revenue Service.
- Sufficient funding for payment of premium and surplus lines fees for the annual renewal of the rail liability insurance policy in the amount of \$4,873,675 is included in the Finance Department's and Commuter Rail Department's FY 2023 Operating Expense budget and the Total Operating Expense line items of the FY 2023 Twenty-Year Financial Plan.
- Premium costs for the rail liability policy will be shared between DART, DCTA, TM for TRE, TEXRail and GVRP. For the costs up to \$140 million in coverage - DART, TM for TRE, TEXRail and DCTA will each pay 1/4 of the premium costs of \$686,471 (not including taxes or fees, which will also be shared proportionately by all parties). For costs between \$140 million and \$323 million limits, DART, TM for TRE, and TEXRail will each pay 1/3 of the costs in amount of \$589,444. GVRP's share of premiums for \$323 million limits will be paid by TEXRail on behalf of GVRP, in amount of \$120,363.
- DART's share of the payment for premium and surplus lines fees for the annual renewal of the rail operating liability insurance policy is included in the Finance Department's and Commuter Rail Department's FY 2023 operating budget.
- DART will charge DCTA, TM, and GVRP an annual administrative fee to offset costs associated with implementation and oversight of the regional Rail Liability Insurance Program.
- Approval of this item will help achieve Board Strategic Priority 2: Provide stewardship of the transit system, agency assets and financial obligations.

LEGAL CONSIDERATIONS

- Section 452.062 of the Texas Transportation Code authorizes DART to insure, through purchased insurance policies or self-insurance programs, or both, its own legal liability and the legal liability of its contractors and subcontractors arising from the acquisition, construction, or operation of the programs and facilities of DART.
- Section 452.054 of the Texas Transportation Code authorizes DART to exercise all powers necessary or convenient to carry out the purposes or the provisions of the statute.

DRAFT
RESOLUTION
of the
DALLAS AREA RAPID TRANSIT BOARD
(Executive Committee)

**Approval to Pay Premium and Surplus Lines Fees for the Annual Renewal of the Rail
Operating Liability Insurance Policy**

WHEREAS, the commuter rail agreements providing Positive Train Control (PTC) require that DART, TM, DCTA, TEXRail, and GVRR furnish evidence of liability insurance to maintain and operate commuter rail passenger service on the corridors; and

WHEREAS, DART marketed the program through Willis Towers Watson Services West, Inc.(Contract No. C-2024740-02); and

WHEREAS, no single insurance carrier has the capacity to provide the entire \$323 million of required coverage, and the most favorable pricing, terms, and conditions is through a combination of multiple markets and layers which includes: \$15 million limits by Queens Island Insurance Company Ltd. (Gemini \$10 million first excess limits by Lex-London Insurance; then \$25 million excess of \$25 million by three companies (Apollo Liability Consortium, AEGIS Casualty Consortium, and Ascot); then \$90 million limits excess of \$50 million by consortium of 8 companies; followed by \$77.5 million limits excess of \$140 million by consortium of 9 carriers; then \$22.5 million excess of \$217.5 million; further \$68 million limits excess of \$240 million; and finally \$15 million limits excess of \$308 million for total of \$323 million limits; and

WHEREAS, funding for the premium and surplus line fees for the annual renewal of the rail operating liability insurance policy is within current Budget and FY 2022 Twenty-Year Financial Plan allocations.

NOW, THEREFORE, BE IT RESOLVED by the Dallas Area Rapid Transit Board of Directors that the President & Chief Executive Officer or her designee is authorized to pay up to \$4,634,579 in premium and \$239,096 in Surplus Lines Federal Excise Tax, Direct Procurement taxes and fees for a total not to exceed of \$4,873,675 for the annual renewal of the rail operating liability policy for the period beginning November 1, 2022.

Approval to Pay Premium and Surplus Lines Fees for the Annual Renewal of the Rail Operating Liability Insurance Policy

Prepared by: /s/ Elizabeth Reich

M. Elizabeth Reich
Chief Financial Officer

Approved as to form: /s/ Gene Gamez

Gene Gamez
General Counsel

Approved by: /s/ Nadine S. Lee

Nadine S. Lee
President & Chief Executive Officer



Agenda Report

**Voting Requirements:
Majority**

DATE: **October 4, 2022**

SUBJECT: **Approval to Pay Premium and Surplus Line Fees for Master Property Insurance Policy**

RECOMMENDATION

Approval of a resolution authorizing the President & Chief Executive Officer or her designee: 1) is authorized to pay the amount of \$4,487,542 in property insurance premium, \$42,500 in terrorism insurance premium, \$98,623 in surplus lines taxes and fees for a total premium not to exceed \$4,628,665, plus a contingency of \$50,000 for additional assets to be added to the policy during the policy period, for a total amount not to exceed \$4,678,665 for the annual renewal of the property policy period beginning November 1, 2022; and 2) will bill Trinity Metro for their portion of the property insurance premium, surplus lines taxes and fees, and an administrative fee for DART securing the insurance coverage.

BUSINESS PURPOSE AND FINANCIAL CONSIDERATIONS

- DART works through an insurance broker of record, Willis Towers Watson Services West, Inc. (Contract No. C-2024740-02), to obtain pricing for insurance coverage. The purchase of this coverage (\$500 million with a \$1 million deductible) ensures that DART has the funds to repair or replace its property assets in the event they are damaged or destroyed by a covered loss.
- DART and TRE combined property values total \$5.27 billion. Property values are determined by the assets purchase price, appraisals, and replacement cost values.
- This year, 15 insurance companies are in the property program and will provide \$500 million in property coverage in excess of a \$1 million deductible for a premium of \$4,487,542.
- In addition, Lloyd's of London will provide \$50 million in terrorism coverage in excess of a \$1 million deductible for a premium of \$42,500, for a total property program premium of \$4,530,042, and \$98,623 in surplus lines taxes and fees for a total cost of \$4,678,665.
- Surplus lines fees consist of premium taxes and filing fees charged by and payable to the Texas State Comptroller. Surplus lines insurance carriers are highly specialized insurers that write unique and high-capacity risks.
- Sufficient funding for payment of premiums, surplus lines fees, and contingency in the amount of \$4,678,665, is included in the Finance Department's FY 2023 operating budget and the Total Operating Expense line item of the FY 2022 Twenty-Year Financial Plan.
- The property insurance covers DART and TRE properties. The \$324,997 cost for the TRE portion of the property insurance premium and surplus line fees are shared between DART and

Trinity Metro equally in the amount of \$162,499 each.

- Funding for payment of premiums for the Master Property insurance policy is included in the Finance Department's approved FY 2023 Operating Budget.
- Approval of this item will help achieve Board Strategic Priority 2: Provide stewardship of the transit system, agency assets, and financial obligations.

LEGAL CONSIDERATIONS

- Section 452.062 of the Texas Transportation Code authorizes DART to insure, through purchased insurance policies or self-insurance programs, or both, its own legal liability and the legal liability of its contractors and subcontractors arising from the acquisition, construction, or operation of the programs and facilities of DART.
- Section 452.055 of the Texas Transportation Code authorizes DART to contract for the provision of goods and services.

DRAFT
RESOLUTION
of the
DALLAS AREA RAPID TRANSIT BOARD
(Executive Committee)

Approval to Pay Premium for Master Property Insurance Policy

WHEREAS, DART works through an insurance broker of record, Willis Towers Watson Insurance Services West, Inc. (Contract No. C-2024740-02), to obtain pricing for insurance coverage; and the purchase of this coverage ensures that DART has the funds to repair or replace its major property assets in the event they are damaged or destroyed by a covered loss; and

WHEREAS, it has been determined that the total premium of \$4,487,542 is fair and reasonable for this coverage; and

WHEREAS, funding for the total cost is within current Budget and FY 2023 Twenty-Year Financial Plan allocations.

NOW, THEREFORE, BE IT RESOLVED by the Dallas Area Rapid Transit Board of Directors that the President & Chief Executive Officer or her designee:

- Section 1: Is authorized to pay the amount of \$4,487,542 in property insurance premium, \$42,500 in terrorism insurance premium, and \$98,623 in surplus lines taxes and fees for a total premium of \$4,628,665, plus a contingency of \$50,000 for additional assets to be added to the policy during the policy period, for a total amount not to exceed of \$4,678,665 for the annual renewal of the property policy period beginning November 1, 2022.
- Section 2: Will bill Trinity Metro for their portion of the property insurance premium, surplus lines fees and taxes, and an administrative fee for DART securing the insurance coverage.

Approval to Pay Premium for Master Property Insurance Policy

Prepared by: /s/ Elizabeth Reich

M. Elizabeth Reich
Chief Financial Officer

/s/ Gene Gamez

Approved as to form: Gene Gamez
General Counsel

Approved by: /s/ Nadine S. Lee

Nadine S. Lee
President & Chief Executive Officer



Agenda Report

Voting Requirements: Majority
--

DATE: October 4, 2022

SUBJECT: Approval of Contracts for Bond Counsel Services, Disclosure Counsel Services, and Other Legal Services Related to Finance Matters

RECOMMENDATION

Approval of a resolution authorizing the General Counsel to execute a five-year contract for bond counsel services, disclosure counsel services, and other legal services related to finance matters with: 1) the law firm of Bracewell L.L.P.; 2) the law firm of West & Associates L.L.P.; 3) the law firm of McCall Parkhurst & Horton L.L.P.; and 4) the law firm of Kintop Smith P.C.

BUSINESS PURPOSE AND FINANCIAL CONSIDERATIONS

- Since 1983, the firm of Bracewell LLP, and its predecessor firms Bracewell & Giuliani L.L.P., Vinson & Elkins, L.L.P., and Hutchison Price Boyle & Brooks, P.C., has served as DART's finance counsel.
- Since 2001, the firm of West & Associates, L.L.P. and its predecessor firm Robinson, West & Gooden, has also served as DART's finance counsel.
- Since 2017, the firm of McCall Parkhurst & Horton L.L.P, has also served as DART's finance counsel.
- On June 30, 2022, DART advertised a request for proposals on The Municipal Advisory Council of Texas website. DART received seven responses, one of which was a joint response from teams composed of majority/minority firms. The remaining responses were from single firms. Following interviews with the firms submitting proposals, Bracewell L.L.P, McCall Parkhurst & Horton L.L.P, West & Associates, L.L.P, and Kintop Smith P.C. are recommended for approval to serve DART in this capacity.
- As with prior agreements, the firms will be paid an hourly rate plus a bond counsel fee for bond counsel services based upon a percentage of the issuance proceeds. The Board has customarily approved payment of all issuance-related costs, including bond counsel fees, out of the debt issuance proceeds. The amount of the bond counsel fees is determined in accordance with the terms of the contracts.
- As services may be required by DART, each firm will be paid an hourly fee for providing legal services relating to non-issuance finance matters in an amount not to exceed \$250,000 per firm for the term of the contracts. These services involve defeased leases, annual disclosure statements, and other issues related to ongoing DART finance business, but unrelated to the issuance of specific debt.

- Sufficient funding for bond counsel services is included in the FY 2023 Debt Service Budget and the Debt Service line item of the FY 2023 Twenty-Year Financial Plan.
- Sufficient funding for other legal services related to finance matters is included in the Finance Department's FY 2023 Operating Budget and the Operating Expense line item of the FY 2023 Twenty-Year Financial Plan.
- Approval of this item will help achieve the Board Strategic Priority 3: Innovate to enhance mobility options, business processes, and funding.

LEGAL CONSIDERATIONS

- Section 452.055 of the Texas Transportation Code authorizes DART to contract for the provision of goods and services.
- Section 1201.027 of the Texas Government Code defines the procurement method of legal counsel related to public securities.

DRAFT
RESOLUTION
of the
DALLAS AREA RAPID TRANSIT BOARD
(Executive Committee)

**Approval of Contracts for Bond Counsel Services, Disclosure Counsel Services, and Other
Legal Services Related to Finance Matters**

WHEREAS, debt issuances, refinancing, and ongoing finance issues such as annual disclosure statements, defeased leases, and commercial paper require external bond counsel legal support; and

WHEREAS, the current contracts for these services expire in 2022; and

WHEREAS, a request for proposals resulted in seven responding firms, and following interviews with the selected firms submitting proposals, Bracewell L.L.P., McCall Parkhurst & Horton L.L.P., West & Associates, L.L.P., and Kintop Smith P.C. are recommended for approval; and

WHEREAS, funding for these contracts is within current Budget and FY 2023 Twenty-Year Financial Plan allocations.

NOW, THEREFORE, BE IT RESOLVED by the Dallas Area Rapid Transit Board of Directors that:

- Section 1: The General Counsel is authorized to execute a five-year contract with the law firm of Bracewell L.L.P. for bond counsel services, disclosure counsel services, and for other legal services related to finance matters effective upon expiration of the prior agreement and continuing through December 31, 2027, following Board approval.
- Section 2: The General Counsel is authorized to execute a five-year contract with the law firm of McCall Parkhurst & Horton L.L.P. for bond counsel services, disclosure counsel services, and for other legal services related to finance matters effective upon expiration of the prior agreement and continuing through December 31, 2027, following Board approval.
- Section 3: The General Counsel is authorized to execute a five-year contract with the law firm of West & Associates, L.L.P. for bond counsel services, disclosure counsel services, and for other legal services related to finance matters effective upon expiration of the prior agreement and continuing through December 31, 2027, following Board approval.
- Section 4: The General Counsel is authorized to execute a five-year contract with the law firm of Kintop Smith, P.C. for bond counsel services, disclosure counsel services, and for other legal services related to finance matters effective upon expiration of the prior agreement and continuing through December 31, 2027, following Board approval.
- Section 5: The amount for all contracts is authorized in an amount not to exceed \$250,000 per firm for non-issuance services. Bond counsel fees shall be paid through the issuance proceeds.

Approval of Contracts for Bond Counsel Services, Disclosure Counsel Services, and Other Legal Services Related to Finance Matters

Prepared by: /s/ Elizabeth Reich

M. Elizabeth Reich
Chief Financial Officer

/s/ Gene Gamez

Approved as to form: _____
Gene Gamez
General Counsel

Approved by: /s/ Nadine S. Lee

Nadine S. Lee
President & Chief Executive Officer