

RESOLUTION REGARDING SECONDARY EMPLOYMENT BY EXECUTIVE OFFICERS

Notwithstanding any contrary provisions of the Code of Ethics governing secondary employment, 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.