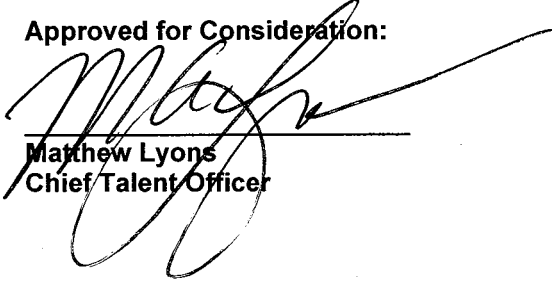


**RATIFY ALL LAWFUL ACTIONS
TAKEN BY DOUGLAS A. HENNING AS ACTING GENERAL COUNSEL
FROM DECEMBER 23, 2017 TO FEBRUARY 17, 2018**

THE BOARD PRESIDENT RECOMMENDS THAT THE BOARD:

- (1) Ratify, adopt, and assume all lawful acts taken by Douglas A. Henning as Acting General Counsel between 12:00 a.m. December 23, 2017 to February 17, 2018.

Approved for Consideration:



Matthew Lyons
Chief Talent Officer

Approved:



Frank M. Clark
President