



RESOLUTION NO. 12-6

Establishing the Nominations Committee

WHEREAS, The Board of Directors has concluded that a Nominations Committee will improve the dynamic of its annual election of officers;

WHEREAS, The structure of a Nominations Committee has been discussed at length in meetings of the Executive and Governance Committee and at a Board Retreat;

WHEREAS, By its nature, a Nominations Committee should not be established and appointed by the Chairman, as all other Committees are under the By-laws; and

WHEREAS, The Executive and Governance Committee has reached consensus on the terms, now, therefore, be it

RESOLVED, That the Nominations Committee is hereby established, consisting of four members, each of whom shall be the senior member of each group of Members appointed by the same officer;

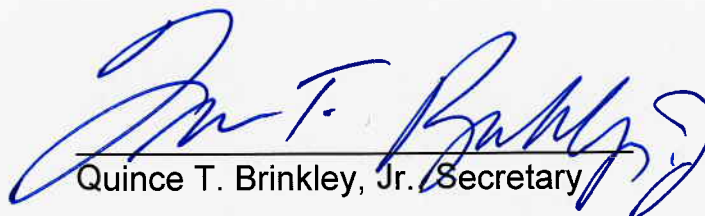
2. That the Committee shall elect a chairman, at whose call the Committee shall meet;

3. That candidates wishing to serve as Officers of the Authority, or Members intending to advance a candidate, shall so notify any member of the Committee;

4. That the Committee shall report to the Board nominations of one or more candidates for offices subject to election at the Annual Meeting; and

5. That the Committee shall comply with applicable provisions of the By-laws that are not inconsistent with this Resolution.

Adopted February 15, 2012

A handwritten signature in blue ink, appearing to read "Quince T. Brinkley, Jr.", is written over a horizontal line. The signature is stylized and cursive.

Quince T. Brinkley, Jr. Secretary