

**RESOLUTION OF THE BOARD OF DIRECTORS OF
EL CAMINO REAL ALLIANCE REGARDING
EL CAMINO REAL ALLIANCE PUBLIC SCHOOL EMPLOYEE
RETIREMENT HEALTHCARE BENEFITS TRUST**

WHEREAS, El Camino Real Alliance (“ECRA”) caused the establishment of the El Camino Real Alliance Public School Employee Retirement Healthcare Benefits Trust pursuant to the Trust Agreement, dated as of June 1, 2015 (the “Trust Agreement”), by and between Marshall K. Mayotte, as Grantor and Initial Co-Trustee, and Melanie Diana Horton, as Initial Co-Trustee (each, a “Trustee” and, collectively, the “Initial Co-Trustees”); and

WHEREAS, under the Trust Agreement, an “Authorized Officer” of ECRA is defined to mean the Chief Financial Officer of ECRA or any designee of the Chief Financial Officer of ECRA; and

WHEREAS, the current Chief Financial Officer of ECRA (the “Chief Financial Officer”), Gregory Wood, acting as an Authorized Officer of ECRA for purposes of the provisions of Section 3.6 of the Trust Agreement, and pursuant to the authorization of ECRA, may direct the establishment of any limitation on the term of any Trustee; and

WHEREAS, under said Section 3.6, ECRA may authorize the Chief Financial Officer, as an Authorized Officer of ECRA, to act as a Trustee under the Trust Agreement for the purpose of appointing any Trustee or Trustees; and

WHEREAS, under the Trust Agreement, it is necessary and appropriate for ECRA to authorize the Chief Financial Officer to act as a Trustee under the Trust Agreement and in that capacity to appoint successor Trustees and thereupon terminate the terms of the Initial Co-Trustees;

NOW THEREFORE, this Board resolves as follows:

1. The foregoing recitals are true and correct.
2. The Chief Financial Officer, acting as an Authorized Officer of ECRA, is hereby authorized and directed to act as a Trustee under the Trust Agreement for the purposes of appointing successor Trustees and thereupon terminating the terms of the Initial Co-Trustees. Immediately upon the delivery to ECRA of the Chief Financial Officer’s written acceptance of appointment as a Trustee, the Chief Financial Officer, acting as Trustee, shall (a) terminate the terms of the Initial Co-Trustees and (b) appoint at least two additional voting Co-Trustees as required by Section 3.6(b) of the Trust Agreement and one directed Corporate Co-Trustee without voting power as required by Section 3.6(a) of the Trust Agreement. The directed Corporate Co-Trustee shall meet the eligibility requirements of Section 5.10 of the Trust Agreement.
3. The Chief Financial Officer is further authorized and directed to take any action deemed necessary or appropriate to carry out the purposes of this resolution, including without limitation the appointment of additional or successor voting Co-Trustees such that at all times the number of Trustees with voting power shall be at least three or any greater number which is not integrally divisible by two.

4. This resolution shall be in full force and effect immediately upon its adoption.

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SECRETARY'S CERTIFICATE

The undersigned hereby certifies as follows:

The above resolution is a full, true and correct copy of the resolution duly adopted in a meeting of the Board of Directors of El Camino Real Alliance which was duly held on the 22nd day of October, 2020, in which meeting a quorum of the members of the Board of Directors participated; and at a meeting such resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

WITNESS my hand this 22nd day of October, 2020.

Dr. Jeff Davis
Board Secretary