

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
DENVER METRO CHAMBER OF COMMERCE**

The following resolutions are hereby adopted by unanimous written consent of the Board of Directors (the "**Board**") of the Denver Metro Chamber of Commerce ("**DMCC**"), in accordance with applicable law, and shall remain in effect until further notice:

**WHEREAS**, DMCC has adopted Denver Metro Chamber of Commerce 401(k) Savings Plan (the "**401(k) Plan**") for the benefit of its eligible employees;

**WHEREAS**, by action of the Board, DMCC may designate a person or persons to carry out any of its powers, authority or responsibility as the Plan Administrators of the 401(k) Plan;

**WHEREAS**, on January 10, 2019 the Board created the Denver Metro Chamber of Commerce Employee Retirement Plan Committee (the "**Committee**") to serve as Plan Administrator of the 401(k) Plan and to have and carry out certain powers, authority, or responsibilities of DMCC in connection with the 401(k) Plan; and

**WHEREAS**, the Board has determined that it is in the best interests of DMCC to adopt a charter to govern the Committee and to appoint members of the Committee.

**NOW, THEREFORE, BE IT RESOLVED**, that the Denver Metro Chamber of Commerce Retirement Plan Committee Charter (the "**Charter**"), in substantially the form attached hereto, is hereby approved; and

**FURTHER RESOLVED**, that are hereby appointed to be all of the members of the Committee, such appointees to serve in their capacity as the members of the Committee with respect to the 401(k) Plan and to be vested with the powers, authority and responsibilities to act on behalf of DMCC with respect to the 401(k) Plan all as set forth in the Charter. Each such individual so appointed to be a member of the Committee shall signify his or her acceptance or declination of such appointment in writing.

**IN WITNESS WHEREOF**, the undersigned, being all the members of the Board, do hereby execute this unanimous written consent dated this 10<sup>th</sup> day of January, 2019. This Consent may be executed in one or more counterparts.

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