



**Unanimous Written Consent of the Board of Directors of the
Diamond State Port Corporation**

Resolution 25-11

Designation of DSPC Finance Committee

WHEREAS, Article II of the Bylaws of the Diamond State Port Corporation ("DSPC") provides that the Board of Directors ("Board") may from time to time designate committees of the board and the members to serve thereon;

WHEREAS, the Board desires to designate and create a finance committee (the "DSPC Finance Committee"); and

WHEREAS, the DSPC Finance Committee shall: (1) review and make recommendations to the Board on all matters relating to the financial affairs of DSPC referred to it by the Board or the officers of DSPC; (2) review and recommend policies governing budgeting, investments, capital expenditures, and financial risk management; (3) oversee the organization's annual independent financial audit, including a review of the audit scope and findings; (4) ensure that appropriate internal controls and financial reporting processes are in place and monitor DSPC's financial performance against approved budgets, making recommendations to the Board on significant financial matters as appropriate; (5) review proposed insurance programs, including coverage, premiums, and risk exposure, and work with DSPC staff and insurance advisors to develop recommendations for Board approval; (6) review and approve reimbursements; and (7) perform such other duties as may be assigned by the Board of Directors; and

WHEREAS, the DSPC Finance Committee shall consist of five (5) members with one member serving as Chair of such committee; and

WHEREAS, the initial members of the DSPC Finance Committee shall be Fred C. Sears (Chair), Ruth Ann Miller, Ronald "Kimoko" Harris, David H. Burt and Robert "Jerry" Medd and all such committee members shall serve at the pleasure of the Board; and

WHEREAS, any member of the Board of Directors shall have the right to attend any meetings of the DSPC Finance Committee, even if he/she is not a member and participate in discussions but shall have no right to vote unless such Board member is a member of the DSPC Finance Committee; and

WHEREAS, a quorum of the DSPC Finance Committee shall consist of a majority of its members, and no action shall be taken except upon the affirmative vote of a majority of the members present at a duly called meeting.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby consents to the designation and creation of the DSPC Finance Committee and authorizes the appointment of Fred C. Sears (Chair of Finance

Committee), Ruth Ann Miller, Ronald “Kimoko” Harris, David H. Burt and Robert “Jerry” Medd as members of the DSPC Finance Committee; and

FURTHER RESOLVED, that the Chair and any other member of the Board and any officer of DSPC (collectively, the “Authorized Persons” and each, individually, an “Authorized Person”) be, and each acting individually hereby is, authorized and directed to take such further actions and to execute and deliver, and to cause DSPC, as such Authorized Person shall determine to be necessary, appropriate or advisable, to carry out the intent and effectuate the purpose of the foregoing resolutions and the appointments contemplated thereby, the taking of such further action or the execution of such further agreement, instrument, certificate or other document by such Authorized Person to be conclusive evidence of such determination and the authority therefore; and

FURTHER RESOLVED, that any and all actions heretofore taken by any Authorized Person in connection with or related to any of the matters set forth herein or contemplated hereby, including, without limitation, any and all actions taken in connection with the creation of DSPC Finance Committee referenced in the foregoing resolutions and the appointment of the initial members of such committee, be, and hereby are, ratified, confirmed and approved in all respects as fully as if such actions had been presented to the Board for its approval and approved prior to the taking of such action.

IN WITNESS WHEREOF, the DSPC Board has unanimously adopted and executed this Unanimous Written Consent of the Board of Directors of Diamond State Port Corporation.

To consent, each Board member may reply **via email** with an affirmative response. An affirmative email response will be treated as such Board member’s adoption and execution of this written consent.

DSPC Board Members:

Charuni Patibanda-Sanchez, Chair
Karen C. Bifferato
David H. Burt
Douglas B. Catts
Shanté A. Hastings
Robert Medd
Michael Smith

Fred C. Sears, Vice-Chair
Darius J. Brown
Joshua Bushweller
Ronald Harris
Debra Heffernan
Ruth Ann Miller
Marietta Whalen

<input checked="" type="checkbox"/>	Approved by DSPC Board of Directors (Unanimous Consent given by all Board Members)
<input type="checkbox"/>	Denied by DSPC Board of Directors
<input type="checkbox"/>	Decision Deferred by DSPC Board of Directors
Date:	Read into the record at December 11, 2025 meeting